

Objection Deadline: October 15, 2021

MORRISON & FOERSTER LLP

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*Special Counsel to the Official Committee
of Unsecured Creditors*

**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)

**THIRTEENTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP AS
SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD FROM AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	September 25, 2020 <i>nunc pro tunc</i> to July 15, 2020 [Docket No. 473]
Period for which Compensation and Reimbursement is Sought:	August 1, 2021 through August 31, 2021
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$27,397.50 (80% = \$21,918.00)

¹ The Debtors in these cases, along with each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; and Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$24.70
Total Compensation and Expenses to be Paid Under Interim Compensation Order:	\$21,942.70

This is a(n): X monthly ___ interim ___ final application. No prior application was filed for this Fee Period.²

² 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 *United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of December 1, 2013 (the “U.S. Trustee Guidelines”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 15, 2020*, dated September 25, 2020 [Docket No. 473] (the “Retention Order”), 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”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), special counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for services rendered and expenses incurred for the period from August 1, 2021 through and including August 31, 2021 (the “Fee Period”). By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$27,397.50 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 \$5,479.50, for a total fee request of \$21,918.00,³ and (b) reimbursement of \$24.70 for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period.

³ As an accommodation to the Committee, and consistent with applicable billing guidelines, Morrison & Foerster is not seeking payment for time spent reviewing its time entries for confidential information and compliance with billing guidelines.

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 Morrison & Foerster's attorneys and paraprofessionals during the Fee Period with respect to each of the project categories established by Morrison & Foerster in accordance with its internal billing procedures.
- **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 29.7 hours and incurred \$27,397.50 in fees in connection with these chapter 11 cases during the Fee Period. The blended hourly billing rates of attorneys and paraprofessionals for all services provided during the Fee Period are \$1,052.51 and \$400.00, respectively.⁴
- **Exhibit C** is a schedule setting forth the reimbursements sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement. The total amount of the expenses which Morrison & Foerster incurred or disbursed in connection with providing professional services to the Committee during the Fee Period is \$24.70.
- **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period. The time records are organized by project category and provide detailed daily entries describing the time spent by each attorney and paraprofessional.

Representations

2. Although every effort has been made to include all fees and expenses incurred by Morrison & Foerster 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, Morrison & Foerster 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) 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 and Patricia Bobadilla, Email: dmartinezm@aeromexico.com, mbobadilla@aeromexico.com; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Stephen Piraino, Email: timothy.graulich@davispolk.com, stephen.piraino@davispolk.com; (iii) counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Brett Miller, Todd Goren, Craig Damast and Debra Sinclair, Email: bmiller@willkie.com, tgoren@willkie.com, cdamast@willkie.com, dsinclair@willkie.com; (iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov; (v) counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn.: Richard J. Cooper, Luke A. Barefoot, Thomas S. Kessler, Email: rcooper@cgsh.com, lbarefoot@cgsh.com, tkessler@cgsh.com; and (vi) anyone else the Court may designate. Morrison & Foerster 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 Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019 (Juan Delgado; Email: jdelgado@mofocom; Benjamin Butterfield; Email: bbutterfield@mofocom; Katherine Richardson Arnould; Email: krichardson@mofocom), by no later than **October 15, 2021** (the

⁴ The blended hourly billing rates for attorneys and paraprofessionals are both derived by dividing the total fees by the total hours.

“Objection Deadline”). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amount 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 Morrison & Foerster 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, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$27,397.50 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 \$5,479.50, for a total fee request of \$21,918.00, together with reimbursement of expenses in the amount of \$24.70, and further requests such other and further relief as this Court deems necessary and just.

