

**Objection Deadline: September 20, 2021**

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**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. <sup>1</sup>	)	(Jointly Administered)
	)	

**THIRD MONTHLY FEE STATEMENT  
OF WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR THE PERIOD JULY 1, 2021 THROUGH JULY 31, 2021**

Name of Applicant:	Willkie Farr & Gallagher LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “Committee”)
Date of Retention:	June 29, 2021 <i>nunc pro tunc</i> to May 1, 2021

<sup>1</sup> 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.

Period for which Compensation and Reimbursement is Sought:	July 1, 2021 through July 31, 2021 (the “ <u>Fee Period</u> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,009,559.50 (80% = \$807,647.60)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$7,416.02
Total Compensation and Expenses for which Interim Allowance is Sought:	\$1,016,975.52
Total Compensation and Expenses to be Paid Under Interim Compensation Order:	\$815,063.62

This is a(n) x monthly \_\_\_ interim final application. No prior application was filed for this Fee Period.<sup>2</sup>

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<sup>2</sup> Notice of this Monthly Fee Statement (as defined herein) shall be served in accordance with the Interim Compensation Order (as defined herein), and objections to the relief requested in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the *Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021*, dated June 29, 2021 [Docket No. 1367] 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*, dated September 8, 2020 [Docket No. 360] (the “Interim Compensation Order”), Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this third monthly fee statement (the “Monthly Fee Statement”).<sup>3</sup> By this Monthly Fee Statement, Willkie seeks (a) compensation in the amount of \$1,009,559.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$201,911.90, for a total fee request of \$807,647.60; and (b) reimbursement of reasonable expenses incurred by Willkie during the Fee Period in the amount of \$7,416.02.

**Itemization of Services Rendered and Disbursements Incurred**

1. In support of this Monthly Fee Statement, attached are the following exhibits:
  - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie’s attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories established by Willkie in accordance with its internal billing procedures.

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<sup>3</sup> The period from July 1, 2021 through and including July 31, 2021 is referred to herein as the “Fee Period.”

- **Exhibit B** is a schedule providing certain information regarding Willkie's attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals have expended a total of 925.6 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Willkie's time detail and records of fees and expenses incurred during the Fee Period.

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred by Willkie's attorneys and paraprofessionals during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused in connection with accounting and processing of such time and expenses. Accordingly, Willkie reserves the right to make further application to this Court for allowance of such fees and expenses incurred during the Fee Period, but not included herein.

### **Notice and Objection Procedures**

3. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement will be served upon the following parties (collectively, the "**Fee Notice Parties**"): (i) the Debtors, c/o Grupo Aeroméxico, S.A.B. de C.V., Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500 (Attn: Daniel Martinez Martinez (dmartinezm@aeromexico.com) and Patricia Bobadilla (mbobadilla@aeromexico.com)); (ii) counsel for the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Timothy Graulich (timothy.graulich@davispolk.com) and Stephen Piraino (stephen.piraino@davispolk.com)); (iii) the U.S. Trustee for the Southern District of New York,

U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Andrea B. Schwartz (andrea.b.schwartz@usdoj.gov)); (iv) counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 (Attn: Richard J. Cooper (rcooper@cgsh.com), Luke A. Barefoot (lbarefoot@cgsh.com) and Thomas S. Kessler (tkessler@cgsh.com)); and (v) counsel for any other statutory committees appointed in these Chapter 11 Cases. The Firm submits that, in light of the nature of the relief requested, no other or further notice need be given.

4. Objections to the Monthly Fee Statement, if any, must be filed and served upon Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Brett H. Miller, Esq. and Todd Goren, Esq.; Email: BMiller@willkie.com; TGoren@willkie.com) no later than September 20, 2021 (the “Objection Deadline”). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amounts of fees or expenses at issue.

5. If no objection to this Monthly Fee Statement is received by the Objection Deadline, the Debtors shall promptly pay the Firm 80% of the fees and 100% of the expenses identified in this Monthly Fee Statement. To the extent that an objection to this Monthly Fee Statement is received by the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and expenses in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

WHEREFORE, Willkie respectfully requests that allowance be made for compensation in the amount of \$1,009,559.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of

\$201,911.90 for a total fee request of \$807,647.60, together with reimbursement of expenses in the amount of \$7,416.02, and further requests such other and further relief as the Court deems just and proper.

Dated: September 3, 2021  
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Brett H. Miller

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*Counsel to the Official Committee of  
Unsecured Creditors*

**Exhibit A**

**Statement of Fees by Subject Matter**

<b>Matter</b>	<b>Total Hours Billed</b>	<b>Total Fees Requested</b>
Asset Analysis and Recovery (PC001)	0.0	\$0.00
Asset Disposition (PC002)	0.0	\$0.00
Assumption and Rejection of Leases (PC003)	27.5	\$23,408.00
Budgeting (Case) (PC005)	0.7	\$747.00
Business Operations (PC006)	10.7	\$12,214.00
Case Administration (PC007)	68.5	\$72,856.00
Claims Administration & Objections (PC008)	5.4	\$5,175.00
Corporate Governance & Board Matters (PC009)	4.6	\$5,520.00
Employee Benefits & Pensions (PC010)	0.2	\$214.00
Employment & Fee Applications (PC011)	16.9	\$13,885.00
Financing & Cash Collateral (PC013)	61.5	\$66,849.00
Other Litigation (PC014)	111.7	\$123,173.00
Meetings and Communications with Committee (PC015)	62.1	\$75,212.00
Plan & Disclosure Statement (PC017)	169.8	\$210,026.00
Relief from Automatic Stay and Adequate Protection (PC019)	0.1	\$107.00
Reporting (PC020)	0.3	\$321.00
Tax (PC021)	0.0	\$0.00
Valuation (PC022)	0.0	\$0.00
Discovery (PC023)	217.9	\$236,105.50
Hearings (PC024)	2.0	\$2,412.00
Claims Investigation (PC026)	0.0	\$0.00
Lien Investigation (PC027)	85.4	\$88,999.00
Intercompany Claims (PC028)	0.0	\$0.00
Other Motions/Applications (PC029)	10.3	\$11,310.00
Time Entry Review (PC032)	15.8	\$11,492.00

Mediation (PC034)	51.7	\$58,351.00
Governmental/Regulatory (PC035)	2.5	\$2,675.00
<b>Total Requested</b>	<b>925.6</b>	<b>\$1,021,051.50</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>		<b>\$(11,492.00)</b>
<b>Total Requested</b>	<b>925.6</b>	<b>\$1,009,559.50</b>



**Exhibit B**

**Attorney and Paraprofessional Information**

<b>Name</b>	<b>Year Admitted or No. of Years with Firm</b>	<b>Department</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b>					
James Dugan	1994	Litigation	\$1,800	12.5	\$22,500.00
Weston Eguchi	2006	Corporate & Financial Services (“ <b>Corporate</b> ”)	\$1,275	1.8	\$2,295.00
Matthew Freimuth	2002	Litigation	\$1,550	26.7	\$41,385.00
Todd Goren	2003	Business Reorganization & Restructuring (“ <b>BR&amp;R</b> ”)	\$1,350	114.1	\$154,035.00
Brett H. Miller	1992	BR&R	\$1,500	92.6	\$138,900.00
<b>Counsel / Senior Counsel</b>					
Cindy Chernuchin	1985	Corporate	\$1,225	21.0	\$25,725.00
Craig A. Damast	1992	BR&R	\$1,070	141.7	\$151,619.00
<b>Associates</b>					
Natalia Benitez	2020	Litigation	\$775	5.6	\$4,340.00
Pablo Benjumea Guitierrez	2021 (Illinois)	Corporate	\$775	22.2	\$17,205.00
Allison Berkowitch	2019	Litigation	\$930	52.8	\$49,104.00
Agustina Berro	2013	BR&R	\$1,170	23.7	\$27,729.00
Hye-Kyung (Monica) Chang	2008	Litigation	\$545	1.3	\$708.50
Youngeun (Julia) Choi	2019	Corporate	\$930	1.0	\$930.00
Alexa Davis	2017	Litigation	\$1,060	9.1	\$9,646.00
Matthew V. Dunn	2016	BR&R	\$1,060	103.7	\$109,922.00
Sam Kalar	2015	Litigation	\$1,170	6.9	\$8,073.00
Zanudeen Makorie	2021	Corporate	\$615	2.8	\$1,722.00
Kyle Mathews	2015	Litigation	\$1,170	17.6	\$20,592.00
Margot Mooney	2014	Litigation	\$1,170	49.2	\$57,564.00
Debra M. Sinclair	2014	BR&R	\$1,170	109.0	\$127,530.00
<b>Law Clerks</b>					
Joseph Brandt	2021	BR&R	\$460	77.2	\$35,512.00
Michele St. Julien		Litigation	\$460	4.9	\$2,254.00
<b>Paraprofessionals</b>					
Alison R. Ambeault	15 ½ years	Associate	\$460	19.0	\$8,740.00

<sup>1</sup> The hourly billing rates for Mr. Goren, Mr. Miller and Mr. Damast are the same hourly billing rates as their hourly billing rates at Morrison & Foerster.

		Director, Practice Support			
Christian Arriola	10 years	Litigation Technology Support	\$325	0.9	\$292.50
Ashley Halloran	2 months	BR&R Paralegal	\$280	2.9	\$812.00
Monica Jones	9 ½ years	Sr. Litigation Paralegal	\$355	1.3	\$461.50
Shelly Lipkis	10 years	Sr. Litigation Paralegal	\$355	3.4	\$1,207.00
Sally Munson	5 ½ years	Reference Librarian	\$265	0.2	\$53.00
Joy Watson	5 years	Asst. Manager, Litigation Technology Support	\$390	0.5	\$195.00
<b>Total Requested:<sup>2</sup></b>				<b>925.6</b>	<b>\$1,021,051.50</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>					<b>\$(11,492.00)</b>
<b>Total Requested</b>				<b>925.6</b>	<b>\$1,009,559.50</b>

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<sup>2</sup> The blended rate for attorneys is \$1,124.68 per hour. The blended rate for paraprofessionals is \$417.06 per hour.

**Exhibit C**

**Summary of Actual and Necessary Expenses for the Fee Period**

<b>Expense</b>	<b>Amount</b>
Postage / Messenger / Overnight Delivery	\$29.97
Data Acquisition (including Legal Research)	\$7,246.05
Court Reporters / Other Fees	\$140.00
<b>Total Requested:</b>	<b>\$7,416.02</b>

**Exhibit D**

**Time Detail**

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

Official Committee of Unsecured Creditors  
of Grupo Aeroméxico

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22113646  
Client/Matter No. 128273.00001  
August 31, 2021

## **FOR PROFESSIONAL SERVICES RENDERED**

through July 31, 2021 as set out in the  
attached detail

Assumption and Rejection of Leases and Contracts	\$	23,408.00
Budgeting (Case)	\$	747.00
Business Operations	\$	12,214.00
Case Administration	\$	72,856.00
Claims Administration and Objections	\$	5,175.00
Corporate Governance and Board Matters	\$	5,520.00
Employee Benefits and Pensions	\$	214.00
Employment and Fee Applications	\$	13,885.00
Financing and Cash Collateral	\$	66,849.00
Other Litigation	\$	123,173.00
Meetings and Communications with Creditors	\$	75,212.00

CHAPTER 11 - BANKRUPTCY  
Invoice No. 22113646  
Client/Matter No. 128273.00001

Page 2

Plan and Disclosure Statement	\$ 210,026.00
Relief from Stay and Adequate Protection	\$ 107.00
Reporting	\$ 321.00
Discovery	\$ 236,105.50
Hearings	\$ 2,412.00
Lien Investigation	\$ 88,999.00
Other Motions/Applications	\$ 11,310.00
Mediation	\$ 58,351.00
Governmental/Regulatory	\$ 2,675.00
<b>Disbursements and Other Charges</b>	<b>\$ <u>7,416.02</u></b>
<b>Total this Invoice</b>	<b>\$ <u><u>1,016,975.52</u></u></b>

CHAPTER 11 - BANKRUPTCY

Page 3

Invoice No. 22113646

Client/Matter No. 128273.00001

**Assumption and Rejection of Leases and Contracts**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	CAD	Review/analyze signed order approving assumption of certain executory contracts and unexpired leases.	0.10 \$	107.00
7/8/21	CAD	Correspondence w/ M. Masaro (Davis Polk), D. Sinclair regarding draft stipulation and agreed order w/ Gecina (lease counterparty) lifting the automatic stay to permit Gecina to offset Debtors' security deposit in exchange for lowering Gecina's claim (.1) and review/analyze same (.2).	0.30	321.00
7/8/21	CAD	Review/analyze signed order approving rejection of certain executory contracts and leases and abandonment of certain expendable property.	0.10	107.00
7/8/21	MVD	Review draft Gecina Stipulation and Agreed Order to determine whether same is acceptable to UCC.	0.30	318.00
7/9/21	CAD	Correspondence w/ internal working group, M. Masaro (Davis Polk) regarding stipulation and order w/ Cecina (lease counterparty) providing for stay relief and clearance.	0.20	214.00
7/11/21	CAD	Correspondence w/ M. Masaro (Davis Polk), internal working group regarding revised draft of lease rejection stipulation w/ Gecina (.1) and review/analyze same (.1).	0.20	214.00
7/11/21	MVD	Analyze and assess draft stipulation re claim for rejection of lease with Gacina.	0.30	318.00
7/14/21	CAD	Correspondence w/ internal working group, FTI regarding status of PLM discussions regarding Debtors' possible purchase of AIMIA's interest, strategy, and next steps (.3); review/analyze N. Cohen (FTI) correspondence to A. Conesa regarding committee analysis/support of moving PLM negotiations quickly (.1).	0.40	428.00
7/15/21	CAD	Correspondence w/ N. Cohen (FTI), internal working group regarding PLM discussion w/ Andres (Debtors' CEO).	0.20	214.00
7/19/21	CAD	Review/analyze Debtors' motion to authorize	1.40	1,498.00

CHAPTER 11 - BANKRUPTCY

Page 4

Invoice No. 22113646

Client/Matter No. 128273.00001

		assumption of engine lease agreement (as amended) and approving claims settlement w/ North Shore Aviation Capital (.3), motion to partially redact engine lease agreement (.2), and M. Landess supporting declaration (.2); review/analyze Debtors' motion to enter into new aircraft lease agreements, amend and assume a certain existing aircraft lease agreement, and approve compromise regarding prepetition claims w/ affiliates of Dubai Aerospace Enterprise (.3), motion to partially redact letters of intent (.2), and M. Landess supporting declaration (.2).		
7/20/21	DMS	Review North Shore and DAE lease motions (.6) and correspondence with Willkie team re same (.1).	0.70	819.00
7/20/21	CAD	Correspondence w/ D. Sinclair, internal working group, FTI regarding Debtors' filed motions to assume amended engine lease agreement w/ North Shore Aviation (.1) and to enter into new leases for certain aircraft w/ Dubai Aerospace Enterprise and amend/assume existing lease and settle certain claims (.1).	0.20	214.00
7/20/21	T G	Review MAX aircraft motion.	0.60	810.00
7/20/21	MVD	Analyze and assess North Shore motion.	0.60	636.00
7/21/21	CAD	Correspondence w/ T. Goren, D. Sinclair, M. Bilbao (FTI) regarding Debtors' motion to enter additional max leases and issues/potential objection (.2); correspondence w/ M. Dunn regarding same and summary of motion (.1) and review/analyze same (.1).	0.40	428.00
7/21/21	T G	Review summary of MAX lease motion (.4) and correspondence w/ FTI re same (.3).	0.70	945.00
7/21/21	DMS	Review 737Max assumption motion and M. Dunn summary re same (.3); corr. with M. Dunn re same (.1).	0.40	468.00
7/21/21	MVD	Analyze and assess Debtors' motion to enter into 737Max leases and settle claims and prepare summary of same for WFG and FTI groups.	2.60	2,756.00
7/22/21	DMS	Call with M. Dunn, J. Brand re objection to 737	0.20	234.00



CHAPTER 11 - BANKRUPTCY

Page 5

Invoice No. 22113646

Client/Matter No. 128273.00001

		Max assumption motion.		
7/22/21	MVD	Phone call with D. Sinclair and J. Brandt re 737max motion.	0.20	212.00
7/22/21	J B	Research precedent re: objection to Debtors aircraft purchase motion.	1.00	460.00
7/23/21	J B	Draft objection to Debtors' DAE Transactions Motion.	3.30	1,518.00
7/26/21	J B	Revise objection to Debtors' DAE Transaction Motion.	0.90	414.00
7/27/21	J B	Draft objection to Debtors' DAE Transaction Motion (5.7) `	5.70	2,622.00
7/27/21	CAD	Correspondence w/ internal working group regarding Debtors' motion to enter into leases for additional max aircraft, hearing date/objection deadline, and status of objection.	0.30	321.00
7/28/21	DMS	Review Cebures standstill extension docs (.2) and corr. with Davis Polk re same (.2).	0.40	468.00
7/28/21	MVD	Revise/supplement draft objection to 737MAX motion.	0.30	318.00
7/28/21	MVD	Phone call with B. Roy, R. Faldetta (FTI), D. Sinclair and J. Brandt re Debtors' 737MAX motion.	0.50	530.00
7/28/21	J B	Call with FTI team, D. Sinclair, and M. Dunn re: 737MAX objection diligence.	0.40	184.00
7/28/21	DMS	Correspondence with B. Miller, T. Goren re 737 Max Motion (.1); call with B. Roy, R. Faldetta (FTI), M. Dunn, J. Brandt re 737Max assumption motion and related analysis (.5).	0.70	819.00
7/29/21	CAD	Review/analyze Debtors' motion to authorize assumption of certain aircraft lease agreements and approving settlement w/ Aviator Ireland AMX and supporting declaration.	0.40	428.00
7/30/21	CAD	Review/analyze Debtors' motion to assume, on amended basis, lease agreement and approve claims settlement w/ FGL Aircraft Ireland (.2) and supporting M. Landess declaration (.2); correspondence w/ M. Dunn, FTI regarding same and issues (.2).	0.60	642.00
7/30/21	T G	Review motion to approve entry into 737 MAX leases (.6); correspondence w/ team re same (.3).	0.90	1,215.00
7/30/21	MVD	Phone call with Debtors' counsel re 737MAX motion.	0.40	424.00

CHAPTER 11 - BANKRUPTCY

Page 6

Invoice No. 22113646

Client/Matter No. 128273.00001

7/30/21	MVD	Analyze and assess Debtors' motion to assume an amended lease with FGL aircraft Ireland Limited and related unredacted lease.	0.80	848.00
7/30/21	DMS	Prepare for call with Davis Polk re 737 Max motion (0.2); call with Davis Polk re process for 737 Max motion (0.2); corr. with B. Miller, T. Goren re 737 Max motion (.2); review debtors' motion to assume FGL agreement (.1) and corr. with M. Dunn re same (.1).	0.80	936.00
<b>Sub-Total</b>			<b>27.50</b>	<b>23,408.00</b>

**Budgeting (Case)**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/1/21	CAD	Correspondence w/ internal working group regarding Willkie May-August 2021 budget and revisions (.3) and review/analyze same (2x) (.2).	0.50	\$ 535.00
7/1/21	MVD	Revise/supplement budget.	0.20	212.00
<b>Sub-Total</b>			<b>0.70</b>	<b>747.00</b>

**Business Operations**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
7/2/21	T G	Correspondence w/ FTI re business plan review.	0.30	\$ 405.00
7/9/21	MVD	Analyze and assess weekly vendor report.	0.10	106.00
7/12/21	B M	Review the FTI business plan materials (1.2); review correspondence with the Debtors regarding the business plan changes (.4).	1.60	2,400.00
7/13/21	MVD	Consideration of issues regarding substantive consolidation and recharacterization.	0.50	530.00
7/13/21	MVD	Review factors relevant to subcon analysis.	0.30	318.00
7/13/21	B M	Correspond with the Ad Hoc Group regarding	0.40	600.00

CHAPTER 11 - BANKRUPTCY

Page 7

Invoice No. 22113646

Client/Matter No. 128273.00001

7/16/21	DMS	the UCC review of the business plan (.4). Call with FTI team and M. Dunn re substantive consolidation.	0.40	468.00
7/16/21	DMS	Review internal subcon memo (.3); corr. with M. Dunn, Davis Polk re call to discuss analysis (.1).	0.40	468.00
7/16/21	MVD	Phone call with FTI team and Sinclair re subcon analysis (.4); prepare for same (.1).	0.50	530.00
7/18/21	T G	Call w/ N Cohen re business plan letter.	0.30	405.00
7/19/21	T G	Review and revise letter from FTI re business plan analysis.	1.10	1,485.00
7/19/21	MVD	Analyze and assess weekly critical vendor report.	0.20	212.00
7/20/21	T G	Review final version of business plan letter to company.	0.40	540.00
7/20/21	MVD	Phone call with Debtors' advisors re subcon analysis.	0.20	212.00
7/20/21	J B	Revise FTI letter to board re: T. Goren comments.	0.60	276.00
7/22/21	DMS	Review company's response to FTI's letter regarding business plan.	0.10	117.00
7/22/21	CAD	Correspondence w/ J. Delgado (Morrison & Foerster), internal working group regarding latest developments and timing regarding FAA downgrade.	0.20	214.00
7/22/21	MVD	Consideration of issues re FAA downgrade.	0.20	212.00
7/22/21	MVD	Analyze and assess letter from Company to FTI re business plan.	0.40	424.00
7/26/21	CAD	Correspondence w/ J. Delgado, internal working group regarding Santamarina & Steta memo regarding FAA downgrade and status (.1) and review/analyze same (.1).	0.20	214.00
7/26/21	MVD	Review memo prepared by S&S regarding FAA downgrade.	0.30	318.00
7/26/21	MVD	Phone call with Debtors' advisors regarding substantive consolidation analysis.	0.70	742.00
7/26/21	J B	Call with Debtors' professionals and Committee professionals re: subcon analysis and updates.	0.60	276.00
7/28/21	MVD	Review FTI's deck re business update.	0.30	318.00
7/28/21	MVD	Review FTI's subcon diligence list to be sent to	0.20	212.00

CHAPTER 11 - BANKRUPTCY

Page 8

Invoice No. 22113646

Client/Matter No. 128273.00001

7/29/21	MVD	Alix. Review weekly critical vendor update prepared by Alix.	0.20	212.00
<b>Sub-Total</b>			<b>10.70</b>	<b>12,214.00</b>

**Case Administration**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	MVD	Consideration of issues regarding potential appointment of examiner.	0.50	\$ 530.00
7/1/21	MVD	Phone call with Willkie and FTI teams re Apollo and Delta.	0.70	742.00
7/1/21	J B	Call with Willkie internal team re: general matter and case updates.	0.50	230.00
7/3/21	MVD	Analyze and assess Delta's latest 10k.	0.20	212.00
7/5/21	MVD	Revise/supplement WIP list (.7); prepare agenda for weekly UCC meeting (.3).	1.00	1,060.00
7/6/21	CAD	Correspondence w/ internal working group regarding today's call w/ Debtors' professionals and preparation (.3); correspondence w/ A. Berro, M. Dunn regarding weekly call w/ Santamarina & Steta regarding status of pending matters w/ Mexican law implications (.3); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates and case status (exit financing/Delta issues/Apollo proposal/PLM/fleet) (.8); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); participate in weekly call w/ committee's professionals regarding same, next steps, and agenda for tomorrow's creditors' committee meeting (.5); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding Mexican principles on corporate governance regarding funding agreement between Delta and Apollo (.1) and review/analyze memo regarding same	2.90	3,103.00

CHAPTER 11 - BANKRUPTCY

Page 9

Invoice No. 22113646

Client/Matter No. 128273.00001

		(.3); correspondence w/ S. Star (FTI), internal working group regarding today's calls w/ Apollo and Debtors and strategy (.2); correspondence w/ J. Brandt regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1).		
7/6/21	T G	Call w/ Debtors' professionals re case update, exit financing, PLM, fleet, etc. (.8); follow-up discussion w/ FTI re same (.5); review agenda for Committee meeting (.1).	1.40	1,890.00
7/6/21	MVD	Prepare for weekly UCC meeting.	0.40	424.00
7/6/21	DMS	Call with J. Brandt re works in progress list and agenda for committee call (0.3); weekly call with debtors' professionals re: exit strategy, plan, Delta (0.8); follow up call with FTI and Willkie teams (0.5).	1.60	1,872.00
7/6/21	M F	Weekly conference call with UCC professionals and debtors (0.8); follow up call with UCC professionals (0.5); conference call with Willkie team re: ongoing matters (0.5).	1.80	2,790.00
7/7/21	CAD	Review/analyze agenda for tomorrow's hearing (.1); discuss same and preparation for tomorrow's hearing w/ D. Sinclair (.2); various correspondence w/ E. Jerrard (Davis Polk) regarding tomorrow's hearing, agenda, and possible resolution of all matters and cancellation of hearing/proposed order (.6); review/analyze notice of cancellation of tomorrow's omnibus hearing (.1).	1.00	1,070.00
7/7/21	J B	Call with Willkie internal team re: Committee call follow up and general case updates.	0.30	138.00
7/7/21	DMS	Call with C. Damast re omnibus hearing (.2) and related corr re same (.1); call with Willkie team re open workstreams and 2004 filing (.3); correspondence with Davis Polk re hearing status (0.2); corr with Santamarina y Steta re same (.1).	0.90	1,053.00
7/7/21	MVD	Review UST's second amended appointment of the UCC in LATAM (.1); review agenda for July 8 hearing (.1).	0.20	212.00
7/8/21	CAD	Correspondence w/ internal working group regarding cancellation of today's omnibus	0.20	214.00

CHAPTER 11 - BANKRUPTCY

Page 10

Invoice No. 22113646

Client/Matter No. 128273.00001

7/8/21	MVD	hearing. Consideration of Mexican antitrust issues.	0.20	212.00
7/8/21	J B	Data room update call with M. Healy (FTI).	0.10	46.00
7/9/21	DMS	Corr with Willkie team re exit financing and filing of 2004 motion.	0.50	585.00
7/9/21	DMS	Call with Willkie and FTI teams re rights offering, 2004 motion and related issues.	0.70	819.00
7/9/21	MVD	Analyze and assess letter from Paul Hastings on behalf of certain directors that was the basis for recent filing.	0.10	106.00
7/9/21	DMS	Call with Willkie team re status of exit financing process and 2004 motion.	0.50	585.00
7/12/21	DMS	Weekly call with A. Ambeault, M. Dunn, J. Brandt re works in progress list.	0.40	468.00
7/12/21	A A	Weekly team meeting re: workstreams and upcoming deadlines w/ D. Sinclair, M. Dunn and J. Brandt (in part).	0.30	138.00
7/12/21	DMS	Team meeting with Willkie team to discuss open workstreams (.4); prepare for same (.1).	0.50	585.00
7/12/21	MVD	Weekly WIP list update call with D. Sinclair, J. Brandt and A. Ambeault.	0.40	424.00
7/12/21	MVD	Revise/supplement WIP list.	1.20	1,272.00
7/12/21	J B	Call with D. Sinclair, A. Ambeault, and M. Dunn re: work in progress list weekly updates.	0.40	184.00
7/12/21	J B	Meet with Willkie team re: exit financing updates, rule 2004 updates, and other related updates (.4); prepare for Committee meeting (1.1).	1.50	690.00
7/13/21	DMS	Weekly call with Debtors' professionals re: exit financing, strategy (0.6); weekly call with Committee's professionals re: same (.8).	1.40	1,638.00
7/13/21	DMS	Review works in progress list in advance of weekly team call.	0.20	234.00
7/13/21	CAD	Participate in weekly call w/ internal working group, Santamarina & Steta regarding status of pending matters w/ Mexican law issues/implications (.3); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial matters/case status (exit financing/committee's document	2.50	2,675.00

CHAPTER 11 - BANKRUPTCY

Page 11

Invoice No. 22113646

Client/Matter No. 128273.00001

		requests/PLM/fleet) (.6); correspondence w/ J. Kirchgraber (FTI) regarding agenda for same (.1); participate in weekly call w/ committee's professionals regarding debrief of call w/ Debtors' professionals and agenda for tomorrow's committee meeting (.8); correspondence w/ internal working group regarding draft agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding discovery status, WIP list and agenda/preparation for tomorrow's committee meeting (.5).		
7/13/21	DMS	Weekly call with Willkie team regarding open workstreams.	0.30	351.00
7/13/21	T G	Call w/ Debtors' professionals re exit financing, fleet, etc. (.6); follow-up discussion w/ FTI re same (.8); related corr. w/ Willkie team re: same (.1).	1.50	2,025.00
7/13/21	AGB	Standing call with Mexican counsel.	0.20	234.00
7/13/21	B M	Call with the Debtors to discuss current operations (.5); call with FTI to discuss the business operations and fleet planning (.8).	1.30	1,950.00
7/13/21	MVD	Phone call with Willkie team re 2004 motion and strategy going forward.	0.40	424.00
7/13/21	J B	Call with Willkie internal team re: exit financing proposal updates and agenda for committee call.	0.30	138.00
7/13/21	J B	Call with Debtors' professionals re: exit financing, PLM, and fleet updates (.5); call with Committee professionals re: exit financing updates, PLM updates, and rule 2004 next steps forward (.8).	1.30	598.00
7/13/21	MVD	Draft agenda for upcoming weekly UCC meeting (.6); revise/supplement WIP list (.3); weekly call with S&S team regarding lien investigation, anti-trust issues, fee apps, 2004 motion, and other topics (.3); weekly professionals' call w/ Debtors regarding exit financing, PLM, business plan, and other topics (.6); weekly UCC professionals' call regarding exit financing, 2004 motion, PLM and other	3.00	3,180.00

CHAPTER 11 - BANKRUPTCY

Page 12

Invoice No. 22113646

Client/Matter No. 128273.00001

		topics (.8); related follow up re: same (.1); prepare for weekly UCC meeting (.3).		
7/13/21	M F	Conference call with UCC professionals re: exit financing, case strategy.	0.50	775.00
7/14/21	J B	Call with Willkie internal team re: general case and work stream updates.	0.70	322.00
7/14/21	JCD	Call with UCC advisors re: 2004 motion, exit financing (.7); call with professionals (.6).	1.30	2,340.00
7/18/21	MVD	Revise/supplement WIP list.	0.80	848.00
7/19/21	A A	Team call w/ D. Sinclair, M. Dunn and J. Brandt re: case status and workstreams.	0.40	184.00
7/19/21	MVD	Prepare agenda for weekly UCC meeting (.2);	0.20	212.00
7/19/21	MVD	Phone call with D. Sinclair, A. Ambeault and J. Brandt re: updating WIP list (.4); prepare for same (.1).	0.50	530.00
7/19/21	MVD	Revise/supplement WIP list.	1.10	1,166.00
7/19/21	J B	Call with D. Sinclair, M. Dunn, and A. Ambeault re: work in progress updates (.4); review and summarize recent docket filings (.5).	0.90	414.00
7/19/21	DMS	Review works in progress list (0.2); call with M. Dunn, J. Brandt, A. Ambeault re same (.4); call with Davis Polk re exit financing process (0.5); call with Willkie team re same (0.6).	1.70	1,989.00
7/20/21	CAD	Participate in weekly call w/ internal working group, Santamarina & Steta regarding status of pending matters w/ Mexican law issues/implications (.2); various correspondence w/ M. Dunn, D. Sinclair regarding same and follow up items (.3); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial matters/case status (exit financing and ad hoc/investor group proposal status/fleet negotiations) (.5); participate in weekly call w/ committee professionals regarding same and agenda for tomorrow's creditors' committee meeting (.6); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same	2.50	2,675.00



CHAPTER 11 - BANKRUPTCY

Page 13

Invoice No. 22113646

Client/Matter No. 128273.00001

		(.1); correspondence w/ internal working group regarding draft agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding WIP list, agenda for tomorrow's committee meeting, and things to be done (.3); correspondence w/ J. Kirchgraber, internal working group regarding revisions to agenda for committee meeting (.2).		
7/20/21	T G	Call w/ Debtors' professionals re exit financing, fleet update, PLM (.5); follow-up call w/ FTI re same (.6); internal working group call re: case strategy, workstreams (.3); related follow up (.2).	1.60	2,160.00
7/20/21	B M	Calls with the Debtors and the UCC advisors to discuss operations and the exit process.	1.20	1,800.00
7/20/21	M F	Conference call with debtors re: ongoing matters (1.0); participation in weekly call with team re: exit financing and related issues (0.5).	1.50	2,325.00
7/20/21	AGB	Standing call with Mexico counsel re: pending matters and Mexican law impact.	0.20	234.00
7/20/21	J B	Call with UCC professionals re: agenda for Committee call and other case updates (.6); call with internal WFG team re: case updates and work streams going forward (.2).	0.80	368.00
7/20/21	J B	Call with Debtors' professionals re: exit financing and other matter updates. `	0.50	230.00
7/20/21	DMS	Review recent filings (.2) and corr with M. Dunn re same (.1); weekly call with Alix, Davis Polk, Skyworks, Willkie, FTI teams re: exit strategy, proposals, PLM (0.5); weekly call with UCC professionals re: case strategy, 2004, workstreams (FTI, Willkie) (0.6); weekly call with Willkie team re: workstreams (0.2).	1.50	1,755.00
7/20/21	MVD	Prepare for UCC meeting (.4); revise/supplement agenda for weekly UCC call (.3); phone call with Willkie team re exit financing process and other topics (.3).	1.00	1,060.00
7/22/21	M F	Participation in weekly call with AHG re: case status/exit proposals.	0.50	775.00
7/22/21	MVD	Phone call with FTI re new items in data room.	0.10	106.00
7/22/21	K M	Correspond with M. Freimuth re: Aeromexico	0.10	117.00

CHAPTER 11 - BANKRUPTCY

Page 14

Invoice No. 22113646

Client/Matter No. 128273.00001

		bankruptcy.		
7/26/21	DMS	Weekly call regarding works in progress list with M. Dunn, J. Brandt, A. Ambeault.	0.40	468.00
7/26/21	CAD	Correspondence w/ internal working group regarding current flight restrictions chart (.1); correspondence w/ J. Delgado (Morrison & Foerster) regarding foreign investment authorization issues and tomorrow's call w/ Santamarina & Steta to discuss (.2).	0.30	321.00
7/26/21	A A	Internal update call w/ D. Sinclair, M. Dunn and J. Brandt re: current workstreams and upcoming deadlines.	0.40	184.00
7/26/21	J B	Call with D. Sinclair, M. Dunn, A. Ambeault re: work in progress list updates and matter updates.	0.40	184.00
7/26/21	MVD	Phone call with D. Sinclair, A. Ambeault and J. Brandt to update WIP list and delegate tasks going forward (.4); revise WIP list (1.1).	1.50	1,590.00
7/27/21	CAD	Participate in weekly call w/ Santamarina & Steta, internal working group, J. Delgado (Morrison & Foerster) regarding pending matters w/ Mexican law implications (.5); participate in weekly call w/ Debtors' and Committee's professionals regarding legal and financial updates/case status (exit financing proposals/fleet) (.8); participate in weekly call w/ Committee's professionals regarding same, potential motion practice/litigation and next steps, and agenda for tomorrow's creditors' committee meeting (.9); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals call (.1) and review/analyze same (.1); correspondence w/ internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding WIP list, agenda for tomorrow's committee meeting, and things to be done (.5).	3.10	3,317.00
7/27/21	T G	Call w/ Debtors' professionals re financing, operations, fleet update (.8); follow-up call w/ FTI re same (.9).	1.70	2,295.00
7/27/21	MVD	Weekly phone call with Debtors' professionals	0.60	636.00

CHAPTER 11 - BANKRUPTCY

Page 15

Invoice No. 22113646

Client/Matter No. 128273.00001

		and UCC's professionals regarding exit financing.		
7/27/21	MVD	Weekly phone call with UCC professionals regarding exit financing process, recently filed motions, and other topics.	0.90	954.00
7/27/21	J B	Call with Willkie internal team re: general work stream updates (.5);	0.50	230.00
7/27/21	J B	Call with Debtors' professionals and Committee professionals re: exit financing and bid updates (.6); call with Willkie and FTI re: updates from Debtors' professional call, exit financing updates, and deliverables for UCC meeting (.9).	1.50	690.00
7/27/21	DMS	Weekly call with Debtors' professionals and committee professionals re: exit financing proposals (0.6); corr with M. Dunn re workstream organization (0.2); weekly call with UCC professionals only re: 2004 motion, strategy, exit proposals (.9); weekly call with Willkie team regarding open workstreams (.5); prepare for same (.1).	2.30	2,691.00
7/27/21	MVD	Weekly standing call with S&S regarding exit financing process and other topics (.5); weekly WFG call regarding exit financing, claims, motions recently filed by Debtors, and other topics (.5).	1.00	1,060.00
7/28/21	J B	Call with FTI and Willkie re: TRO motion updates and exit financing updates.	0.70	322.00
7/29/21	MVD	Review new additions to data room with FTI.	0.10	106.00
7/29/21	J B	Call with FTI and Willkie re: updates from Chambers conference call (.6); call with M. Dunn and M. Healy (FTI) re: data room updates (.1).	0.70	322.00
<b>Sub-Total</b>			<b>68.50</b>	<b>72,856.00</b>

**Claims Administration and Objections**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	CAD	Correspondence w/ D. O'Brien (FTI), D. Sinclair regarding Mexican CEBURES	0.20 \$	214.00

CHAPTER 11 - BANKRUPTCY

Page 16

Invoice No. 22113646

Client/Matter No. 128273.00001

7/8/21	CAD	standstill extension and professional fees cap. Correspondence w/ M. Healy (FTI) regarding latest trade activity for Debtors' \$400 million senior unsecured notes (.1) and review/analyze same (.1).	0.20	214.00
7/8/21	MVD	Analyze and assess information regarding latest trade activity for Aeromexico's \$40M senior unsecured notes.	0.20	212.00
7/9/21	CAD	Review/analyze notices of hearing on various omnibus claims objections.	0.20	214.00
7/11/21	DMS	Review Gecina stipulation (.2) and corr. with M Dunn re same (.1).	0.30	351.00
7/15/21	MVD	Draft template for claims trading reporting.	0.30	318.00
7/19/21	CAD	Review/analyze signed order authorizing Debtors to honor certain prepetition and postpetition obligations under MSA (Delta) (.1) review/analyze notice of withdrawal of proofs of claim by Aeropuerto Internacional de la Ciudad de Mexico (.1).	0.20	214.00
7/20/21	MVD	Prepare template for claims trading reporting required by claims trading order.	0.40	424.00
7/20/21	MVD	Prepare draft email outline claims trading activity required pursuant to claims trading order.	0.20	212.00
7/22/21	MVD	Draft claims trading reporting email.	0.40	424.00
7/26/21	MVD	Review standstill agreement and 9019 related to CEBURES and consideration of information related to same.	0.80	848.00
7/27/21	CAD	Correspondence w/ M. Masaro (Davis Polk), M. Dunn regarding executed standstill agreement for 0320 CEBURES and notice of presentment for amended 9019 order (.1) and review/analyze same (.2).	0.30	321.00
7/27/21	J B	Research re: ASPA transfer of claims issue.	1.00	460.00
7/28/21	CAD	Correspondence w/ internal working group regarding notice of presentment of amended standstill agreement regarding CEBURES (.1) and review/analyze same (.1).	0.20	214.00
7/29/21	CAD	Correspondence w/ internal working group, FTI regarding Debtors' standstill agreement	0.40	428.00

CHAPTER 11 - BANKRUPTCY

Page 17

Invoice No. 22113646

Client/Matter No. 128273.00001

		extension regarding CEBURES (.3) review/analyze Debtors' notice of presentment regarding same (.1).		
7/30/21	CAD	Review/analyze stipulation and agreed order between Debtors and Gecina S.A. regarding application of security deposit and claim allowance.	0.10	107.00
<b>Sub-Total</b>			<b>5.40</b>	<b>5,175.00</b>

**Corporate Governance and Board Matters**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/2/21	DMS	Call with M. Getachew re governance issues (0.4); corr with B. Miller, T. Goren re same (0.1).	0.50	\$ 585.00
7/2/21	T G	Correspondence w/ team re director disclosure obligations (.4); review research re same (.8); correspondence w/ S&S re same (.2).	1.40	1,890.00
7/5/21	DMS	Review S&S memo regarding fiduciary duties (.2) and corr with T. Goren, M. Dunn re same (.1).	0.30	351.00
7/5/21	T G	Review S&S fiduciary duty memo.	0.40	540.00
7/12/21	CAD	Review/analyze correspondence from Debtors' chairman to board members regarding Delta's disclosure of funding agreement w/ Apollo and other relevant agreements (.2); review/analyze responsive letter from Paul Hastings (counsel to directors) to chairman (.1); correspondence w/ S. Piraino (Davis Polk), internal working group regarding same (.1).	0.40	428.00
7/26/21	DMS	Review ad hoc committee board resolutions and biographies.	0.20	234.00
7/26/21	CAD	Correspondence w/ T. Graulich (Davis Polk), internal working group regarding unanimous resolution adding Luis de la Calla to restructuring committee and ratifying existing members (.1) and review/analyze same (.2); correspondence w/ T. Goren, S. Star (FTI) regarding same (.3).	0.60	642.00

CHAPTER 11 - BANKRUPTCY

Page 18

Invoice No. 22113646

Client/Matter No. 128273.00001

7/26/21	MVD	Analyze Debtors' resolution appointing a board member to the restructuring committee.	0.20	212.00
7/27/21	MVD	Review memo prepared by S&S re corporate governance issues under Mexican law.	0.40	424.00
7/28/21	CAD	Correspondence w/ internal working group, creditors' committee members regarding Debtors' restructuring committee members and biographies.	0.20	214.00
<b>Sub-Total</b>			<b>4.60</b>	<b>5,520.00</b>

**Employee Benefits and Pensions**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/8/21	CAD	Review Debtors' CNO regarding motion to authorize payments to certain non-insider employees and for related relief.	0.10 \$	107.00
7/9/21	CAD	Review/analyze signed order authorizing Debtors to make payments to certain non-insider employees.	0.10	107.00
<b>Sub-Total</b>			<b>0.20</b>	<b>214.00</b>

**Employment and Fee Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/2/21	CAD	Review/analyze May 2021 Davis Polk monthly fee statement.	0.20 \$	214.00
7/7/21	CAD	Correspondence w/ M. Dunn (.2) and discussion w/ D. Sinclair (.2) regarding Santamarina & Steta first interim fee application and tomorrow's hearing thereon; telephone conference w/ J. Leon-Orantes (Santamarina & Steta) regarding same and preparation for hearing (.5); prepare for hearing (.5); correspondence w/ A. Schwartz (US Trustee), D. Sinclair regarding same and proposed resolution (.3); subsequent correspondence w/ J. Leon-Orantes	2.20	2,354.00

CHAPTER 11 - BANKRUPTCY

Page 19

Invoice No. 22113646

Client/Matter No. 128273.00001

		(Santamarina & Steta) regarding resolution of US Trustee and cancellation of hearing (.3); correspondence w/ A. Remis (Santamarina & Steta) regarding revised interim fee application (.1) and review/analyze same (.1).		
7/7/21	J B	Draft proposed order re: S+S interim fee application.	0.60	276.00
7/7/21	DMS	Call with Jorge Leon Orantes, C. Damast re interim fee application and related hearing (.3); review revisions to S&S interim fee app and corr with J. Brandt re same (.1).	0.40	468.00
7/8/21	DMS	Correspondence with J. Brandt re S&S fee application and order.	0.50	585.00
7/8/21	DMS	Call with C. Damast, J. Brandt re S&S fee order.	0.20	234.00
7/8/21	CAD	Discussion w/ J. Brandt (joined by D. Sinclair) regarding proposed order granting Santamarina & Steta first interim fee application (per discussions w/ US Trustee) and issues regarding VAT request for first and second interim fee applications.	0.50	535.00
7/8/21	J B	Call with C. Damast and D. Sinclair re: S+S interim fee application(.5); revise S+S first interim fee application order (.2).	0.70	322.00
7/9/21	CAD	Correspondence w/ J. Brandt, D. Sinclair regarding revised draft order granting Santamarina & Steta first interim fee application (.3) and review/revise same (.3).	0.60	642.00
7/9/21	J B	Draft amended S+S interim fee order (.4); draft amended S+S second interim fee application (2.5).	2.90	1,334.00
7/12/21	CAD	Correspondence w/ D. Sinclair, A. Schwartz (US Trustee) regarding proposed order granting Santamarina & Steta first interim fee application (.1) and review/analyze same (.1).	0.20	214.00
7/12/21	J B	Revise amended second interim fee application for S+S (.7) and draft email to A. Remis (S+S) summarizing same (.2).	0.90	414.00
7/12/21	DMS	Review S&S revised fee app. (.2) and corr with UST re proposed order (.1); review and comment on S&S amended fee application (.5).	0.80	936.00
7/14/21	DMS	Review monthly fee statement and corr with A Ambeault re same.	0.30	351.00

CHAPTER 11 - BANKRUPTCY

Page 20

Invoice No. 22113646

Client/Matter No. 128273.00001

7/14/21	CAD	Correspondence w/ internal working group regarding Morrison & Foerster's third interim fee application (.1) and review/analyze same (.1); review/analyze Skyworks May 2021 monthly fee statement (.1).	0.30	321.00
7/14/21	A A	Draft Willkie first monthly fee statement for May 2021.	0.90	414.00
7/14/21	MVD	Review MoFo third interim fee app.	0.20	212.00
7/14/21	MVD	Review Willkie first monthly fee statement.	0.20	212.00
7/15/21	DMS	Corr with J Brandt re fee applications.	0.10	117.00
7/15/21	A A	Prepare and file Willkie 1st monthly fee statement.	0.40	184.00
7/16/21	DMS	Review S&S proposed order (.3); submit to Chambers and correspond with Willkie team re same (.1).	0.40	468.00
7/16/21	CAD	Correspondence w/ D. Sinclair, A. Schwartz (US Trustee) regarding clearance of proposed order granting Santamarina & Steta first interim fee application (.2); review/analyze D. Abbott 2nd supplemental declaration in support of Morris Nichols retention (.1).	0.30	321.00
7/16/21	T G	Correspondence w/ team re S&S fee order.	0.20	270.00
7/19/21	CAD	Review/analyze signed order approving Santamarina & Steta first interim fee application (.1); review/analyze CNO and signed order authorizing Debtors to retain Lee Group as special airline transaction counsel (.1); review/analyze Lee Group first interim fee application (.1).	0.30	321.00
7/19/21	MVD	Review S&S first interim fee app order.	0.20	212.00
7/23/21	CAD	Review/analyze Morrison & Foerster May and June 2021 monthly fee statements (.2); review/analyze notice of filing of twelfth supplemental ordinary course professionals list (.1).	0.30	321.00
7/26/21	J B	Call with A. Remis (S+S) re: updates on second amended interim fee application.	0.10	46.00
7/27/21	CAD	Correspondence w/ E. Jerrard (Davis Polk),	0.20	214.00



CHAPTER 11 - BANKRUPTCY

Page 21

Invoice No. 22113646

Client/Matter No. 128273.00001

7/28/21	MVD	internal working group regarding timing of filing of next round of fee applications. Review FTI's May fee statement.	0.40	424.00
7/29/21	CAD	Review/analyze June 2021 monthly fee statements of Sainz (.1) and Skyworks (.1).	0.20	214.00
7/30/21	A A	Draft Willkie 2nd monthly fee statement.	0.90	414.00
7/30/21	CAD	Review/analyze statement of amounts paid by Debtors to ordinary course professionals (.1); review/analyze Morris Nichols June 2021 monthly fee statement (.1) and Lee Group June 2021 monthly fee statement (.1).	0.30	321.00
<b>Sub-Total</b>			<b>16.90</b>	<b>13,885.00</b>

**Financing and Cash Collateral**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	CAD	Correspondence w/ M. Dunn, committee members, J. Leon-Orantes (Santamarina & Steta) regarding board letter in response to committee letter regarding exit financing and business plan issues and Delta's letter to court regarding being a party to a funding agreement w/ Apollo and intent to exercise option to purchase \$185 million of Apollo's tranche 2 commitments under DIP.	0.30	\$ 321.00
7/1/21	MVD	Phone call with Ad Hoc Group advisors regarding Apollo/Delta and exit financing (.5); prepare for same (.1).	0.60	636.00
7/2/21	CAD	Review and revise draft of Willkie letter to Davis Polk regarding Delta's letter to Debtors' board regarding DIP funding agreement w/ Apollo, committee's concerns, and requested next steps (2x) (1.1); discuss same and comments/revisions w/ M. Dunn (.2); various correspondence w/ internal working group regarding additional comments to letter (.3) and review/analyze same (.3); various correspondence w/ internal working group, FTI	3.70	3,959.00

CHAPTER 11 - BANKRUPTCY

Page 22

Invoice No. 22113646

Client/Matter No. 128273.00001

		regarding draft of letter to Davis Polk and further comments and issues to consider (1.1); various correspondence w/ internal working group regarding same and follow up research, disclosure, and regulatory requirements (.5); correspondence w/ internal working group, J. Leon-Orantes (Santamarina & Steta) regarding same and Mexican law implications (.2).		
7/2/21	MVD	Draft summary of time line under schedule 2.12 of DIP.	1.50	1,590.00
7/5/21	MVD	Consideration of fiduciary duties of Debtors' board under Mexican law in connection with exit financing process.	0.50	530.00
7/5/21	B M	Review and discuss the Ad Hoc Group financing proposal (1.6); correspond with Akin regarding the financing proposal (.4); corr. with the Debtors regarding the Ad Hoc Group proposal (.3).	2.30	3,450.00
7/6/21	DMS	Call with Committee professionals and Apollo professionals re: proposal (0.8); follow up with committee professionals only regarding same (0.4).	1.20	1,404.00
7/6/21	MVD	Consideration of information related to Apollo proposal.	0.40	424.00
7/6/21	J B	Call with Committee professionals and Apollo professionals re: Apollo exit financing proposal and general case updates.	1.50	690.00
7/6/21	J B	Call with Debtors' counsel and professionals and Committee Professionals re: Apollo proposal presentation follow up (.8); call with FTI and Willkie re: Apollo presentation follow up, exit financing updates and agenda for Committee call (.5).	1.30	598.00
7/7/21	DMS	Corr with N. Cohen, T. Goren re Apollo/Delta funding agreement.	0.20	234.00
7/7/21	MVD	Analyze and assess Apollo presentation to UCC.	0.30	318.00
7/8/21	T G	Call w/ Akin/Ducera re exit financing status.	0.60	810.00
7/8/21	MVD	Analyze and assess information in connection with Apollo's proposal.	0.30	318.00
7/8/21	J B	Call with Ad Hoc Group Counsel and professionals and Committee counsel and	0.50	230.00

CHAPTER 11 - BANKRUPTCY

Page 23

Invoice No. 22113646

Client/Matter No. 128273.00001

7/8/21	DMS	professionals re: exit financing updates. Review S&S summary of antitrust related call with Apollo advisors (.2); weekly call with advisors to Ad Hoc Group regarding exit financing process (.6).	0.80	936.00
7/9/21	DMS	Review Apollo slides re exit financing proposals.	0.30	351.00
7/9/21	DMS	Research re rights offering backstop fees (.4) and corr with T. Goren, J. Brandt re same (.1).	0.50	585.00
7/9/21	MVD	Draft letter to court re Committee's investigation into exit financing process and 2004 motion.	1.40	1,484.00
7/9/21	B M	Review and comment on the replacement DIP proposal (.9); call with J. Brody regarding replacement DIP options (.4); review memorandum regarding DIP options (.4).	1.70	2,550.00
7/10/21	MVD	Review research re: backstop commitment.	0.30	318.00
7/11/21	DMS	Review and revise draft letter to court re financing process.	1.00	1,170.00
7/11/21	CAD	Correspondence w/ B. Wilder regarding comments to committee's draft 2004 motion directed to Delta, Apollo, and Debtors (.1) and review/analyze same (.2).	0.30	321.00
7/11/21	MVD	Revise/supplement letter to court re investigation into exit financing process.	1.60	1,696.00
7/12/21	DMS	Review T. Goren comments to letter to Chambers (.2) and B. Wilder comments to 2004 motion (.1).	0.30	351.00
7/12/21	DMS	Review J. Brandt revisions to rights offering research and corr with J. Brandt re same.	0.10	117.00
7/12/21	T G	Review Botter letter re DIP fees.	0.30	405.00
7/12/21	DMS	Call with Davis Polk and Willkie teams re exit financing process (0.4); call with Akin Gump and Willkie teams re exit financing process (0.4); discuss same with Willkie team (0.2).	1.00	1,170.00
7/12/21	MVD	Revise/supplement letter to court re exit financing process (1.3); meeting with Willkie team re exit financing process and related concerns (1.7); consideration of issues regarding compensation for backstop parties (.3); analyze and assess press release sent by	3.80	4,028.00

CHAPTER 11 - BANKRUPTCY

Page 24

Invoice No. 22113646

Client/Matter No. 128273.00001

		Debtors to MSE re shareholders' intention to participate in future equity and controlling investment in Company (.1); review letter from Akin to Debtors' counsel regarding reimbursement of Akin's fees (.4).		
7/13/21	DMS	Review Akin letter to DPW (.1) and related correspondence with Willkie and Akin teams (.1).	0.20	234.00
7/13/21	CAD	Correspondence w/ J. Newdeck (Akin) regarding Akin/Ducera/Nader invoices per Final DIP Order (.1) and review/analyze same (.1).	0.20	214.00
7/13/21	MVD	Revise/supplement letter to court regarding exit financing process (.8); analyze and assess legal memo prepared by S&S on merger review procedures under Mexican law (.4); consideration of issues related to information requested from various parties in connection with exit financing process (.3).	1.50	1,590.00
7/14/21	A	Revise letter to Court (.2); draft email and send same (.1); corr. w/ Willkie team and circulate dial in for Chambers conference (.1).	0.40	184.00
7/14/21	MVD	Revise/supplement letter to court re exit financing process (.6); analyze and assess letter from Debtors to Apollo re exit financing proposal (.4); review DIP refinancing term sheet provided by ad hoc group (.4).	1.40	1,484.00
7/15/21	DMS	Call with Akin Gump and Willkie teams re exit financing process.	0.30	351.00
7/15/21	CAD	Correspondence w/ E. Jerrard (Davis Polk), internal working group regarding replacement DIP proposal (term sheet) from ad hoc group (.1) and review/analyze same (.3).	0.40	428.00
7/15/21	JCD	Attend call with subcommittee to discuss counterproposal.	0.50	900.00
7/15/21	MVD	Review letter sent to Chambers for redaction for filing on public docket.	0.40	424.00
7/19/21	DMS	Call with creditor, B. Miller, T. Goren re exit financing process status.	0.70	819.00
7/19/21	DMS	Call with Willkie and FTI teams re exit financing process (0.5); call with Akin Gump, Willkie, FTI and Ducera teams re exit financing process (.6).	1.10	1,287.00
7/19/21	B M	Review the replacement DIP facility materials	2.20	3,300.00

CHAPTER 11 - BANKRUPTCY

Page 25

Invoice No. 22113646

Client/Matter No. 128273.00001

		(1.2); calls with prospective lenders (.6); memorandum regarding replacement DIP financing (.4).		
7/19/21	MVD	Consideration of exit financing proposals.	0.90	954.00
7/19/21	MVD	Review rights offering term sheet and related materials.	2.10	2,226.00
7/19/21	J B	Review updated ad hoc group proposal and term sheet (1.1) and summarize changes from original proposal (.4).	1.50	690.00
7/19/21	DMS	Review rights offering term sheet (.5) and corr with M. Getachew, J. Brandt re same (.2); draft letter to board re exit financing (.8).	1.50	1,755.00
7/20/21	DMS	Draft letter to board regarding exit financing process (.9); review FTI letter to board regarding revisions to business plan and T. Goren comments to same (.4); review and revise draft letter to board (.5); further revise board letter (1.9); revise board letter and circulate to FTI team (.2).	3.90	4,563.00
7/20/21	MVD	Consideration of Debtors' issues with certain exit financing proposals (.3); revise/supplement letter to board re exit financing proposals (1.1); analyze and assess memo prepared by S&S regarding concentration notice filed by Company and Apollo with Mexican Federal Economic Competition Commission (.3).	1.70	1,802.00
7/21/21	DMS	Review rights offering term sheet (.2); call with C. Damast re same (.1).	0.30	351.00
7/21/21	B M	Discussions with third parties regarding potential replacement DIP financing.	0.80	1,200.00
7/22/21	DMS	Review and revise board letter re exit financing.	0.20	234.00
7/22/21	J B	Call with UCC and AHG professionals re: exit financing updates and bid updates (.8)	0.80	368.00
7/22/21	MVD	Phone call with AHG advisors re exit financing (.9); phone call with debtors' advisors re exit financing (.5); revise/supplement letter to board re exit financing (.5); consideration of issues related to DIP milestones (.4).	2.30	2,438.00
7/23/21	MVD	Revise/supplement letter to Company re exit financing (.3); phone call with Willkie, DPW, Akin, and Milbank teams re rights offering term	2.70	2,862.00

