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

**In re:**

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-11563 (SCC)**

**(Jointly Administered)**

**CERTIFICATE OF NO OBJECTION REGARDING DEBTORS'  
MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. § 105  
AND FED. R. BANKR. P. 9019 APPROVING AN UNSECURED CLAIM  
SETTLEMENT BY AND BETWEEN THE DEBTORS AND THE CLOVER PARTIES**

Pursuant to 28 U.S.C. § 1746, Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), and in accordance with the United States Bankruptcy Court’s case management procedures set forth in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures*, entered on July 8, 2020 [ECF No. 79] (the “**Case Management Order**”), the undersigned hereby certifies as follows:

1. On August 27, 2021, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ Motion for an Order Pursuant to 11 U.S.C. § 105*

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<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.

*and Fed. R. Bankr. P. 9019 Approving an Unsecured Claim Settlement by and between the Debtors and the Clover Parties* [ECF No. 1655] (the “**Motion**”). Objections and responsive pleadings to the Motion were due no later than September 13, 2021 at 4:00 p.m. (prevailing Eastern Time) (the “**Objection Deadline**”).

2. The Case Management Order and Local Rule 9075-2 provide that pleadings may be granted without a hearing if (a) no objections or other responsive pleadings have been filed on or before the applicable deadline and (b) the attorney for the entity that filed the pleading complies with the relevant procedural and notice requirements.

3. As of the filing of this certificate, more than 48 hours have elapsed since the Objection Deadline and, to the best of my knowledge, no objection or responsive pleading to the Motion has been (a) filed with the Court on the docket of the above-captioned chapter 11 cases or (b) served on the Debtors or their counsel.

4. Accordingly, the Debtors respectfully request that the Court enter the proposed order, a copy of which is attached hereto as **Exhibit A**, granting the Motion in accordance with the procedures set forth in the Case Management Order and Local Rule 9075-2.

*[Remainder of page intentionally left blank]*

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: September 15, 2021  
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Timothy Graulich

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**Exhibit A**

**Proposed Order**

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

**In re:**

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

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-11563 (SCC)**

**(Jointly Administered)**

**ORDER APPROVING AN UNSECURED CLAIM SETTLEMENT BY  
AND BETWEEN THE DEBTORS AND THE CLOVER PARTIES**

Upon the motion (the “**Motion**”)<sup>2</sup> of Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) for entry of an order (this “**Order**”), authorizing Aerovías de México, S.A. de C.V. (“**Aerovías**”) to enter into the Claims Settlement, as set forth more fully in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed

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<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.

<sup>2</sup> Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Motion.

the Motion and considered the relief requested therein; and upon all of the proceedings had before the Court; and the Court having found that the relief granted herein being in the best interests of the Debtors, their creditors, and all other parties in interest; and after due deliberation the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. In accordance with the Claims Settlement, the Clover Parties shall be allowed non-priority general unsecured claims in the aggregate amount of \$55,003,921.93 against Aerovías on account of all prepetition claims against the Debtors in the Chapter 11 Cases (or any subsequent chapter 7 case in the event of a conversion) (the “**Allowed Claims**”), allocated as follows:

<b>Original Claim Numbers</b>	<b>Claimant</b>	<b>Allowed Claim Amount</b>
333, 751	PAAL Aircraft Assets Company Limited	\$14,410,128.39
334, 748	PAAL Aircraft Assets Company Limited	\$15,182,770.11
335, 750	PAAL Aries Company Limited	\$12,765,308.33
336, 749	PAAL Cetus Company Limited	\$12,645,715.10
<b>Total</b>		<b>\$55,003,921.93</b>

3. The Allowed Claims shall be automatically allowed upon entry of this Order, and no further action shall be required of the claimants listed above or the Debtors to effectuate the allowance of such claims. The Allowed Claims shall not be subject to any setoff, reduction, defense, recoupment, or withholding (except as may be required by law). Any chapter 11 plan of reorganization filed by the Debtors shall afford such claims

treatment that is no worse than the treatment given to the non-priority unsecured claims of any other aircraft or engine lessor or pre-delivery payment counterparty whose claims run solely against the Aerovías debtor. Further, upon entry of this Order and without any further action by the Debtors or the Clover Parties, Epiq Corporate Restructuring, LLC is authorized to update the claims register to reflect the terms of this Order, including, among other things, (a) creating new proofs of claim on the claims register maintained in the Chapter 11 Cases in respect of the Allowed Claims and (b) expunging all other claims belonging to any of the Clover Parties in the Chapter 11 Cases if such claims have not yet been withdrawn, including, without limitation, the claims numbered 333, 334, 335, 336, 748, 749, 750, and 751.

4. The Allowed Claims shall be the only prepetition claims of the Clover Parties allowed in the Chapter 11 Cases.

5. The Claims Settlement and this Order are without prejudice to the Clover Parties' ability to file proofs of claim in respect of administrative expense claims as set forth in ¶ 21 of the Clover Order. Nothing in this Order shall prejudice any claims the Clover Parties may have in respect of any postpetition breach of the IPA Amendment, the other Amendment Documents or the Transaction Documents (in each case as amended by the Amendment Documents) occurring after the Effective Date (as defined in the IPA Amendment).

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

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

Dated: \_\_\_\_\_, 2021  
New York, New York

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THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE