

AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, New York 10036
Tel: (212) 872-1000
Fax: (212) 872-1002
David H. Botter
Abid Qureshi
Jason P. Rubin
Counsel to the Ad Hoc Group of Senior Noteholders

**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. ¹)	(Jointly Administered)
)	

**THIRD AMENDED VERIFIED STATEMENT OF THE AD HOC GROUP OF
SENIOR NOTEHOLDERS PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the ad hoc group (the “Ad Hoc Group”) composed of certain unaffiliated holders, each on behalf of itself and/or acting by the holder’s investment manager solely for and on behalf of certain funds or accounts managed or advised by it that are holders, of the 7.000% Senior Notes due 2025 (the “Senior Notes”) issued pursuant to that certain indenture, dated as of February 5, 2020 (as amended, supplemented or otherwise modified from time to time, the “Indenture”), by and among Aerovías de México, S.A. de C.V., as issuer, Grupo Aeroméxico, S.A.B. de C.V., as guarantor, and

¹ The Debtors in these cases, along with each Debtor’s registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984 (“Aerovías”); Aerolitoral, S.A. de C.V. 217315 (“Aerolitoral”); 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.

The Bank of New York Mellon, as trustee, transfer agent, registrar and paying agent (the “Trustee”), by and through its undersigned counsel, hereby submits this verified statement (this “Statement”), and in support thereof, states as follows:

1. On July 8, 2020, the Ad Hoc Group engaged Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) to represent it in connection with the chapter 11 cases of Grupo Aeroméxico, S.A.B. de C.V. and its affiliated debtors and debtors in possession (the “Debtors”). Shortly thereafter, the Ad Hoc Group engaged Nader, Hayaux y Goebel, S.C. as Mexican counsel (“Nader” and, together with Akin Gump, “Counsel”), and Ducera Securities LLC (“Ducera”) and Banco BTG Pactual S.C. (“BTG”) as financial advisor.

2. On September 18, 2020, the Ad Hoc Group filed the *Verified Statement of the Ad Hoc Group of Senior Noteholders Pursuant to Bankruptcy Rule 2019* [ECF No. 390].

3. On February 12, 2021, the Ad Hoc Group filed the *First Amended Verified Statement of the Ad Hoc Group of Senior Noteholders Pursuant to Bankruptcy Rule 2019* [ECF No. 887].

4. On June 9, 2021, the Ad Hoc Group filed the *Second Amended Verified Statement of the Ad Hoc Group of Senior Noteholders Pursuant to Bankruptcy Rule 2019* [ECF No. 1292]. Thereafter, the Ad Hoc Group directed The Bank of New York Mellon, in its capacity as Trustee under the Indenture, to retain Akin Gump as special counsel, Nader as special Mexican counsel, and Ducera and BTG as financial advisors, in each case to represent the interests of the holders of the Senior Notes, effective as of June 1, 2021.

5. Counsel does not represent the Ad Hoc Group as a “committee” (as such term is employed by the Bankruptcy Code and Bankruptcy Rules). By virtue of Counsel’s representation of the Ad Hoc Group and as special counsel to the Trustee to represent the interests of the holders of the Senior Notes, Counsel does not undertake to represent the interests of, and is not a fiduciary for,

any other creditor, party in interest or other entity that has not signed a retention agreement with Counsel. In addition, the Ad Hoc Group does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

6. Akin Gump has been advised by the members of the Ad Hoc Group that the individual members of the Ad Hoc Group either hold claims, or manage, advise or sub-advise funds and/or accounts that hold claims, against the Debtors' estates. In accordance with Bankruptcy Rule 2019, attached hereto as **Exhibit A** is a list of the names, addresses and the "nature and amount of all disclosable economic interests" held by each member of the Ad Hoc Group in relation to the Debtors as of September 14, 2021, as represented to Akin Gump.

7. The information set forth in **Exhibit A**, which is based on information provided by each applicable Ad Hoc Group member, is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other purpose. By filing this Statement, Akin Gump makes no representation with respect to the amount, allowance, validity or priority of such economic interests and reserves all rights with respect thereto. Akin Gump does not own, nor has Akin Gump ever owned, claims against or interests in the Debtors except for claims for services rendered to the Ad Hoc Group and the Trustee.

8. Amounts set forth in this disclosure exclude default interest, costs, fees, redemption premiums or other amounts to which the members of the Ad Hoc Group or other holders of the Senior Notes may be entitled. Nothing contained herein (or in **Exhibit A** hereto) should be construed as a limitation upon, or waiver of, any of the Ad Hoc Group members' or Trustee's rights to assert, file and/or amend any claims in accordance with applicable law and any orders entered in these chapter 11 cases.