CHAPTER 11 - BANKRUPTCY

Page 26

Invoice No. 22113646

Client/Matter No. 128273.00001

		sheet (1.2); draft time line of key dates pursuant to DIP credit agreement (1.2).		
7/26/21	CAD	Correspondence w/ internal working group regarding DIP credit agreement milestones/timeline (.1) and review/analyze same (.2).	0.30	321.00
7/26/21	MVD	Consideration of issues related to potential new exit financing proposal (.2); analyze and assess new exit financing proposal (.9); revise/supplement letter to Debtors' counsel regarding exit financing process (.4); review materials sent by AHG to Debtors regarding exit financing (.6).	2.10	2,226.00
7/28/21	MVD	Review DIP collateral docs.	0.20	212.00
7/30/21	MVD	Analyze and assess DIP documents i/c/w DIP financing proposals.	2.30	2,438.00
<b>Sub-Total</b>			<b>61.50</b>	<b>66,849.00</b>

**Other Litigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/21/21	JCD	Correspondence re: revisions to amended protective order.	0.40	\$ 720.00
7/23/21	JCD	Emails with counsel for Ad Hoc Group (.3) and t/c with counsel for Delta re: comments on Protective order (.4).	0.70	1,260.00
7/27/21	CAD	Correspondence w/ J. Dugan, D. Sinclair regarding motion for TRO to enjoin Debtors from proceeding w/ Apollo proposal as contrary to DIP order and copy of proposal.	0.20	214.00
7/27/21	JCD	Conference calls with M. Mooney and T. Goren to discuss potential TRO.	0.90	1,620.00
7/27/21	T G	Call w/ team re TRO motion (.5); review DIP Agreement re arguments re same (.9); review S&S fiduciary duty memo (.3) and correspondence w/ S&S re same (.2).	1.90	2,565.00
7/27/21	MGM	Communications with M. Freimuth re: protective order (.2); team call and related follow up (.8); drafting TRO and related	4.90	5,733.00

CHAPTER 11 - BANKRUPTCY

Page 27

Invoice No. 22113646

Client/Matter No. 128273.00001

		communications (3.9)		
7/27/21	A B	Corr. with M. Mooney and team re TRO (.4); review and organize case correspondence (.1).	0.50	465.00
7/27/21	K M	Conference call with Willkie and FTI teams to discuss case developments and need to draft a temporary restraining order (.5); conference call with J. Dugan and M. Mooney to discuss assignments and timing for TRO draft (.2); call with M. Mooney to discuss TRO drafting (.2); review TRO briefs precedent (.4); draft and revise TRO brief, including legal research into applicable legal standards (3.0).	4.30	5,031.00
7/28/21	A H	Research Temporary Restraining Orders precedent.	1.90	532.00
7/28/21	A A	Corr. w/ J. Eisen (Chambers) re: potential TRO filing (.3); follow up corr. w/ D. Sinclair, T. Goren and B. Miller (.2).	0.50	230.00
7/28/21	CAD	Various correspondence w/ internal working group regarding draft of motion for TRO regarding Apollo final valuation materials (.8) and review/revise same (1.3); discuss draft motion w/ D. Sinclair (.1); various subsequent correspondence w/ internal working group regarding comments/revisions to motion for TRO and review/analyze same (.9); correspondence w/ internal working group regarding conversation w/ chambers regarding motion for TRO and next steps (.2).	3.30	3,531.00
7/28/21	DMS	Review sample foreign law declarations (.1) and corr with J. Brandt re same (.1).	0.20	234.00
7/28/21	DMS	Correspondence with Willkie team re comments to TRO motion (0.5); call with Davis Polk re same (0.3); call with T. Goren and C. Damast re same (0.2); call with FTI team re same (0.7); review and revise TRO motion and related supporting documentation (2.7).	4.40	5,148.00
7/28/21	DMS	Corr. with Willkie team re TRO documentation (.7); and draft email to Committee re same (.3).	1.00	1,170.00
7/28/21	DMS	Revise TRO motion.	0.90	1,053.00
7/28/21	T G	Review and revise draft TRO Motion (1.4); review DIP Agreement i/c/w same (.7) and correspondence w/ team re same (.3).	2.40	3,240.00

CHAPTER 11 - BANKRUPTCY

Page 28

Invoice No. 22113646

Client/Matter No. 128273.00001

7/28/21	M F	Preparation of motion papers in support of TRO.	2.10	3,255.00
7/28/21	DMS	Review TRO draft (.4) and corr with T. Goren re same (.1).	0.50	585.00
7/28/21	MGM	Communications with A. Berkowitch, K. Mathews, and MAO re: TRO/PI (1.3); reviewing and revising same (9.2).	10.50	12,285.00
7/28/21	SMK	Call with M. Mooney and A. Davis re drafting OSC/TRO re: valuation disclosure (.2); review background material re: same (.7); legal research re: same (2.2); internal team corr. re: same (.3).	3.40	3,978.00
7/28/21	S L	Cite check and revise temporary restraining motion per M. Mooney.	3.40	1,207.00
7/28/21	A H	Pulling Imperial Tobacco documents for TRO.	1.00	280.00
7/28/21	A B	Call with M. Mooney re TRO papers (0.4); legal research for TRO brief and procedural research for ancillary papers (3.1); draft sections of TRO brief and ancillary papers (3.5); revise same (2.8); corr. with team re same (0.5); corr. with MAO and A. Ambeault re OSC (0.4); call with M. Mooney and K. Mathews re TRO papers (0.3).	11.00	10,230.00
7/28/21	MVD	Revise/supplement FTI declaration in support of TRO.	2.40	2,544.00
7/28/21	MVD	Revise/supplement S&S declaration in support of TRO.	1.10	1,166.00
7/28/21	MVD	Phone call with Willkie and FTI teams re TRO.	0.80	848.00
7/28/21	MVD	Revise/supplement TRO.	2.20	2,332.00
7/28/21	MVD	Phone call with J. Brandt and S&S re declaration in support of TRO.	0.30	318.00
7/28/21	K M	Conference call with M. and A. Berkowitch to discuss status of TRO drafting and outstanding assignments (.4); review and revise draft TRO, including research into applicable Second Circuit standard, and checking cited cases for concerns and utility (3.5).	3.90	4,563.00
7/28/21	B M	Review and comment on a motion for a TRO to stop the Debtors from providing the Final Valuation Materials (1.5); memorandum	2.10	3,150.00



CHAPTER 11 - BANKRUPTCY

Page 29

Invoice No. 22113646

Client/Matter No. 128273.00001

		regarding the TRO and possible mediator request (.6).		
7/29/21	DMS	Correspondence with Willkie team regarding TRO motion and related documents (0.5); review revised versions of same and comments to same and related documents (0.8); further revise TRO motion (1.0) and corr with Willkie team re same (0.2).	2.50	2,925.00
7/29/21	DMS	Further revise draft of TRO motion prepared by litigation team (.5) and corr with litigation team re same (.2).	0.70	819.00
7/29/21	CAD	Review and revise committee's draft motion for a TRO enjoining the Debtors from delivering final valuation materials and granting related relief (2x) (3.3); various correspondence w/ internal working group regarding same and additional comments (.9); correspondence (.1) and discussion (.1) w/ M. Dunn regarding supporting declaration (for TRO) and review/analyze same (2x) (.4); correspondence w/ S. Star (FTI), internal working group regarding same and comments (.3).	5.10	5,457.00
7/29/21	MGM	Revising TRO and PI (2.6); finalize for filing (.3).	2.90	3,393.00
7/29/21	T G	Review and revise TRO Motion (1.2); complaint (.6) and FTI declaration (.4); correspondence w/ FTI and team re same (.6).	2.80	3,780.00
7/29/21	A A	Call w/ J. Eisen (Chambers) re: telephonic hearing w/ Judge (.2); related follow up with team (.2).	0.40	184.00
7/29/21	SMK	Draft, review, and revise OSC/TRO re valuation disclosures and related documents (3.1); internal corr. re same (.4).	3.50	4,095.00
7/29/21	A B	Call with M. Mooney re TRO paper revisions (0.1); continue to draft ancillary papers (1.1).	1.20	1,116.00
7/29/21	JCD	Revisions to TRO papers.	1.50	2,700.00
7/29/21	M F	Preparation of motion papers in support of TRO.	1.20	1,860.00
7/29/21	ALD	Conduct legal research re: request for declaratory relief in TRO (1.2); summarize same in email memo (.5); correspondence with K. Mathews, S. Kalar, M. Mooney re: pre-filing	6.50	6,890.00

CHAPTER 11 - BANKRUPTCY

Page 30

Invoice No. 22113646

Client/Matter No. 128273.00001

		tasks (.3); review revised complaint, TRO motion, OSC, and declarations (1.0); revise same per comments from M. Mooney, T. Goren, D. Sinclair (1.8); calls with M. Mooney re: revisions to filing papers (.5); prepare same for filing (1.2).		
7/29/21	MVD	Review draft TRO.	0.60	636.00
7/29/21	MVD	Revise/supplement FTI declaration in support of TRO.	1.40	1,484.00
7/29/21	K M	Review and revise draft TRO, including reviewing research from A. Davis, incorporating line edits and drafting finalization plan for the morning of filing.	2.50	2,925.00
7/29/21	K M	Review case correspondence regarding case updates (.2); call with M. Mooney to discuss current assignments (.2); review and finalize TRO and accompanying documents (.9).	1.30	1,521.00
7/29/21	J B	Draft sealing motion for FTI declaration (2.1); update TRO pleadings (.5).	2.60	1,196.00
7/29/21	B M	Review and comment on the TRO papers to prevent the Debtors from sending the Final Valuation Materials to the Tranche 2 Lenders.	1.70	2,550.00
7/29/21	N B	Review the draft temporary restraining order.	0.20	155.00
<b>Sub-Total</b>			<b>111.70</b>	<b>123,173.00</b>

**Meetings and Communications with Creditors**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	MVD	Draft email to clients regarding Delta and Apollo.	0.20	\$ 212.00
7/5/21	MVD	Draft email to UCC outlining current developments re Delta, exit financing process, and rule 2004 motion.	0.40	424.00
7/5/21	B M	Communicate with Cleary regarding Apollo presentation to the UCC at the 7/7 UCC meeting (.4); memorandum regarding the Apollo presentation (.3).	0.70	1,050.00
7/6/21	CAD	Correspondence w/ M. Dunn, committee	0.20	214.00

CHAPTER 11 - BANKRUPTCY

Page 31

Invoice No. 22113646

Client/Matter No. 128273.00001

		members regarding drafts of Willkie letter to Davis Polk regarding recent disclosure of funding agreement between Delta and Apollo and 2004 motion directed to Debtors, Apollo, and Delta.		
7/6/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ C Plaza re case update (.4).	0.80	1,080.00
7/7/21	DMS	Meeting with Committee and Committee professionals re: case strategy, exit financing (in part) (0.5); meeting with Committee, Apollo, and respective professionals (0.7); follow up meeting with Committee and Committee professionals (1.0).	2.20	2,574.00
7/7/21	CAD	Prepare/review materials for (.2) and participate in (2.2) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing/fleet negotiations/Delta funding agreement w/ Apollo/Apollo presentation/debrief on Apollo presentation); debrief/follow up call w/ internal working group regarding next steps/things to be done (.3).	2.70	2,889.00
7/7/21	T G	Prepare for (.4) and participate in (2.2) Committee call re exit financing/POR status, fleet update; follow-up discussion w/ team re same (.3).	2.90	3,915.00
7/7/21	B M	Preparation (.6) and participation (2.2) on the UCC call to discuss case issues and receive a presentation from Apollo.	2.80	4,200.00
7/7/21	M F	Conference call with UCC re: case issues (in part).	0.50	775.00
7/7/21	J B	Call with Committee, Apollo, and Committee professionals re: exit financing update and Apollo proposal presentation to Committee.	2.10	966.00
7/9/21	CAD	Correspondence w/ internal working group, committee members regarding status of Rule 2004 motion directed to Apollo, Delta, and Debtors and hopeful consensual document production/next steps.	0.40	428.00
7/9/21	MVD	Draft email to clients re current status of Delta situation and 2004 motion and strategy going forward.	0.60	636.00

CHAPTER 11 - BANKRUPTCY

Page 32

Invoice No. 22113646

Client/Matter No. 128273.00001

7/12/21	CAD	Correspondence w/ B. Miller, committee members regarding status of conversations w/ respective counsel for Debtors, Delta, and Apollo regarding committee's document requests.	0.20	214.00
7/12/21	T G	Call w/ 140 summer re: claims/exit financing.	0.90	1,215.00
7/13/21	T G	Review agenda and materials for UCC call (.4); call w/ team re same (.3).	0.70	945.00
7/13/21	B M	Review and comment on the agenda, exhibits and handouts for the 7/14 UCC meeting (1.5); call with the UCC chairperson regarding case issues (.4).	1.90	2,850.00
7/14/21	DMS	Weekly meeting with Committee and UCC professionals.	1.80	2,106.00
7/14/21	CAD	Prepare/review materials for (.3) and participate in (1.8) weekly creditors' committee meeting regarding legal and financial updates/case status (Delta and Apollo funding agreement and letter to court or Rule 2004 motion/exit financing/PLM negotiations/fleet negotiations); correspondence w/ M. Dunn, Committee members regarding Willkie letter to Judge Chapman regarding exit financing process and Delta funding agreement issues (.1).	2.20	2,354.00
7/14/21	T G	Prepare for (.6) and participate in (1.8) Committee call re exit financing; calls/correspondence w/ Akin re status (.5).	2.90	3,915.00
7/14/21	B M	Participation on the UCC meeting to discuss case issues (1.8); call with Gibson regarding the exit financing process (.4).	1.90	2,850.00
7/14/21	M F	Participation in weekly meeting with UCC (in part) re: case issues.	1.00	1,550.00
7/14/21	MVD	Weekly UCC meeting re 2004 motion, PLM, exit financing, fleet negotiations, and other topics.	1.80	1,908.00
7/14/21	J B	Call with Committee, Willkie and FTI re: case updates, PLM updates, exit financing updates, and rule 2004 and letter pleadings updates (1.7)	1.70	782.00
7/15/21	CAD	Correspondence w/ B. Miller, committee members regarding today's Chambers conference w/ Judge Chapman and various counsel regarding committee's letter to the	0.10	107.00

CHAPTER 11 - BANKRUPTCY

Page 33

Invoice No. 22113646

Client/Matter No. 128273.00001

		judge regarding the exit financing process concerns and document requests to Debtors, Delta, and Apollo.		
7/19/21	T G	Call w/ Corre re plan status (.7); call w/ Hain capital re same (.3).	1.00	1,350.00
7/20/21	T G	Review and revise agenda and materials for UCC call (.3); call w/ team re same and discussion items for UCC call (.3).	0.60	810.00
7/20/21	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting (1.2); correspond with unsecured bondholders regarding the case status (.4).	1.60	2,400.00
7/21/21	DMS	Weekly meeting with committee and committee professionals re: case strategy, exit proposals.	1.40	1,638.00
7/21/21	CAD	Prepare/review materials for (.6) and participate in (1.4) weekly creditors' committee meeting regarding legal and financial updates/case status (business plan update/exit financing update/investigation update/fleet update/local press/investor group presentation); correspondence w/ M. Dunn, committee members regarding FTI letter to Debtors' advisors regarding updated business plan/issues (.1) and review/analyze same (.1).	2.20	2,354.00
7/21/21	T G	Prepare for (.3) and participate on (1.4) Committee call re exit financing status, Investor proposal, business plan, fleet status, etc.; review financial advisor materials for call (.4).	2.10	2,835.00
7/21/21	B M	Participation on the UCC call to discuss open case issues.	1.40	2,100.00
7/21/21	M F	Weekly conference call (in part) with UCC re: exit financing, strategy.	1.00	1,550.00
7/21/21	MVD	Weekly UCC meeting regarding exit financing, fleet negotiations, PLM, and other topics.	1.30	1,378.00
7/21/21	J B	Call with Committee re: exit financing updates, fleet and PLM updates, and AHG investor proposal presentation.	1.30	598.00
7/22/21	T G	Call w/ Gibson re trade claimants group proposal (.5); call w/ Invictus (.2) and Catalor (.3) re exit financing/plan process; call w/ Akin/Ducera re same (.9).	1.90	2,565.00
7/23/21	CAD	Correspondence w/ M. Dunn, committee members regarding current draft of letter to	0.20	214.00

CHAPTER 11 - BANKRUPTCY

Page 34

Invoice No. 22113646

Client/Matter No. 128273.00001

7/26/21	T G	Debtors' board regarding superiority of ad hoc group/investor group bid to Apollo proposal. Correspondence w/ P Bulger re Plan letter.	0.20	270.00
7/26/21	MVD	Prepare agenda for weekly UCC meeting.	0.20	212.00
7/27/21	M F	Conference call with Committee re: bids and Rule 2004 issues.	1.10	1,705.00
7/27/21	T G	Call w/ C Plaza re case/exit financing update (.5); review agenda and materials for UCC call (.4).	0.90	1,215.00
7/27/21	B M	Review and comment on the Agenda, exhibits and handouts for the 7/28 UCC meeting to discuss case issues (1.3); call with the UCC chairperson regarding the UCC meeting agenda (.4).	1.70	2,550.00
7/27/21	MVD	Prepare agenda for weekly UCC meeting (.7); prepare for weekly UCC meeting (.4).	1.10	1,166.00
7/28/21	CAD	Prepare/review materials for (.3) and participate in (1.0) weekly creditors' committee meeting regarding legal and financial updates/case status (exit financing update/business update/fleet update).	1.30	1,391.00
7/28/21	DMS	Weekly meeting with unsecured creditors' committee and committee advisors.	1.00	1,170.00
7/28/21	T G	Prepare for (.2) and participate on (1.0) Committee call re exit financing, fleet status.	1.20	1,620.00
7/28/21	B M	Preparation (.2) and participation (1.0) on the UCC weekly meeting to discuss case issues.	1.20	1,800.00
7/28/21	MVD	Weekly UCC meeting re exit financing, motions filed by Debtors, business operations, and other topics.	1.00	1,060.00
7/28/21	J B	Call with Committee re: exit financing updates, business updates, and other matter updates.	1.00	460.00
7/29/21	CAD	Correspondence w/ D. Sinclair, committee members regarding committee's draft motion for a TRO enjoining the Debtors from delivering final valuation materials and granting related relief (.2); correspondence w/ internal working group, committee members regarding result of chambers conference and standstill of exit financing process pending mediation (.2) and mediation statement timing (.2).	0.60	642.00

CHAPTER 11 - BANKRUPTCY

Page 35

Invoice No. 22113646

Client/Matter No. 128273.00001

**Sub-Total** **62.10** **75,212.00**

**Plan and Disclosure Statement**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	CAD	Correspondence w/ internal working group regarding Delta letter to chambers/DIP participation issues (.3); telephone conferences w/ internal working group, Akin (2x) regarding Delta DIP participation issues, letter to board and 2004 motion, and next steps (1.1); correspondence w/ internal working group regarding Apollo discussions, Delta issues, and next steps (.3); telephone conference w/ internal working group, Davis Polk regarding Delta and Apollo issues and next steps (.5); telephone conference w/ internal working group, FTI regarding Delta and Apollo issues and next steps (.8); review/analyze correspondence w/ D. Botter, K. Coleman regarding Delta and chambers conference (.2); correspondence w/ internal working group regarding draft letter to board regarding Delta DIP funding agreement (.2) and brier/review/analysis of same (.2); correspondence w/ S. Star/M. Bilbao (FTI) regarding same (.2).	3.80 \$	4,066.00
7/1/21	T G	Review Delta letter and call w/ B Miller re response to same (.6); correspondence w/ team re same (.3); call w/ Milbank re exit financing proposal (.4); call w/ Akin re same and Delta letter (.5); follow-up discussion with Akin/Ducera re same (.6); call w/ FTI re same (.7); call w/ DPW re same (.5); call w/ WFG team re letter to Debtors and response to Delta letter (.6); review draft letter to DPW re Delta letter (.4).	4.60	6,210.00
7/1/21	MVD	Draft letter to Company/DPW regarding Delta/Apollo and strategy going forward.	1.70	1,802.00
7/1/21	B M	Correspond with Apollo regarding presenting a proposal to the UCC (.4); correspondence with	1.10	1,650.00

CHAPTER 11 - BANKRUPTCY

Page 36

Invoice No. 22113646

Client/Matter No. 128273.00001

		the UCC advisors regarding Apollo (.3); correspond with the Debtors regarding the plan process (.4).		
7/1/21	J B	Call with Ad Hoc Group and Committee counsel re: exit financing updates (.5); call with FTI and Willkie re: Delta and exit financing issues (.7).	1.20	552.00
7/1/21	DMS	Call with DPW and WFG teams re exit financing process (.5); call with M. Freimuth re exit financing process (.1); call with Akin Gump, B. Miller, T. Goren re exit financing process (.5); call with Willkie and FTI teams re exit financing process (.7); call with Akin, Ducera, FTI, Willkie teams re exit financing process (0.5); draft letter to board re exit financing process (1.2); review and revise letter to board/M. Dunn edits to same (.5).	4.00	4,680.00
7/2/21	DMS	Review correspondence with Willkie and FTI teams regarding letter to DPW (0.3); review revised letter to DPW (0.2); corr with Willkie and FTI teams regarding letter to DPW and corr with M. Getachew re disclosure related points.	1.20	1,404.00
7/2/21	CAD	Correspondence w/ internal working group, S. Star/M. Bilbao (FTI) regarding discussion of revised business plan w/ Debtors and strategy/issues.	0.40	428.00
7/2/21	T G	Review and revise letter to DPW re Delta letter, governance, exit financing process, etc. (.9) and correspondence w/ team re same (.4); correspondence w/ FTI re same (.4); correspondence w/ D Botter re letter (.2); correspondence w/ Cleary re Plan discussion (.2).	2.10	2,835.00
7/2/21	MVD	Draft letter to Board / DPW regarding Delta and Apollo.	1.40	1,484.00
7/5/21	CAD	Various correspondence w/ R. Cooper/C. Wallance (Cleary), internal working group, FTI regarding Apollo presentations to committee professionals and full committee (.8); various correspondence w/ internal working group regarding draft of committee letter to the Debtors' board regarding Delta and revisions (.4) and review/analyze current draft of same	2.20	2,354.00



CHAPTER 11 - BANKRUPTCY

Page 37

Invoice No. 22113646

Client/Matter No. 128273.00001

		(2x) (.8); review/analyze correspondence between Akin and Davis Polk regarding status of ad hoc/investor group exit financing documentation (.2).		
7/5/21	T G	Review and revise updated drafts of letter to DPW re plan, governance (.8); correspondence w/ team/FTI re same (.4).	1.20	1,620.00
7/5/21	MVD	Revise/supplement letter to Debtors' counsel re Delta and exit financing process.	0.70	742.00
7/6/21	CAD	Various correspondence w/ internal working group, FTI regarding Willkie letter to Davis Polk regarding Delta's funding agreement w/ Apollo and exit financing process and other concerns (.3) and review/analyze current drafts of same (2x) (.4); correspondence w/ internal working group regarding Apollo's request to make plan proposal to committee professionals and full committee (.2); telephone conference w/ internal working group, FTI, Apollo, Cleary, Evercore regarding Apollo plan proposal (.8); debrief call w/ internal working group, FTI regarding same, strategy, and next steps (.5); review/analysis of Apollo plan proposal (.2).	2.40	2,568.00
7/6/21	T G	Review and revise letter to DPW re plan process/Delta (.7); call w/ Apollo re plan proposal (.8) and follow-up discussion w/ FTI re same (.4); call w/ D Botter re status (.2); correspondence w/ Debtors' advisors re update call (.2); correspondence w/ M Brod re same (.1).	2.40	3,240.00
7/6/21	B M	Presentation by Apollo regarding conversion of its DIP to equity (.7); call with FTI to discuss the Apollo presentation (.5); review of the Apollo DIP conversion mechanics (.6); call with G. Hughes regarding Apollo issues (.4); review of the Investor Group exit financing proposal (.7); Call with Akin to discuss the investor group proposal (.4); call with Milbank to discuss the Investor Group timing (.3); review memorandum regarding plan options for the UCC to consider (.8).	4.40	6,600.00
7/7/21	CAD	Correspondence w/ D. Botter (Akin), internal working group, FTI regarding ad hoc bid	0.20	214.00

CHAPTER 11 - BANKRUPTCY

Page 38

Invoice No. 22113646

Client/Matter No. 128273.00001

7/7/21	T G	proposal and status/next steps. Call w/ M Brod re exit financing status (.4); correspondence w/ N Cohen re Delta funding agreement (.3).	0.70	945.00
7/8/21	DMS	Review research of valuation (0.1) and rights offerings (0.1).	0.20	234.00
7/8/21	CAD	Correspondence w/ B. Miller, internal working group regarding status of Apollo plan proposal and discussions.	0.20	214.00
7/8/21	CAD	Various correspondence w/ internal working group regarding recent discussion w/ Apollo's professionals regarding Apollo bid and issues/counterproposal (.4); correspondence w/ D. Botter/J. Rubin (Akin), J. Scherer, internal working group, FTI regarding ad hoc group proposal/status/next steps (.3); telephone conference w/ committee's and ad hoc group's professionals regarding same and strategy (.6).	1.30	1,391.00
7/8/21	T G	Correspondence w/ team re Apollo antitrust status (.3); call w/ J. Delgado re same (.2); correspondence w/ team re Apollo proposal (.4); correspondence w/ M. Brod re status (.2).	1.10	1,485.00
7/8/21	B M	Review and discuss the Ad Hoc Group's plan proposal (1.4); Call with Mexican counsel to discuss antitrust issues for the plan (.6); call with Apollo's counsel to discuss the Apollo proposal and next steps (.4); review memorandum regarding plan discussions with Apollo and the Ad Hoc Group (1.2).	3.60	5,400.00
7/9/21	CAD	Various correspondence w/ internal working group, FTI regarding Apollo plan proposal, DIP credit agreement, issues/analysis, and next steps (.7) and research regarding backstop fee and plan valuation (.4); conduct brief research regarding same (.5); correspondence w/ internal working group, M. Bilbao (FTI) regarding potential new exit investors (.2).	1.80	1,926.00
7/9/21	T G	Review release re Mexican shareholders (.3); correspondence w/ DPW and Akin re same (.4); call w/ T Graulich re same (.4); call w/ FTI re business plan/exit financing status (.6); review DIP re Apollo conversion price issues (.7) and correspondence w/ FTI re same (.4);	3.90	5,265.00

CHAPTER 11 - BANKRUPTCY

Page 39

Invoice No. 22113646

Client/Matter No. 128273.00001

		correspondence w/ team re research re same (.5); calls w/ Akin re same (.6).		
7/10/21	J B	Conduct research re: backstop parties and rights offering issue (2.0) and draft email to D. Sinclair summarizing same (.7).	2.70	1,242.00
7/11/21	DMS	Review J. Brandt research on rights offerings (.3) and corr with J. Brandt re same (.2).	0.50	585.00
7/11/21	CAD	Review/analyze current, revised draft of Willkie letter to Judge Chapman regarding issues w/ Debtors' exit financing process and Delta funding agreement w/ Apollo (.3); correspondence w/ internal working group regarding same (.2).	0.50	535.00
7/11/21	J B	Conduct continued research re: backstop commitment and fee issues (1.0) and draft updated email summary to D. Sinclair re: same (.5)	1.50	690.00
7/12/21	CAD	Correspondence w/ internal working group regarding comments to current draft of Willkie letter to Judge Chapman regarding exit financing process issues/Delta's funding agreement w/ Apollo (.4) and review/analyze same (.4); review and revise current draft of letter (.6) and correspondence w/ internal working group regarding same and comments (.4); telephone conference w/ internal working group regarding same and next steps (.5); correspondence w/ D. Botter (Akin), internal working group regarding same and next steps (.3); correspondence w/ J. Brandt regarding backstop fee research (.1) and review/analyze same and cases (.5); review/analyze letter from D. Botter to T. Graulich (Davis Polk) regarding exit financing status and ad hoc group fees (.2).	3.40	3,638.00
7/12/21	T G	Review and revise letter to Court re investigation/plan status (.7); meeting w/ team re exit financing/2004 status (1.0); call w/ T Graulich re same (.4).	2.10	2,835.00
7/12/21	B M	Correspond with the Ad Hoc Group regarding its plan financing proposal (.8); correspond with the Debtors regarding the financing proposals (.4); review the Apollo financing agreements (1.2); call with Apollo regarding the Ad Hoc	2.70	4,050.00

CHAPTER 11 - BANKRUPTCY

Page 40

Invoice No. 22113646

Client/Matter No. 128273.00001

		Group proposal (.3).		
7/12/21	T G	Call w/ Akin re plan negotiations (.5); call w/ C Plaza re same (.5).	1.00	1,350.00
7/13/21	CAD	Correspondence w/ internal working group regarding revised Willkie letter to Judge Chapman regarding issues w/ exit financing process and hopeful consensual discovery (.2) and review/analyze same (.2).	0.40	428.00
7/13/21	T G	Review and revise updated letter to Court re investigation/exit financing (.4); correspondence w/ Akin re same and status of proposal (.3); review exit financing docs and issues lists (.9).	1.60	2,160.00
7/14/21	CAD	Correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding merger review procedure in Mexico (.1) and review/analyze memo regarding same (.3); various correspondence w/ internal working group regarding letter to Judge Chapman regarding committee's concerns w/ exit financing process and Delta funding agreement, final comments, and strategy (.9) and review/analyze letter (.2); correspondence w/ A. Schwartz regarding same and request for docketing of letter or filing under seal (.1); review/analyze Apollo letter to Debtors regarding exit financing/plan proposal (.2); correspondence w/ J. Delgado (Morrison & Foerster), internal working group regarding investment inquiry (.2).	2.00	2,140.00
7/14/21	T G	Review and revise updated draft of Court letter (.4); correspondence w/ team re same (.2); review investor group commitment docs (1.3).	1.90	2,565.00
7/15/21	CAD	Telephone conference w/ internal working group, Akin regarding debrief of conference call w/ Judge Chapman, A. Schwartz, and various counsel regarding committee letter to judge regarding exit financing process (.4); correspondence w/ D. Sinclair regarding conference w/ Judge Chapman (.1).	0.50	535.00
7/15/21	T G	Call w/ Akin re Chambers conference (.4); correspondence w/ FTI re same (.4); follow-up discussion w/ B. Miller re same (.2).	1.00	1,350.00
7/15/21	B M	Review and comment on the Investor Group	3.30	4,950.00

CHAPTER 11 - BANKRUPTCY

Page 41

Invoice No. 22113646

Client/Matter No. 128273.00001

		documents and Debtors' concerns (1.4); correspond with the Debtors regarding the exit financing process (.4); call with Akin regarding the UCC position regarding the exit process (.3); review of materials regarding the possible Delta DIP conversion to equity (1.2).		
7/16/21	CAD	Correspondence w/ S. Star, M. Bilbao (FTI), B. Miller regarding potential claims buyer/exit finance party.	0.20	214.00
7/16/21	T G	Correspondence w/ FTI and team re plan proposals (.4); review subcon checklist (.2).	0.60	810.00
7/17/21	T G	Correspondence w/ Akin and DPW re Apollo proposal.	0.30	405.00
7/19/21	CAD	Various correspondence w/ internal working group, S. Star/M. Bilbao (FTI) regarding ad hoc/investor group bid, fee, structure, possible Apollo counter, and next steps (.7); telephone conference w/ internal working group, FTI regarding same (.5); telephone conference w/ internal working group, FTI, Akin, Ducera regarding ad hoc/investor group bid, issues, status, and committee requests (.6); telephone conference w/ internal working group, Davis Polk regarding exit financing proposals and status (.5); telephone conference w/ internal working group regarding exit financing proposals, status, preparation of letter to board, and next steps (.5); correspondence w/ J. Rubin (Akin), internal working group regarding drafts of Investor Group rights offering term sheet and shareholder letter/term sheet sent to Debtors (.2); review/analyze draft of N. Cohen (FTI) letter to Debtors regarding updated business plan and further issues, and comments thereto (.4).	3.40	3,638.00
7/19/21	T G	Call w/ M Brod re proposal status (.3); call w/ B Miller re same (.3); call (.5) and correspondence (.4) w/ FTI re exit financing process; call w/ Akin/Ducera re same (.6); call w/ DPW re same (.5); correspondence w/ DPW and Akin re same (.2); review investor group shareholder term sheet (.4); review rights offering term sheet (.9); follow-up discussion w/ WFG team re Board	4.70	6,345.00

CHAPTER 11 - BANKRUPTCY

Page 42

Invoice No. 22113646

Client/Matter No. 128273.00001

		letter (.4); correspondence w/ D Sinclair re consolidation analysis (.2).		
7/19/21	B M	Review and comment on the FTI materials regarding the exit financing proposals (2.3); Calls with FTI regarding the exit financing proposals (.8); call with the Debtors regarding the exit financing proposals (.4); call with the Ad Hoc Group regarding the exit financing and plan (.5); memorandum regarding the exit financing proposals (.6).	4.60	6,900.00
7/20/21	DMS	Review FTI preliminary subcon analysis (0.1) and call with M. Dunn, Davis Polk team regarding same (0.2).	0.30	351.00
7/20/21	CAD	Correspondence w/ M. Brod (Milbank), J. Rubin (Akin), internal working group regarding investor group planned presentation to committee tomorrow (.3); correspondence w/ N. Cohen (FTI) regarding letter to Debtors' board regarding committee issues regarding revised business plan (.1); correspondence w/ internal working group, FTI regarding draft of committee letter to Debtors' board regarding superiority of investor group proposal to Apollo proposal and comments/next steps (.8) and review/analyze same (2x) (.9); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding exit financing proposals and Mexican law implications/Apollo antitrust filing (.2) and review/analyze Apollo's antitrust filing (.2); correspondence w/ D. Sinclair regarding possible investor group modification to its exit financing proposal (.1).	2.60	2,782.00
7/20/21	T G	Review and analyze draft rights offering term sheet (1.1) and Debtors' issues list re same (.5); correspondence w/ Milbank/Akin re call w/ Investor Group (.3); correspondence w/ Akin/Ducera re deal status (.2); review and revise draft letter to Board to investor proposals (.7).	2.80	3,780.00
7/20/21	J B	Continue review of ad hoc group proposal (.3) and send summary re: changes from original proposal to D. Sinclair (.1).	0.40	184.00
7/21/21	DMS	Review and revise board letter re exit financing	0.80	936.00

CHAPTER 11 - BANKRUPTCY

Page 43

Invoice No. 22113646

Client/Matter No. 128273.00001

7/21/21	CAD	proposals (.5) and correspondence with Willkie and FTI teams regarding same (.3). Correspondence w/ internal working group regarding latest draft of committee letter to board regarding superiority of AHG/investor group bid vs. Apollo bid and comments (.5) and review/analyze same (2x) (.5); correspondence w/ B. Miller regarding discussion w/ R. Cooper (Cleary) regarding Apollo bid status (.1); correspondence w/ T. Goren, J. Leon-Orantes (Santamarina & Steta) regarding current versions of ad hoc/investor group rights offering and Mexican shareholders term sheets (.2); correspondence w/ M. Getachew, D. Sinclair regarding draft rights offering term sheet and comments (.2); review/analyze draft rights offering term sheet (.5) and correspondence w/ D. Sinclair regarding same (.2); subsequent correspondence w/ internal working group regarding comments to same (.2); correspondence w/ S. Star/M. Bilbao (FTI), internal working group regarding possible ad hoc trade group and plan proposal (.2).	2.60	2,782.00
7/21/21	DMS	Review rights offering term sheet.	0.60	702.00
7/21/21	T G	Review updated investor group rights offering term sheet documents (.9); correspondence w/ S&S re Mexican law issues with same and Apollo (.3); review and revise updated letter to Board re plan process (.4); call w/ M Brod re plan status (.3).	1.90	2,565.00
7/21/21	DMS	Review AHG/Mexican shareholders term sheet (0.2); review rights offering term sheet (0.3).	0.50	585.00
7/22/21	CAD	Correspondence w/ C. Delano, T. Goren, internal working group regarding Gibson group, possible interest in exit financing, and DIP milestones (.2); various correspondence w/ internal working group, FTI regarding revised letter to Debtors' board regarding superiority of ad hoc/investor group proposal to Apollo proposal and possible ad hoc trade group exit financing proposal (.4) and review/analyze	4.30	4,601.00

CHAPTER 11 - BANKRUPTCY

Page 44

Invoice No. 22113646

Client/Matter No. 128273.00001

		same and comments (2x) (.6); correspondence w/ D. Sinclair, FTI regarding same (.1); correspondence w/ J. Wallden (Aeromexico), internal working group, FTI regarding Debtors' response to FTI letter regarding updated business plan and issues (.1) and review/analyze same (.2); telephone conference w/ Committee and ad hoc group professionals regarding exit financing status/update (.9); correspondence w/ internal working group regarding exit financing timeline and relevant DIP milestones (.3); telephone conference w/ internal working group, potential investor regarding exit financing inquiries and possible interest (.4); telephone conference w/ internal working group, Davis Polk regarding exit financing status, proposals, and issues/next steps (.7); correspondence w/ D. Sinclair regarding comments to draft ad hoc group/investor group rights offering term sheet (.2); correspondence w/ M. Getachew regarding same and additional comments (.2).		
7/22/21	T G	Review shareholder proposal (.5); call w/ DPW re plan status (.6); review and revise updated drafts of Board letter re plan process (.8); calls w/ D Sinclair and B Miller re same (.4); correspondence w/ FTI and team re same/proposal status (.3); review and analyze rights offering term sheet and potential issues w/ same (.8).	3.40	4,590.00
7/22/21	B M	Review and comment on the Investor Group's financing documents (1.6); call with the Ad Hoc Group regarding the terms of their plan proposal (.7); review memorandum regarding open financing issues (.4).	2.70	4,050.00
7/22/21	DMS	Draft board letter (.8) and related correspondence with Willkie team (.3); review rights offering term sheet (0.3); corr with Akin, Ducera, FTI, Willkie teams re rights offering term sheet (0.3); call with Akin Gump re exit financing process (0.8); corr with creditor re exit financing process (0.3).	2.80	3,276.00
7/23/21	CAD	Various correspondence w/ internal working	4.90	5,243.00