9. Akin Gump reserves the right to amend or supplement this Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: September 17, 2021
New York, New York

/s/ David H. Botter

David H. Botter
Abid Qureshi
Jason P. Rubin
AKIN GUMP STRAUSS HAUSER & FELD LLP
One Bryant Park
New York, NY 10036
Tel: (212) 872-1000
Fax: (212) 872-1002
Email: dbotter@akingump.com
aqureshi@akingump.com
jrubin@akingump.com

*Counsel to the Ad Hoc Group of Senior Noteholders
and Special Counsel to the Trustee*

Exhibit A

Name ¹	Address	Nature and Amount of Disclosable Economic Interest ²		
		Senior Notes	DIP Loans Tranche 1 (“T1”) and Tranche 2 (“T2”)³	Other
140 Summer Partners LP	1450 Broadway, 28th Floor New York, NY 10018	\$30,028,000.00	N/A	Trade Payable Claim against Aerovías: \$42,300,000.00 Trade Payable Claim against Aerolitoral: \$11,595,525.00
Amundi Asset Management US, Inc.	60 State Street Boston, MA 02109	\$14,015,000.00	T1: \$14,091,666.67 T2: \$2,859,794.31	N/A
Amundi (UK) Limited	41 Lothbury London, EC2R 7HF United Kingdom	\$27,550,000.00	N/A	N/A
BlueBay Asset Management LLP	77 Grosvenor Street London, W1K 3JR United Kingdom	\$2,196,000.00	N/A	N/A
Corre Partners Management LLC	12 E. 49th St., 40th Floor New York, NY 10017	\$20,440,000.00 ⁴	N/A	Trade Payable Claim against Aerovías: \$25,000,000.00
Dirichlet Principal Partners	20 Eastbourne Terrace London, W2 6LG United Kingdom	\$7,000,000.00	N/A	N/A
DSC Meridian Capital LP	888 Seventh Avenue New York, NY 10106	\$28,154,000.00	N/A	N/A

¹ The amounts set forth herein represent the disclosable economic interests of each member of the Ad Hoc Group either on behalf of itself and/or on behalf of certain of their affiliates or affiliated investment funds or investment funds, accounts, vehicles or other entities that hold disclosable economic interests that are managed, advised or sub-advised by such member of the Ad Hoc Group. Certain funds and/or accounts that are managed or advised by the Ad Hoc Group members have opted not to be a part of the Ad Hoc Group; nevertheless, the total amount of Senior Notes held, managed, advised or sub-advised by the Ad Hoc Group members are disclosed herein.

² This Statement reflects the nature and amount of disclosable economic interests in the Debtors held by the members of the Ad Hoc Group on September 14, 2021, as disclosed to Akin Gump.

³ Certain members of the Ad Hoc Group are lenders under that certain debtor-in-possession financing (the “DIP Loans”) approved pursuant to the *Final Order Granting Debtors’ Motion to (I) Authorize Certain Debtors in Possession to Obtain Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363 and 364; (II) Grant Liens and Superpriority Administrative Expense Claims to DIP Lenders Pursuant to 11 U.S.C. §§ 364 and 507; (III) Modify Automatic Stay Pursuant to 11 U.S.C. §§ 361, 362, 363, 364 and 507; and (IV) Grant Related Relief* [ECF No. 527]. Certain of the Tranche 2 holdings amounts disclosed herein may include payment-in-kind (“PIK”) interest that has been paid on Tranche 2 of the DIP Loans; failure to include any PIK interest herein does not waive any rights with respect thereto.

⁴ This amount includes trades that are pending but have not yet settled.

Name ¹	Address	Nature and Amount of Disclosable Economic Interest ²		
		Senior Notes	DIP Loans Tranche 1 (“T1”) and Tranche 2 (“T2”) ³	Other
Glendon Capital Management L.P.	2425 Olympic Blvd., Suite 500E Santa Monica, CA 90404	\$6,070,000.00	N/A	N/A
GML Capital Group	22 Percy Street London, W1T 2BU United Kingdom	\$30,945,000.00	N/A	N/A
Investment Placement Group Inc.	350 10th Ave. Suite 1150 San Diego, CA 92101	\$11,160,000.00	N/A	N/A
Macquarie Investment Management	100 Independence – 610 Market Street Philadelphia, PA 19106-2354	\$7,500,000.00	T1: \$8,700,000.00 T2: \$7,002,270.72	N/A
Moneda Asset Management	Av. Isidora Goyenechea 3621 8th Floor Las Condes, Santiago de Chile	\$1,000,000.00	T1: \$10,293,053.48 T2: \$38,186,343.00	N/A
Sandglass Capital Advisors LLC	1133 Broadway, Suite 1528 New York, NY 10010	\$2,000,000.00	N/A	N/A
Seaport Global Securities LLC	360 Madison Avenue, 22nd Floor New York, NY 10017	\$1,000,000.00	N/A	N/A
Stone Harbor Investment Partners	31 West 52nd Street 17th Floor New York, NY 10019	\$4,921,000.00	N/A	N/A
Teachers Advisors, LLC	730 Third Avenue New York, NY 10017	\$14,000,000.00	T1: \$4,075,000.00 T2: \$3,310,552.35	N/A
VR Global Partners, L.P.	300 Park Avenue 16th Floor New York, NY 10022	\$95,021,000.00	T1: \$12,840,279.85 T2: \$49,658,285.35	N/A