CHAPTER 11 - BANKRUPTCY

Page 45

Invoice No. 22113646

Client/Matter No. 128273.00001

		group, FTI regarding draft of and comments to committee letter to Debtors' board regarding superiority of ad hoc group/investor group bid to Apollo proposal (.9) and review/analyze same (3x) (.6); subsequent correspondence w/ internal working group, FTI regarding additional proposed comments to letter (.2); review and revise letter (1.6) and correspondence w/ internal working group regarding same and comments (.5); correspondence w/ J. Rubin (Akin) regarding revised rights offering term sheet w/ Debtors' comments (.1) and review/analyze same (.3); correspondence w/ internal working group regarding same and call w/ Debtors' and ad hoc group/investor group's professionals and next steps (.5); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding Mexican law implications in draft committee letter to Debtors' board regarding superiority of ad hoc/investor group proposal to Apollo proposal (.2).		
7/23/21	B M	Call with the Debtors and the Ad Hoc Group regarding the rights offering term sheet (.8) correspond with the Ad Hoc Group regarding the rights offering term sheet (.4); review and comment on the rights offering term sheet (1.4).	2.60	3,900.00
7/23/21	T G	Review updated draft of investor group rights offering term sheet (1.4); correspondence w/ Akin re same (.4); review and revise letter to Board re investor proposals (.9); review FTI comments to letter (.3) and correspondence w/ FTI re same (.2); call w/ Debtors and investor group re rights offering term sheet (1.2); calls (x2) w/ M Brod re investor group proposal (.3); correspondence w/ S&S re term sheet (.2).	4.90	6,615.00
7/23/21	DMS	Review and revise board letter (.8); further revise board letter (0.5); call with AHG and DPW re rights offering term sheet (1.2).	2.50	2,925.00
7/24/21	CAD	Correspondence w/ potential investor, internal working group, S. Piraino (Davis Polk) regarding status of NDA w/ Debtors, access to data room, and issues/status.	0.30	321.00

CHAPTER 11 - BANKRUPTCY

Page 46

Invoice No. 22113646

Client/Matter No. 128273.00001

7/24/21	T G	Correspondence w/ potential investor, DPW and team re NDA, data room access (.3); related follow up (.1).	0.40	540.00
7/26/21	DMS	Call with Davis Polk, Rotschild, Willkie, Alix teams re substantive consolidation analysis.	0.50	585.00
7/26/21	CAD	Various correspondence w/ P. Bolger, internal working group regarding latest draft of committee letter to Debtors' board regarding superiority of ad hoc/investor group bid to Apollo proposal and timing/next steps (.5) and review/analyze same (.1); correspondence w/ T. Goren, internal working group regarding ad hoc trade group exit financing proposal (.1) and review/analyze summary of same (.1); subsequent correspondence w/ internal working group, committee members regarding same (.2); correspondence w/ S. Silverman (Gibson Dunn) regarding ad hoc trade group's exit financing proposal (.1) and review/analyze same and relevant documents (.3).	1.40	1,498.00
7/26/21	T G	Correspondence w/ Akin and Gibson re proposal status (.4); call w/ J. Brody (Gibson) re same (.2); review materials re restructuring committee of Board (.4) and correspondence w/ FTI and DPW re same (.3); call w/ Debtors' advisors re subcon analysis (.8).	2.10	2,835.00
7/26/21	B M	Correspond with the Debtors regarding the 7/26 deadline for receiving plan financing proposals (.4); review the Trade Claimants plan financing proposal (1.8); review memorandum regarding the financing proposals and next steps (.4); call with Alberts regarding the 7/26 deadline (.3).	2.90	4,350.00
7/27/21	CAD	Correspondence w/ J. Rubin (Akin), internal working group regarding ad hoc/investor group commitment documents submitted to Debtors (.1) and review/analyze same (.6); various correspondence w/ internal working group, FTI regarding current draft of and comments to committee letter to Debtors' board regarding superiority of ad hoc/investor group commitment and potentially ad hoc trade claimants group commitment to Apollo proposal (.9) and review and revise same (2x)	6.50	6,955.00

CHAPTER 11 - BANKRUPTCY

Page 47

Invoice No. 22113646

Client/Matter No. 128273.00001

(1.4); correspondence w/ D. Sinclair regarding final comments to draft letter (.2); review Santamarina & Steta proposed revisions to draft letter (.2); correspondence w/ J. Rubin/D. Botter (Akin) regarding exit financing proposals and next steps (.3); correspondence w/ internal working group, J. Leon-Orantes (Santamarina & Steta) regarding CEO and board fiduciary duties in context of exit financing proposals (.4) and review/analyze memo regarding same (.2); telephone conference w/ D. Botter/J. Rubin (Akin), T. Goren regarding exit financing proposals status and issues (.4); discuss union settlement and implications of transfer of claim in context of exit financing/plan voting context w/ J. Brandt (.2) and review/analyze order approving union settlement (.2); correspondence w/ internal working group regarding same and order approving settlement (.2); correspondence w/ J. Delgado (Morrison & Foerster), internal working group regarding discussion w/ Sainz regarding Apollo and other exit financing proposals (.2); review and revise draft Willkie letter to Davis Polk regarding Apollo proposal (.3) and various correspondence w/ internal working group regarding same and comments/finalizing (.5); correspondence w/ S. Silverman (Gibson Dunn), T. Goren regarding ad hoc trade claimants' exit financing proposal and Mexican counsel (.2).

7/27/21	DMS	Review T. Goren, C. Damast comments to DPW letter.	0.20	234.00
7/27/21	T G	Review trade claimaints group proposal (1.2); review investor group proposal (1.4); review and revise letter to Board re same (.8); call w/ D Sinclair re letter (.2); review redacted version of letter for Akin/Milbank (.3); calls w/ Akin (.4) and Gibson (.3) re status; call w/ T. Graulich re Apollo proposal (.2); review and revise letter to T. Graulich re same (.4); call/correspondence w/ M Brod re status (.4).	5.60	7,560.00
7/27/21	DMS	Call with Gibson Dunn re exit financing (.3);	0.50	585.00

CHAPTER 11 - BANKRUPTCY

Page 48

Invoice No. 22113646

Client/Matter No. 128273.00001

7/27/21	B M	follow up w/ T. Goren (.2). Negotiations with the Ad Hoc groups regarding plan exit term sheets (2.3); discussions with the Debtors regarding the final valuation materials (.6); review memorandum regarding final valuation materials and UCC options (.8).	3.70	5,550.00
7/27/21	DMS	Call with T. Goren re changes to board letter (0.3); review and revise board letter re exit financing proposals (1.7) and continuous correspondence with Willkie and FTI teams re same (1.4); review exit financing proposals (1.0); call with Gibson Dunn re exit financing (.2); call with Akin Gump re exit financing (0.2); draft letter to DPW re exit financing (0.5); review letter to DPW (.1) and corr with M. Dunn re same (.1).	5.50	6,435.00
7/28/21	CAD	Telephone conference (.5) and correspondence (.2) w/ internal working group, D. Botter/A. Qureshi (Akin) regarding exit financing process and issues/next steps; correspondence w/ internal working group regarding FTI/Rothschild and Willkie/Davis Polk discussions on exit financing process, Apollo proposal, and issues/next steps (.7); telephone conference w/ M. Williams/J. Brody (Gibson Dunn), internal working group regarding exit financing process status and trade claimants proposal/next steps (.5); various correspondence w/ internal working group, FTI regarding exit financing process and Debtors' plans regarding Apollo final valuation materials and next steps (.6); telephone conference w/ internal working group, T. Graulich (Davis Polk) regarding exit financing process and Debtors' plans regarding Apollo final valuation materials and next steps (.4); follow up debrief call w/ internal working group and committee's planned motion for TRO (.2); telephone conference w/ internal working group, M. Bilbao/N. Cohen (FTI) regarding same and next steps (.8).	3.90	4,173.00
7/28/21	DMS	Call with B. Miller, T. Goren, T. Graulich (DPW) re exit financing issues.	0.40	468.00
7/28/21	T G	Call w/ Akin re exit financing status (.5); calls	4.30	5,805.00

CHAPTER 11 - BANKRUPTCY

Page 49

Invoice No. 22113646

Client/Matter No. 128273.00001

		w/ T. Graulich (x2) re same (.7); follow-up discussion w/ team re same (.3); call w/ FTI re financing status/next steps (.8) and correspondence w/ FTI and team re same (.6); call w/ Gibson re financing status (.4) and call w/ potential investor (.2) re same; calls (multiple) and correspondence w/ B. Miller re same (.6); review Akin letter to Board re financing process (.2).		
7/28/21	B M	Discussions with the Debtors and the Ad Hoc groups regarding the Debtors providing Final Valuation Materials to the Tranche 2 DIP Lenders.	1.60	2,400.00
7/29/21	DMS	Call with FTI and Willkie teams re status conference.	0.50	585.00
7/29/21	CAD	Various correspondence w/ internal working group regarding Judge Chapman's request for and result of chambers conference regarding exit financing process, Debtors' request to appoint a mediator, and possible committee motion for TRO (.7); telephone conference w/ internal working group, FTI regarding result of today's status conference and appointment of mediator regarding exit financing process and next steps (.6).	1.30	1,391.00
7/29/21	T G	Calls w/ Akin (.3) and Milbank (.2) re plan financing status; correspondence w/ team and FTI re same (.4).	0.90	1,215.00
<b>Sub-Total</b>			<b>169.80</b>	<b>210,026.00</b>

**Relief from Stay and Adequate Protection**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/7/21	CAD	Review/analyze stipulation and agreed order between Debtors and Azocar regarding modification of automatic stay to proceed solely against insurance proceeds.	0.10 \$	107.00
<b>Sub-Total</b>			<b>0.10</b>	<b>107.00</b>

CHAPTER 11 - BANKRUPTCY

Page 50

Invoice No. 22113646

Client/Matter No. 128273.00001

**Reporting**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/30/21	CAD	Review/analyze Debtors' June 2021 monthly operating reports.	0.30 \$	321.00
		<b>Sub-Total</b>	<b>0.30</b>	<b>321.00</b>

**Discovery**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	DMS	Call with M. Mooney, M. Freimuth re 2004 requests (0.3); call with B. Miller, T. Goren, M. Freimuth, M. Mooney, M. Dunn, J. Brandt re 2004 requests and related pleadings.	1.00 \$	1,170.00
7/1/21	CAD	Correspondence w/ internal working group regarding preparation of 2004 motion directed to Apollo and Delta.	0.30	321.00
7/1/21	A B	Call with M. Freimuth and M. Mooney re 2004 motion and ancillary papers (.8); review example motions (.4); review background documents (.4) draft requests for production (1.6).	3.20	2,976.00
7/1/21	A A	T/c w/ M. Mooney re: 2004 motion (.3); review Chambers Rules i/c/w same (.2); research i/c/w motions to seal (.4).	0.90	414.00
7/1/21	MVD	Phone call with Willkie team re potential Rule 2004 motion.	0.60	636.00
7/1/21	B M	Review and comment on the Rule 2004 options for the UCC (1.3); call with Akin to discuss the Rule 2004 options (.6); memorandum regarding the Rule 2004 options and filing under seal (.9).	2.80	4,200.00
7/1/21	MGM	Review background documents (.6); call with M. Freimuth and D. Sinclair re: 2004 motion, continuing call with team re: same (.8); call with M. Freimuth and A. Berkowitch re: motion and subpoenas, related follow up (.8); call with A. Ambeault re: motion, related follow up (.4).	5.20	6,084.00
7/1/21	M F	Conference call with debtors re: Rule 2004	3.70	5,735.00

CHAPTER 11 - BANKRUPTCY

Page 51

Invoice No. 22113646

Client/Matter No. 128273.00001

7/2/21	DMS	issues (0.5); preparation of Rule 2004 motion (2.7); conference call with team re: same (0.5). Review and revise draft 2004 motion prepared by M. Mooney (1.1) and corr with M. Mooney re same (.3).	1.40	1,638.00
7/2/21	DMS	Draft and revise preliminary statement to 2004 motion (.9) and corr with M. Mooney, J. Brandt re same (.4).	1.30	1,521.00
7/2/21	CAD	Discuss Rule 2004 motion directed to Delta/Apollo and next steps/strategy w/ D. Sinclair.	0.20	214.00
7/2/21	A A	Research i/c/w motion to seal for J. Brandt and M. Mooney (.7); t/c w/ A. Dobson, I. Hochman and J. Brandt re: email review (.3).	1.00	460.00
7/2/21	T G	Review potential discovery demands re Delta funding agreement.	0.70	945.00
7/2/21	MGM	Revise motion, communications with D. Sinclair and J. Brandt re: same (1); review and revise document requests (.8); communications with A. Berkowitch re: same (.5).	2.30	2,691.00
7/2/21	M F	Preparation of Rule 2004 motion.	1.20	1,860.00
7/2/21	A B	Draft document requests (3.0); draft proposed order (0.6); calls with M. Mooney (0.5); revise document requests (1.3).	5.40	5,022.00
7/3/21	M F	Review of Rule 2004 motion.	1.00	1,550.00
7/4/21	DMS	Call with M. Freimuth, M. Mooney re Rule 2004 motion (0.5); review and revise same (1.5).	2.00	2,340.00
7/4/21	MVD	Consideration of issues pertaining to sealing of Rule 2004 motion.	0.40	424.00
7/4/21	J B	Draft sealing motion re: Committee's Rule 2004 motion for production.	2.90	1,334.00
7/5/21	A A	Research precedent i/c/w 2004 motion.	0.60	276.00
7/5/21	CAD	Review and revise current drafts of committee's Rule 2004 motion compelling the production of documents by the Debtors, Apollo, and Delta and related depositions (3x) (3.1); various correspondence w/ internal working group regarding same and additional comments/revisions (.8); correspondence w/	4.10	4,387.00

CHAPTER 11 - BANKRUPTCY

Page 52

Invoice No. 22113646

Client/Matter No. 128273.00001

		internal working group, FTI, Akin regarding same (.2).		
7/5/21	T G	Review and revise various drafts of 2004 motion (1.3) and related RFPs (.8); correspondence w/ team (.4) and FTI (.3) re same.	2.80	3,780.00
7/5/21	B M	Review and comment on the Rule 2004 Motion to investigate the Debtors, Apollo and Delta and discovery requests of those parties (3.2); correspond with FTI regarding the Rule 2004 discovery requests (.7); memorandum regarding Rule 2004 discovery issues and filing under seal (.7).	4.60	6,900.00
7/5/21	MGM	Communications with A. Berkowitch, D. Sinclair, and M. Freimuth re: motion and RFPs (.4); revise same (1.2).	1.60	1,872.00
7/5/21	A B	Compile exhibits (0.3); research re deposition requirements in rule 2004 motions (3.5); corr. with A. Ambeault re same (0.2); review RFPs for error (0.3); draft Delta RFPs (1.2); revise Delta RFPs (0.3).	5.80	5,394.00
7/5/21	J B	Update and revise motion to seal Rule 2004 Motion.	3.20	1,472.00
7/5/21	M J	Bluebook and cite check Rule 2004 Motion.	1.30	461.50
7/5/21	M F	Preparation of Rule 2004 motion.	2.10	3,255.00
7/5/21	DMS	Review revised 2004 motion (0.2); call with M. Freimuth re same (0.2); review and revise 2004 motion (.9); corr with M. Freimuth, M. Mooney, A. Berkowitch, J. Brandt re same (.4); further draft, review and revise 2004 motion (3.6) and correspondence with Willkie litigation and bankruptcy teams re same (1.1); corr. with Willkie team regarding sealing motion (.6); review and revise sealing motion (1.7); review Delta RFPs in connection with 2004 motion (.2).	8.90	10,413.00
7/5/21	MVD	Revise/supplement sealing motion for rule 2004 motion (2.1); revise/supplement rule 2004 motion and related discovery requests 91.8).	3.90	4,134.00
7/6/21	CAD	Correspondence w/ A. Berkowitch regarding drafts of and comments to document requests	1.30	1,391.00



CHAPTER 11 - BANKRUPTCY

Page 53

Invoice No. 22113646

Client/Matter No. 128273.00001

		addressed to Delta, Apollo, and the Debtors (.4) and review/analyze current drafts of same (2x) (.9).		
7/6/21	CAD	Various correspondence w/ internal working group, FTI regarding comments/revisions to committee's draft 2004 motion addressed to Debtors, Apollo, and Delta (1.1) and review/analyze/revise current drafts of same (3x) (1.2); correspondence w/ D. Sinclair regarding same and comments (.3); correspondence w/ A. Qureshi/D. Botter (Akin) regarding same and comments (.3); review and revise motion to redact/seal committee's Rule 2004 motion and proposed order (.9) and correspondence w/ internal working group regarding same and comments (.3); various correspondence w/ internal working group regarding Rule 2004 motion and conversations w/ chambers and US Trustee regarding same and sealing/redaction issues (.8).	4.90	5,243.00
7/6/21	T G	Review and revise drafts of 2004 motion (.8) and related RFPs (.9); review draft sealing motion (.4); prepare potential redactions to 2004 motion (.6); correspondence w/ team re 2004 motion issues (.4).	3.10	4,185.00
7/6/21	A A	T/c w/ Chambers re: 2004 motion (.1); t/c w/ J. Eisen re: same (.3); t/c w/ B. Miller, T. Goren, C. Damast and D. Sinclair re: 2004 motion (.3); research precedent i/c/w same (.4).	1.10	506.00
7/6/21	B M	Review and comment on the Rule 2004 motion and Motion to Seal directed at the Debtors, Apollo and Delta (3.2); call with A. Schwartz regarding the Rule 2004 Motion (.3); call with Akin regarding the Rule 2004 motion (.4); call with the Debtors regarding the Rule 2004 motion (.3); correspondence with FTI regarding the document requests (1.2); memorandum regarding Rule 2004 issues (.4).	5.80	8,700.00
7/6/21	MGM	Review correspondence re: 2004 motion and RFPs.	0.20	234.00
7/6/21	M F	Preparation of (1.0) and correspondence w/ internal team re: Rule 2004 discovery (.3).	1.30	2,015.00
7/6/21	J B	Update and Revise Rule 2004 related pleadings	3.10	1,426.00

CHAPTER 11 - BANKRUPTCY

Page 54

Invoice No. 22113646

Client/Matter No. 128273.00001

		(.7); update and revise rule 2004 sealing motion (.9); edit and prepare filing version of redacted rule 2004 motion (1.5).		
7/6/21	DMS	Review correspondence with Willkie team re 2004 papers (0.2); review Akin and FTI comments to same (0.3); review and revise 2004 motion, order, and related requests for production (1.0); review and revise 2004 motion (.3) and corr with FTI team re same (.2); correspondence with Willkie team re letter to debtors and RFPs (0.2); revise 2004 motion per T. Goren comments (0.3); call with Willkie team re 2004 motion and sealing motion (0.4) and corr with A. Ambeault re same (0.1); review redacted 2004 motion (.7) and correspondence with Willkie team re same (.3). review redactions to 2004 motion (.1) and corr with M. Mooney, M. Freimuth re same (.1); review redacted 2004 motion (.3) and corr with J. Brandt re same (.1).	4.60	5,382.00
7/6/21	MVD	Revise/supplement sealing motion for rule 2004 motion (1.1); revise related requests for documents (.5); analyze and assess sealing motions filed in LATAM to inform drafting of sealing motion for rule 2004 motion (1.1).	2.70	2,862.00
7/7/21	CAD	Correspondence w/ T. Graulich (Davis Polk), B. Miller regarding committee's contemplated Rule 2004 motion and information requested from Debtors (.3); subsequent correspondence w/ internal working group regarding same and sending document request to Davis Polk (.3); correspondence w/ D. Abbott (Morris Nichols) regarding document requests pursuant to 2004 motion (.3).	0.90	963.00
7/7/21	T G	Review and revise draft 2004 Motion (.8); call/correspondence w/ D Abbott and T Graulich re same (.4); correspondence w/ Akin re same (.2).	1.40	1,890.00
7/7/21	A A	Corr. w/ B. Miller, T. Goren, C. Damast and D. Sinclair re: 2004 motion (.1); t/c w/ Court re: same (.1).	0.20	92.00
7/7/21	MVD	Review 2004 motion and related discovery requests.	0.40	424.00

CHAPTER 11 - BANKRUPTCY

Page 55

Invoice No. 22113646

Client/Matter No. 128273.00001

7/7/21	A B	Further revise RFPs (0.2); call with M. Mooney (0.2); corr, with M. Jones re exhibits and filing logistics (0.1); review exhibit compilation (0.1); review rule 2004 motion for error (1.1).	1.70	1,581.00
7/7/21	J B	Revise draft proposed order for Rule 2004 Motion.	0.50	230.00
7/8/21	DMS	Review email corr with team re Apollo RFPs.	0.20	234.00
7/8/21	CAD	Various correspondence w/ D. Sinclair, internal working group regarding proposed revisions to committee draft 2004 motion directed to Delta, Apollo, and Debtors (.3) and review/analyze same (.1).	0.40	428.00
7/8/21	DMS	Review 2004 motion and related papers (1.0); correspondence with Willkie team re same (0.6).	1.60	1,872.00
7/8/21	T G	Call w/ M. Freimuth re discovery status (.2); call w/ B. Miller re same (.2); review updated draft of 2004 motion (.4).	0.80	1,080.00
7/8/21	MGM	Communications with J. Dugan re: background materials (.2); communications with S. Lipkis (.1).	0.30	351.00
7/8/21	M F	Preparation of Rule 2004 motion.	0.80	1,240.00
7/8/21	A B	Finalize RFPs, motion, and brief (0.6); review motion (1.4); coordinate filing logistics (0.2).	2.20	2,046.00
7/9/21	DMS	Correspondence with team re revisions to 2004 motion (.3); mark up motion (.2).	0.50	585.00
7/9/21	DMS	Corr. with M. Freimuth, M. Mooney re RFP delivery.	0.50	585.00
7/9/21	CAD	Various correspondence w/ internal working group, FTI regarding current draft of committee's Rule 2004 motion directed to Apollo, Delta, and Debtors, revisions/redactions, and conversations w/ various counsel regarding same and process (1.4); review/analyze revised draft of 2004 motion (.2); telephone conference w/ internal working group regarding status/timing of Rule 2004 motion preparation/filing, letter to chambers, and possible consensual document production by parties (.5); correspondence w/ C. Plaza, B. Miller regarding same (.1);	2.40	2,568.00

CHAPTER 11 - BANKRUPTCY

Page 56

Invoice No. 22113646

Client/Matter No. 128273.00001

		correspondence w/ internal group regarding advising chambers regarding same (.2).		
7/9/21	CAD	Various correspondence w/ internal working group, respective counsel for Apollo and Delta regarding document requests in connection w/ exit financing process.	0.60	642.00
7/9/21	T G	Call w/ D Abbott re discovery requests (.3); review Delta and Apollo requests/correspondence (.6); review and revise updated draft of 2004 Motion (.8); call w/ team re motion, status and next steps (.5).	2.20	2,970.00
7/9/21	A A	Team call re: status of 2004 Motion and letter to Court.	0.50	230.00
7/9/21	MVD	Phone call with Willkie team regarding 2004 motion.	0.50	530.00
7/9/21	MVD	Analyze and assess letter from board chairman to board members about any relevant agreements they may have.	0.10	106.00
7/9/21	B M	Review and comment on the Rule 2004 Motion and discovery requests (1.2); calls with the Debtors, Apollo and Delta regarding the Rule 2004 discovery requests (1.8); correspond with the Ad Hoc Group regarding the discovery requests (.4); memorandum regarding the settlement of the Rule 2004 motion issues (.5); review and comment on the letter to Judge Chapman regarding the Rule 2004 motions status (.3).	4.20	6,300.00
7/9/21	JCD	Participate in call w/ Willkie team re: Rule 2004 discovery (.7); review correspondence re: Rule 2004 discovery (.6).	1.30	2,340.00
7/9/21	MGM	Call with J. Dugan, M. Freimuth, and D. Sinclair re: next steps (.4); call with Debtors re: discovery (.3); continuing call with T. Goren and M. Freimuth (.1); continuing call with M. Freimuth (.1); call with A. Berkowitch re: review (.3).	1.20	1,404.00
7/9/21	M F	Conference call with team re: 2004 discovery.	0.50	775.00
7/9/21	A B	Further revise RFPs and finalize documents for filing.	1.60	1,488.00
7/9/21	JMW	Multiple communications with M. Mooney and C. Jiang regarding the establishment of a	0.50	195.00

CHAPTER 11 - BANKRUPTCY

Page 57

Invoice No. 22113646

Client/Matter No. 128273.00001

		KLDiscovery contract for document processing and hosting.		
7/9/21	J B	Call with Willkie internal team re: Rule 2004 motions and updates.	0.50	230.00
7/9/21	DMS	Call with J, Dugan, M. Freimuth, M. Mooney re 2004 motion and process.	0.40	468.00
7/10/21	CJC	Review capetown.	0.80	980.00
7/11/21	CAD	Various correspondence w/ internal working group regarding Debtors' proposed search terms for document production regarding exit financing process (.2) and review/analyze same (.2); correspondence w/ D. Culver (Morris Nichols) regarding same (.2).	0.60	642.00
7/12/21	DMS	Review Debtors' doc request search terms (.1) and corr with M. Freimuth re same (.1).	0.20	234.00
7/12/21	CAD	Correspondence w/ M. Freimuth, internal working group regarding status of document requests sent to Debtors, Delta, and Apollo (and terms and searches) and discussions w/ respective counsel (.4); correspondence w/ D. Culver (Morris Nichols) regarding document request custodian and search terms (.1); correspondence w/ J. Margolin (Hughes Hubbard) regarding Delta response to discovery request (.1).	0.60	642.00
7/12/21	T G	Review updated 2004 motion (.6); review correspondence w/ search terms, custodians (.7).	1.30	1,755.00
7/12/21	A A	Willkie team meeting i/c/w potential 2004 motion and letter to Court.	0.90	414.00
7/12/21	MGM	Communications with LTS and D. Sinclair re: document review vendor (.3); call with Cleary re: document requests, compiling notes re: same (.6); reviewing proposed document collection from plan from Debtors (.5); research related to review of incoming documents (.5)	1.90	2,223.00
7/12/21	M F	Conference call with Apollo re: 2004 discovery (0.4); preparation for same (0.2).	0.60	930.00
7/12/21	MVD	Review proposed search terms and other discovery-related materials provided by MNAT.	0.30	318.00
7/13/21	DMS	Review RFP search terms from Debtors (.1) and corr. with M. Freimuth re same (.1).	0.20	234.00

CHAPTER 11 - BANKRUPTCY

Page 58

Invoice No. 22113646

Client/Matter No. 128273.00001

7/13/21	N B	Call with M. Mooney and M. St. Julien to discuss Rule 2004 discovery assignments.	0.70	542.50
7/13/21	CAD	Correspondence w/ M. Freimuth, internal working group regarding Debtors' document production search terms (.2) and review/analyze same (.2); correspondence w/ D. Culver (Morris Nichols), M. Freimuth regarding same (.3); correspondence w/ M. Freimuth, internal working group regarding committee's response to Delta's proposed document collection/production plan (.1) and review/analyze same (.1); subsequent correspondence w/ internal working group regarding Delta document production status/issues (.2).	1.10	1,177.00
7/13/21	CAD	Correspondence w/ B. Miller regarding discussion w/ L. Moak regarding committee's 2004 motion status and pilots' issues (.2); correspondence w/ J. Rubin/D. Botter regarding 2004 motion status/next steps (.2).	0.40	428.00
7/13/21	M S	Call with M. Mooney to discuss background of case and upcoming tasks.	0.40	184.00
7/13/21	S M	Research regarding 2004 bankruptcy procedure and practice for A. Berkowitz.	0.20	53.00
7/13/21	T G	Review correspondence w/ Delta, Apollo and Debtors re status of discovery requests (.6) and correspondence w/ team re same (.3); review updated 2004 motion (.8).	1.70	2,295.00
7/13/21	JCD	Review search terms for document discovery and fact investigation.	0.60	1,080.00
7/13/21	MGM	Draft email correspondence with Delta re: document collection (.5); call with N. Benitez and M. St. Julien re: case background and document review (.8); draft follow up communications (.4); call with A. Berkowitch re: legal research and document review protocol (.7); attention to email communications (.3); team strategy call (.6); draft search parameters for Delta (1.1).	4.40	5,148.00
7/13/21	A B	Call with M. Mooney re document review protocol (0.5); begin drafting document review protocol (0.6).	1.10	1,023.00
7/13/21	M F	Conference call with Delta re: 2004 requests	0.90	1,395.00

CHAPTER 11 - BANKRUPTCY

Page 59

Invoice No. 22113646

Client/Matter No. 128273.00001

		(0.5); preparation of correspondence to Delta re: productions (0.4).		
7/14/21	N B	Review background materials in preparation for Rule 2004 discovery.	0.90	697.50
7/14/21	JCD	Call w/ A. Renenger and others re: diligence (.5); review due diligence materials re: possible claims against various defendants (.7).	1.20	2,160.00
7/14/21	B M	Call with Delta to discuss the UCC investigation (.4); correspond with Apollo and the Debtors regarding the UCC investigation (.6); memorandum regarding UCC investigation issues (.4).	1.40	2,100.00
7/14/21	MGM	Call with V. Sheets and D. Sinclair re: potential claims (.5); research re: potential claims (1.5); communications with LTS re: review setup (.3); review and revise search terms, related correspondence (.8).	3.10	3,627.00
7/14/21	A B	Call with M. Mooney and D. Sinclair re potential claims (0.5); draft review protocol (6.0); corr. with M. Mooney re protocol (0.3).	6.80	6,324.00
7/14/21	M F	Conference call with Delta re: production of Rule 2004 material.	0.50	775.00
7/14/21	DMS	Call with Delta counsel (Hughes Hubbard), B. Miller, M. Freimuth re responses to discovery requests (.3); call with M. Mooney, A. Berkowitch re potential claims and discovery protocol (.5).	0.80	936.00
7/15/21	CAD	Correspondence w/ internal working group regarding need for protective order regarding documents produced by Debtors, Apollo, and Delta and next steps.	0.20	214.00
7/15/21	MGM	Communications re: PO (.5); draft review protocol (2.4); revising (1.0).	3.90	4,563.00
7/15/21	A B	Additional research for draft review protocol (2.1); continue to draft protocol (1.5); revise draft protocol (3.0); corr. with M. Mooney re draft protocol revisions (0.4); update rule 2004 motion papers and exhibits (0.6).	7.60	7,068.00
7/15/21	M F	Conference call with Delta re: Rule 2004 discovery.	0.40	620.00
7/15/21	J B	Compile list of key persons re: document requests and discovery.	1.20	552.00
7/16/21	DMS	Review and comment on document review	1.10	1,287.00

CHAPTER 11 - BANKRUPTCY

Page 60

Invoice No. 22113646

Client/Matter No. 128273.00001

7/16/21	A B	protocol. Revise review protocol.``	1.00	930.00
7/16/21	M F	Preparation of amended protective order (0.9); confer with counsel for Delta re: production (0.1); preparation of correspondence to counsel for Delta re: same (0.2).	1.20	1,860.00
7/16/21	MGM	Communications with J. Dugan re: review protocol (.3); communications with M. Freimuth and J. Dugan re: Delta search terms (.3); further revise PO (1.0).	1.60	1,872.00
7/16/21	J B	Compile list of key individuals for documents review protocol memo relating to Rule 2004 Motion.	2.00	920.00
7/19/21	CAD	Correspondence w/ internal working group, various affected counsel regarding draft of amended confidentiality stipulation and protective order for production of documents from Debtors, Delta, and Apollo (.1) and review/analyze same (.2).	0.30	321.00
7/19/21	T G	Review and revise draft amended protective order.	0.60	810.00
7/19/21	MGM	Communications with M. Freimuth re: PO (.4); revise same (.8); draft and send revised PO to parties (.4).	1.60	1,872.00
7/20/21	CAD	Various correspondence w/ D. Abbott (Morris Nichols), A. Qureshi (Akin) various other counsel regarding comments/status of sign off on amended confidentiality stipulation and protective order regarding document requests to Debtors, Delta, and Apollo.	0.50	535.00
7/20/21	JCD	Attention to response to document production requests (.4); call with UCC professionals re: discovery (.6).	1.00	1,800.00
7/20/21	T G	Review Akin comments to protective order (.4) and correspondence w/ Akin and team re same (.3).	0.70	945.00
7/20/21	A B	Corr. with team re incoming document production.	0.30	279.00
7/21/21	CAD	Correspondence w/ A. Qureshi (Akin), internal working group regarding proposed revisions to amended confidentiality stipulation and protective order (.2) and review/analyze same	0.40	428.00



CHAPTER 11 - BANKRUPTCY

Page 61

Invoice No. 22113646

Client/Matter No. 128273.00001

7/21/21	MGM	(.2). Review communications re: discovery.	0.20	234.00
7/23/21	CAD	Correspondence w/ J. Dugan, internal working group regarding status of/comments to protective order regarding documents to be produced by Debtors, Delta, and Apollo.	0.30	321.00
7/23/21	B M	Correspond with the investigation parties regarding search and production procedures (.4); memorandum regarding the investigation process (.4); correspond with the Ad Hoc Group regarding the Protective Order (.3); review of the revised Protective Order (.5).	1.60	2,400.00
7/23/21	MGM	Call with K. Matthews re: case background and discovery status (.5); related follow up (.3).	0.80	936.00
7/23/21	K M	Review background materials sent from M. Mooney and case correspondence (.8); background call with M. Mooney (.5).	1.30	1,521.00
7/25/21	B M	Correspond with the Ad Hoc Group regarding the Protective Order.	0.40	600.00
7/25/21	CAD	Various correspondence w/ J. Margolin (Hughes Hubbard), A. Qureshi (Akin), internal working group regarding status of and comments to amended confidentiality stipulation and protective order regarding document requests to Debtors, Delta, and Apollo and side letter (.7) and review/analyze same (.2).	0.90	963.00
7/25/21	T G	Correspondence w/ DPW re proposal status and protective order (.4); correspondence w/ team re protective order (.2).	0.60	810.00
7/27/21	CAD	Correspondence w/ T. Kessler (Cleary) regarding sign off on amended confidentiality stipulation and protective order regarding documents to be produced by Debtors, Delta, and Apollo (.2); correspondence w/ M. Freimuth, D. Culver (Morris Nichols) regarding Debtor's document production regarding exit financing process and status/timing (.2).	0.40	428.00
7/27/21	N B	Review document review protocol and related materials in preparation for the review of produced documents.	0.40	310.00
7/28/21	J B	Draft sealing motion re: TRO Motion (1.4);	3.80	1,748.00

CHAPTER 11 - BANKRUPTCY

Page 62

Invoice No. 22113646

Client/Matter No. 128273.00001

		draft declaration of S+S re: TRO motion (2.0); call with M. Dunn and S+S re: draft declaration revisions (.4).		
7/29/21	MGM	Communications with J. Dugan and K. Mathews re: Debtors incoming production.	0.60	702.00
7/29/21	M S	Conduct document review - Debtors' collection.	0.70	322.00
7/29/21	N B	Call with K. Matthews and M. St. Julien re: discovery (.3); review the documents debtors produced (.3).	0.60	465.00
7/29/21	C A	Download Debtor's production from Morris Nichols' FTP (.2); coordinate the loading of production to Relativity with vendor (.4).	0.60	195.00
7/29/21	K M	Call with M. Mooney regarding current assignments (.2); call with C. Arriola regarding document review (.1); review correspondence relating to document production and review (.3).	0.60	702.00
7/29/21	K M	Background and assignment call with M. St. Julien and N. Benitez.	0.40	468.00
7/30/21	MGM	Communications with K. Mathews re: case management.	0.30	351.00
7/30/21	N B	Review Debtor produced documents (1.7); review document review protocol (.3); draft summary regarding contents of debtors' production (.8).	2.80	2,170.00
7/30/21	M S	Conduct document review - review background materials and new/ongoing issues.	3.80	1,748.00
7/30/21	H-K C	Call with K. Mathews regarding case background and preparation for associate review of production documents from Debtor (0.4); review of draft document review protocol (0.4); coordinating updates and modifications to workspace tags, layouts, and views for associate review (0.5).	1.30	708.50
7/30/21	C A	Coordinate loading of Debtor's production to Relativity with vendor.	0.30	97.50
7/30/21	K M	Correspond with M. St. Julien and N. Benitez regarding first-level document review of Debtors' documents (.4); organize materials to send to M. Chang (.1); and draft updates to J. Dugan and M. Freimuth (.2).	0.70	819.00
7/30/21	K M	Background and assignment call with M.	0.40	468.00

CHAPTER 11 - BANKRUPTCY

Page 63

Invoice No. 22113646

Client/Matter No. 128273.00001

7/31/21	K M	Chang. Review summaries of first-level document review (.6); review document protocol (.3); review documents produced by Debtors (.6).	1.50	1,755.00
<b>Sub-Total</b>			<b>217.90</b>	<b>236,105.50</b>

**Hearings**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/15/21	DMS	Chambers conference with Judge Chapman, Willkie, Akin, Davis Polk, Hughes Hubbard, UST re exit financing process.	0.30 \$	351.00
7/15/21	B M	Status conference with Judge Chapman.	0.30	450.00
7/15/21	MVD	Conference with chambers re exit financing letter.	0.30	318.00
7/15/21	J B	Attend chambers conference.	0.30	138.00
7/15/21	T G	Chambers conference re plan/investigation status (.3); follow-up call w/ Akin re same (.4); correspondence w/ FTI re same (.4); follow-up discussion w/ B Miller re same (.2).	0.30	405.00
7/29/21	B M	Telephonic status conference with Judge Chapman regarding the Debtors' request for the appointment of a mediator.	0.50	750.00
<b>Sub-Total</b>			<b>2.00</b>	<b>2,412.00</b>

**Lien Investigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/1/21	CJC	Conduct due diligence on lien analysis.	1.80 \$	2,205.00
7/2/21	DMS	Call with C. Chernuchin, C. Damast, A. Berro re lien investigation (0.3); follow up call with C. Damast re same.	0.40	468.00
7/2/21	CAD	Correspondence w/ A. Berro regarding updated lien investigation tracker (.1) and	0.80	856.00

CHAPTER 11 - BANKRUPTCY

Page 64

Invoice No. 22113646

Client/Matter No. 128273.00001

		review/analyze same (.2); telephone conference w/ lien investigation internal working group regarding same, status, and next steps (.3); discuss same and next steps w/ D. Sinclair (.2)		
7/2/21	WTE	Conf call w/ team re Lien Perfection Analysis (0.2); review A. Berro chart re same.	0.20	255.00
7/2/21	WTE	Review M. Dunn write up re DIP terms (0.1); corr. w/ same re: same (0.1).	0.20	255.00
7/2/21	P BG	Internal weekly status call re: lien investigation.	0.30	232.50
7/2/21	Z M	Review documents in data room (0.3); attend update meeting re: strategy (0.3).	0.60	369.00
7/2/21	MVD	Phone call with Willkie team re lien investigation.	0.30	318.00
7/2/21	MVD	Analyze and assess lien investigation tracker.	0.20	212.00
7/2/21	Y C	Team call re: strategy.	0.30	279.00
7/2/21	AGB	Team standing call re: lien investigation (.3); review MUFG transaction / security documents (4.0).	4.30	5,031.00
7/3/21	CJC	Conduct due diligence for defect memo.	5.80	7,105.00
7/4/21	CJC	Conduct due diligence for defect memo.	5.30	6,492.50
7/5/21	CJC	Finalize and distribute defect memo.	5.50	6,737.50
7/5/21	MVD	Analyze summary of lien defects.	0.40	424.00
7/6/21	CAD	Correspondence w/ C. Chernuchin regarding memo outlining potential defects regarding Ex-Im facility (.1) and brief review/analysis of same (.2); subsequent correspondence w/ internal lien investigation regarding same and next steps (.3).	0.60	642.00
7/6/21	P BG	Weekly status call re: team investigation.	0.50	387.50
7/6/21	AGB	Reviewing MUFG transaction / security documents (2.5); reviewing JOLCO transaction / security documents (3.0); reviewing list of Ex-Im perfection defects prepared by C. Chernuchin (.9).	6.40	7,488.00
7/6/21	WTE	Emails w/ Willkie team re lien investigation.	0.10	127.50

CHAPTER 11 - BANKRUPTCY

Page 65

Invoice No. 22113646

Client/Matter No. 128273.00001

7/7/21	CAD	Participate in call w/ internal lien investigation working group regarding lien investigation status, strategy, and next steps (.5); subsequent discussion w/ D. Sinclair regarding same (.2); subsequent correspondence w/ internal working group regarding next steps (.2)	0.90	963.00
7/7/21	DMS	Call with C. Chernuchin, A. Berro, C. Damast and finance team re lien investigation status.	0.50	585.00
7/7/21	DMS	Consider next steps for lien investigation and corr with Willkie team re same (0.3); call with C. Damast re lien investigation (0.2); call with W. Eguchi re lien investigation (0.2).	0.70	819.00
7/7/21	P BG	Conduct Lien review.	0.40	310.00
7/7/21	P BG	Lien review call to go over internal findings.	0.50	387.50
7/7/21	Z M	Attend to briefing and update on perfection search and instructions on how to proceed with review.	0.80	492.00
7/7/21	CJC	Prepare for (.1) and call with group to review defect list (.7).	0.80	980.00
7/7/21	Y C	Team call re: perfection search.	0.70	651.00
7/7/21	AGB	Team call re: lien investigation (.5); review JOLCO transaction / security documents (2.7); call with W. Eguchi re: lien investigation (.4).	3.60	4,212.00
7/7/21	J B	Call with Willkie internal team re: lien investigation updates and go forward plan.	0.70	322.00
7/8/21	CJC	Telephone call with W. Eguchi and A. Berro regarding PC for Bank Ex-Im facility.	1.00	1,225.00
7/8/21	AGB	Call with C. Chernuchin and W. Eguchi re: lien investigation (1); call with W. Eguchi re: same (.2); reviewing security transaction documents (1.5)	2.70	3,159.00
7/8/21	WTE	T/c w/ A. Berro re next steps on lien perfection analysis (.3); conf call w/ C. Chernuchin, A. Berro re AMX Lien Investigation (1.0).	1.30	1,657.50
7/9/21	CAD	Correspondence w/ internal working group regarding lien investigation status (.2); correspondence w/ internal working group, Santamarina & Steta regarding lien perfection issues and status in Mexico (.3);	0.60	642.00

CHAPTER 11 - BANKRUPTCY

Page 66

Invoice No. 22113646

Client/Matter No. 128273.00001

7/9/21	AGB	correspondence w/ A. Berro, FTI regarding value of certain encumbered aircraft (.1). Review security / transaction documents.	2.00	2,340.00
7/12/21	CAD	Correspondence w/ internal lien investigation team regarding status and next steps.	0.20	214.00
7/12/21	P BG	Conduct Lien review.	2.10	1,627.50
7/12/21	AGB	Review MUFG security / transaction documents (1.5); review UCC / IRR filings (.5).	2.00	2,340.00
7/13/21	CAD	Correspondence w/ lien investigation internal working group regarding investigation status and next steps (.2); correspondence w/ A. Berro, FTI regarding value of certain aircraft (.2); correspondence w/ A. Remis (Santamarina & Steta), lien investigation internal working group regarding Mexican perfection issues (.3).	0.70	749.00
7/13/21	P BG	Weekly status call.	0.50	387.50
7/14/21	DMS	Call with C. Damast, A. Berro, W. Eguchi re lien investigation.	0.80	936.00
7/14/21	CAD	Participate in meeting w/ internal lien investigation working group regarding investigation status, preliminary conclusions, status, and next steps (.8); discuss same w/ D. Sinclair (.1); correspondence w/ internal lien investigation working group regarding same and next steps (.3).	1.20	1,284.00
7/14/21	AGB	Review security / transaction documents (.4); call with P. Benjumea re: lien investigation (.6); team call re: lien investigation (.8); call with W. Eguchi re: lien investigation (.1).	1.90	2,223.00
7/14/21	Z M	Reviewing JOLCO facility documents (0.5); participate in work streams update call (0.9).	1.40	861.00
7/14/21	MVD	Phone call with Willkie team re lien investigation (.8); prepare for same (.1).	0.90	954.00
7/14/21	P BG	Conduct Lien review (.8); internal call to discuss lien review (.6); weekly status call re: lien review (.8).	2.20	1,705.00
7/16/21	CAD	Various correspondence w/ lien investigation internal working group regarding investigation status, strategy, and next steps.	0.60	642.00
7/19/21	DMS	Consider recharacterization and next steps for	0.10	117.00

CHAPTER 11 - BANKRUPTCY

Page 67

Invoice No. 22113646

Client/Matter No. 128273.00001

7/19/21	CAD	lien investigation generally. Review correspondence w/ A. Berro regarding lien investigation issues/DIP order (.2); discuss lien investigation issues and next steps w/ D. Sinclair (.2).	0.40	428.00
7/19/21	P BG	Conduct Lien review.	2.80	2,170.00
7/20/21	DMS	Call with C. Damast re lien investigation.	0.20	234.00
7/20/21	CAD	Discuss lien investigation status/next steps w/ D. Sinclair (.2); correspondence w/ D. Sinclair, A. Berro regarding same and value of encumbered aircraft (.2).	0.40	428.00
7/20/21	P BG	Weekly internal status call re: lien review (.2); conduct Lien review (5.3).	5.50	4,262.50
7/21/21	DMS	Call with C. Damast, T. Goren, W. Eguchi re lien investigation.	0.30	351.00
7/21/21	CAD	Correspondence (.2) and discussion (.4) w/ W. Eguchi, T. Goren, D. Sinclair regarding lien investigation status, update, and next steps; correspondence w/ D. Sinclair, A. Berro regarding value of certain EXIM aircraft (.2); correspondence w/ A. Berro, J. Gruber (FTI) regarding same (.2).	1.00	1,070.00
7/21/21	T G	Call w/ team re lien investigation status.	0.20	270.00
7/21/21	P BG	Conduct Lien review.	2.70	2,092.50
7/22/21	P BG	Conduct Lien review.	4.20	3,255.00
7/27/21	DMS	Call with W. Eguchi, A. Berro, C. Damast re lien investigation status.	0.30	351.00
7/27/21	P BG	Internal weekly status call re: investigation status (.3); follow up re: same (.2).	0.50	387.50
7/27/21	AGB	Team call re: lien investigation (.3); correspondence with FTI re: lien investigation (.1)	0.40	468.00
7/27/21	MVD	Phone call with WFG team re lien investigation (.3); related follow up (.1).	0.40	424.00
7/27/21	J B	Call with W. Eguchi, D. Sinclair, A. Berro, and M. Dunn re: lien investigation updates (.3) ``	0.30	138.00
<b>Sub-Total</b>			<b>85.40</b>	<b>88,999.00</b>

CHAPTER 11 - BANKRUPTCY

Page 68

Invoice No. 22113646

Client/Matter No. 128273.00001

**Other Motions/Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/4/21	MGM	Call with M. Freimuth and D. Sinclair re: Rule 2004 motion (.5); revising discovery requests and motion (1.2)	1.70 \$	1,989.00
7/4/21	M F	Preparation of Rule 2004 motion.	1.30	2,015.00
7/6/21	A B	Revise RFPs (1.0); corr. with team re rule 2004 deposition requests (0.3); further research re rule 2004 deposition requests (2.1).	3.40	3,162.00
7/12/21	CAD	Review/analyze current drafts (2x) of Willkie letter to Judge Chapman regarding possible 2004 motion/exit financing process/ Delta's funding agreement (.5) and various correspondence w/ internal working group regarding same and comments (.5).	1.00	1,070.00
7/28/21	ALD	Call with M. Mooney and S. Kalar re: TRO application (.6); conduct legal research re: request for declaratory relief in TRO (1.7); correspondence with M. Mooney and S. Kalar re: same (.3).	2.60	2,756.00
7/28/21	MVD	Consideration of issues related to Debtors' notice of presentment related to CERBURES certificates.	0.30	318.00
<b>Sub-Total</b>			<b>10.30</b>	<b>11,310.00</b>

**Mediation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
7/29/21	CAD	Telephone conference w/ Judge Lane, internal working group, and respective counsel for Debtors/exit financing bidders/Delta regarding mediation scope, sessions, statements, and timing (1.4); conference w/ internal working group regarding same and outline of mediation statement (.5); correspondence w/ internal	2.50 \$	2,675.00



CHAPTER 11 - BANKRUPTCY

Page 69

Invoice No. 22113646

Client/Matter No. 128273.00001

		working group, FTI regarding mediation statement timing and deliverables (.2); correspondence w/ J. Carlos Machorro (Santamarina & Steta) regarding Mexican law issues to be addressed in mediation statement (.2); discuss mediation statement and outline w/ D. Sinclair (.2).		
7/29/21	T G	Correspondence w/ DPW re mediation (.3); attend chambers conference re same (.7); initial call w/ mediator (1.4); follow-up call w/ team re mediation statement (.4); call w/ FTI re mediation (.6); correspondence w/ Akin re mediation (.3); correspondence w/ S&S re mediation statement (.2).	3.90	5,265.00
7/29/21	B M	Discussions with the Debtors and the Ad Hoc groups regarding mediation (1.2); call with Judge Lane regarding the mediation process and procedures (1.4); memorandum regarding the UCC mediation statement and the mediation procedures (.7); correspond with the UCC regarding the mediation process and procedures (.4).	3.70	5,550.00
7/29/21	MVD	Phone call with Willkie and FTI teams re mediation.	0.60	636.00
7/29/21	MVD	Phone call with Willkie team re mediation statement.	0.50	530.00
7/29/21	J B	Call with Willkie team re: mediation conference updates and Mediation Statement work stream (.5); draft Mediation Statement (1.8)	2.30	1,058.00
7/29/21	JCD	Participate in Willkie team call regarding mediation strategy.	0.60	1,080.00
7/29/21	K M	Willkie team conference call to discuss mediation and mediation statement.	0.60	702.00
7/29/21	CAD	Correspondence w/ S. Piraino (Davis Polk), internal working group regarding Judge Lane as mediator and draft mediation order.	0.20	214.00
7/29/21	DMS	Call with Judge Lane and all parties re mediation posture and schedule (1.4); call with Willkie team regarding mediation statement (.4); draft mediation statement outline (.4) and correspondence with various Willkie team members re same (.1).	2.30	2,691.00
7/30/21	CAD	Correspondence w/ internal working group	1.00	1,070.00

CHAPTER 11 - BANKRUPTCY

Page 70

Invoice No. 22113646

Client/Matter No. 128273.00001

		regarding items to include in mediation statement regarding exit financing process (.2); prepare/review/analyze outline for mediation statement (.4); subsequent correspondence w/ internal working group regarding status and timing of draft mediation statement (.2); correspondence w/ S. Star (FTI), internal working group and slides to include as exhibits to mediation statement (.2)		
7/30/21	B M	Discussions regarding the mediation statement for Judge Lane and the mediation process (1.6); review and comment on the documents to provide to Judge Lane with the UCC mediation statement (1.3); correspond to the UCC regarding the mediation process (.4).	3.30	4,950.00
7/30/21	T G	Correspondence w/ team re mediation statement.	0.40	540.00
7/30/21	JCD	Correspondence w/ team re: mediation statement (.4); attention to review of debtors' documents i/c/w same (.6).`	1.00	1,800.00
7/30/21	MVD	Revise/supplement mediation statement.	3.70	3,922.00
7/30/21	J B	Draft and revise Mediation Statement.	6.50	2,990.00
7/31/21	DMS	Review and revise draft mediation statement.	3.80	4,446.00
7/31/21	CAD	Correspondence w/ M. Dunn regarding mediation statement status (.2); correspondence w/ S. Star/M. Bilbao (FTI), internal working group regarding same and next steps (.2); draft insert for mediation statement (.6); review and revise draft of mediation statement (3.5).	4.50	4,815.00
7/31/21	B M	Review and comment on the UCC mediation statement for Judge Lane and accompanying exhibits.	2.30	3,450.00
7/31/21	T G	Review and revise mediation statement (.9); correspondence w/ FTI and team re same (.4).	1.30	1,755.00
7/31/21	JCD	Review of recently produced documents.	0.70	1,260.00
7/31/21	JCD	Review mediation statement.	0.80	1,440.00
7/31/21	MVD	Review materials FTI prepared to be used in mediation (.5); review draft mediation order	5.20	5,512.00

CHAPTER 11 - BANKRUPTCY

Page 71

Invoice No. 22113646

Client/Matter No. 128273.00001

(.3); revise/supplement mediation statement  
(4.4).

**Sub-Total** **51.70** **58,351.00**

**Governmental/Regulatory**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
7/8/21	CAD	Participate in call w/ committee's and Apollo's respective Mexican counsel regarding antitrust issues and regulatory filings (.6); correspondence w/ D. Sinclair regarding same (.2); correspondence w/ J.C. Machorro/J. Leon-Orantes (Santamarina & Steta), J. Delgado (MoFo) regarding same, summary, and next steps (.3) and various correspondence w/ internal working group, J. Delgado, V. Grau (Santamarina & Steta) regarding same, summary, and next steps (.8).	1.90	\$	2,033.00
7/9/21	CAD	Correspondence w/ J. Delgado (MoFo), internal working group, Santamarina & Steta regarding Apollo plan proposal, Mexican antitrust issues, and discussion w/ Apollo's Mexican counsel.	0.40		428.00
7/12/21	CAD	Correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding Apollo antitrust filing (.1) and review/analyze memo regarding same (.1).	0.20		214.00
		<b>Sub-Total</b>	<b>2.50</b>		<b>2,675.00</b>

CHAPTER 11 - BANKRUPTCY

Page 72

Invoice No. 22113646

Client/Matter No. 128273.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	12.50	\$	1,800.00	\$	22,500.00
EGUCHI, WESTON T.	1.80		1,275.00		2,295.00
FREIMUTH, MATTHEW	26.70		1,550.00		41,385.00
GOREN, TODD	114.10		1,350.00		154,035.00
MILLER, BRETT	92.60		1,500.00		138,900.00
CHERNUCHIN, CINDY J.	21.00		1,225.00		25,725.00
DAMAST, CRAIG A.	141.70		1,070.00		151,619.00
BENITEZ, NATALIA	5.60		775.00		4,340.00
BENJUMEA GUITIERREZ, PABLO	22.20		775.00		17,205.00
BERKOWITCH, ALLISON	52.80		930.00		49,104.00
BERRO, AGUSTINA G.	23.70		1,170.00		27,729.00
CHANG, HYE-KYUNG	1.30		545.00		708.50
CHOI, YOUNGEUN	1.00		930.00		930.00
DAVIS, ALEXA L.	9.10		1,060.00		9,646.00
DUNN, MATTHEW V.	99.50		1,060.00		105,470.00
KALAR, SAMUEL M.	6.90		1,170.00		8,073.00
MAKORIE, ZANUDEEN	2.80		615.00		1,722.00
MATHEWS, KYLE	17.60		1,170.00		20,592.00
MOONEY, MARGOT G.	49.20		1,170.00		57,564.00
SINCLAIR, DEBRA M.	106.60		1,170.00		124,722.00
BRANDT, JOSEPH	77.20		460.00		35,512.00
ST. JULIEN, MICHELE	4.90		460.00		2,254.00
AMBEAULT, ALISON	9.80		460.00		4,508.00
ARRIOLA, CHRISTIAN	0.90		325.00		292.50
HALLORAN, ASHLEY	2.90		280.00		812.00
JONES, MONICA	1.30		355.00		461.50
LIPKIS, SHELLY	3.40		355.00		1,207.00
WATSON, JOYANNE M.	0.50		390.00		195.00
MUNSON, SALLY	0.20		265.00		53.00

**Professional Fees** \$ 1,009,559.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Postage/Messenger/Overnight Delivery	\$ 29.97
Data Acquisition	7,246.05
Court Reporters/Other Fees	<u>140.00</u>

**Disbursements and Other Charges** 7,416.02

CHAPTER 11 - BANKRUPTCY

Page 73

Invoice No. 22113646

Client/Matter No. 128273.00001

**Total this Invoice**

\$ 1,016,975.52

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22113646  
Client/Matter No. 128273.00001  
August 31, 2021

### Remit To:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue, 38th Floor  
New York, NY 10019-6099  
Attention: Accounts Receivable

### FOR PROFESSIONAL SERVICES RENDERED

through July 31, 2021 as set out in the  
attached detail

Assumption and Rejection of Leases and Contracts	\$	23,408.00
Budgeting (Case)	\$	747.00
Business Operations	\$	12,214.00
Case Administration	\$	72,856.00
Claims Administration and Objections	\$	5,175.00
Corporate Governance and Board Matters	\$	5,520.00

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE  
CITIBANK, N.A.

ABA NUMBER: 021000089  
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP  
ACCOUNT NUMBER: 09257961  
INTERNATIONAL SWIFT NUMBER: CITIUS33  
REFERENCE: 128273.00001

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## REMITTANCE ADVICE

Employee Benefits and Pensions	\$	214.00
Employment and Fee Applications	\$	13,885.00
Financing and Cash Collateral	\$	66,849.00
Other Litigation	\$	123,173.00
Meetings and Communications with Creditors	\$	75,212.00
Plan and Disclosure Statement	\$	210,026.00
Relief from Stay and Adequate Protection	\$	107.00
Reporting	\$	321.00
Discovery	\$	236,105.50
Hearings	\$	2,412.00
Lien Investigation	\$	88,999.00
Other Motions/Applications	\$	11,310.00
Mediation	\$	58,351.00
Governmental/Regulatory	\$	2,675.00
<b>Disbursements and Other Charges</b>	\$	<u>7,416.02</u>

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**Total this Invoice**

**\$ 1,016,975.52**

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