Dated: September 28, 2021
New York, New York

MORRISON & FOERSTER LLP

/s/ Benjamin W. Butterfield

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*Special Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A

Statement of Fees and Expenses by Project Category

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
5	Budgeting (Case)	3.40	\$2,695.00
6	Business Operations	1.00	\$975.00
7	Case Administration	18.50	\$19,175.00
11	Employment and Fee Applications	1.50	\$750.00
15	Meetings and Communications with Creditors	2.20	\$2,530.00
17	Plan and Disclosure Statement	0.50	\$575.00
24	Hearings	0.90	\$697.50
32	Time Entry Review	1.70	\$1,317.50
Total Incurred:		29.7	\$28,715.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):			\$(1,317.50)
Total Requested:		29.7	\$27,397.50

Exhibit B

Attorney and Paraprofessional Information

Name	Position with the Applicant	Year Admitted or No. of Years with Firm	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel						
Delgado, Juan Manuel	Partner	2006	Corporate	\$1,150.00	18.40	\$21,160.00
Butterfield, Benjamin	Of Counsel	2014	BRIG	\$975.00	1.30	\$1,267.50
Associates and Attorneys						
Richardson, Katherine	Associate	2019	BRIG	\$775.00	6.10	\$4,727.50
Paraprofessionals¹						
Guido, Laura	Senior Paralegal	13 ½ years	BRIG	\$400.00	3.90	\$1,560.00
Total Incurred:					29.7	\$28,715.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred):						\$(1,317.50)
Total Requested:²					29.7	\$27,397.50

¹ By agreement with the U.S. Trustee, Morrison & Foerster has capped the hourly rate of its paralegals in these cases at \$400.

² The blended rate for attorneys is \$1,052.51 per hour. The blended rate for paraprofessionals is \$400.00 per hour.

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
On-line Research - OTHER DATABASE - Pacer	\$13.70
Miscellaneous Disbursement - Internet service on plane	\$11.00
Total Requested:	\$24.70

Exhibit D

MORRISON | FOERSTER

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MORRISON & FOERSTER LLP
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LOS ANGELES, NEW YORK, PALO ALTO,
SAN DIEGO, SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO, WASHINGTON, D.C.

AEROVIAS DE MEXICO SOCIEDAD ANONIMA DE CAPITAL VARIABLE

Tax ID: [REDACTED]

Paseo de la reforma #243 piso 25
col. Cuauhtémoc, CP: 06500
Alcaldía Cuauhtémoc
CDMX

Taxpayer ID # [REDACTED]
Invoice Number: 6045236
Invoice Date: September 27, 2021

Client/Matter Number: 021093-0000001

Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

RE: BANKRUPTCY OF GRUPO AEROMEXICO

For Professional Services Rendered and Disbursements Incurred through August 31, 2021

	<u>U.S.Dollars</u>
Current Fees	28,715.00
Client Accommodation - Time Entry	(1,317.50)
Review	
Current Fees Value	27,397.50
Current Disbursements	24.70
Total This Invoice	27,422.20

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6045236
Invoice Date: September 27, 2021

Time Detail

Date	Services	Timekeeper	Hours	Value
Budgeting (Case)				
09-Aug-21	Revise case budget for interim period.	Butterfield, Benjamin	0.30	292.50
09-Aug-21	Prepare budget (1.2); correspond with B. Butterfield regarding same (.1).	Richardson Arnould, Ka	1.30	1,007.50
10-Aug-21	Correspond with B. Butterfield regarding budget (.1); correspond with J. Delgado regarding same (.2); draft transmittal to Committee chairperson regarding same (.2).	Richardson Arnould, Ka	0.50	387.50
12-Aug-21	Correspond with J. Delgado regarding budget (.1); correspond with Willkie regarding same (.2).	Richardson Arnould, Ka	0.30	232.50
16-Aug-21	Correspond with Willkie team regarding MoFo budget (.1); correspond with Committee chairperson regarding same (.2).	Richardson Arnould, Ka	0.30	232.50
25-Aug-21	Prepare prospective budget for fifth interim fee period.	Richardson Arnould, Ka	0.70	542.50
Total: 005	Budgeting (Case)		3.40	2,695.00
Business Operations				
04-Aug-21	Correspond with T. Goren (Willkie) regarding communications with Debtors in connection with marketing process (.2); analyze files regarding same (.8).	Butterfield, Benjamin	1.00	975.00
Total: 006	Business Operations		1.00	975.00
Case Administration				
04-Aug-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.2).	Guido, Laura	0.30	120.00
10-Aug-21	Participate on weekly call with Debtors' advisors regarding case status (.7); participate on call with Committee advisors regarding same (.6); correspond with internal working group regarding same (.5); participate on call with Debtors' Mexican counsel regarding case status (.7).	Delgado, Juan Manuel	2.50	2,875.00
10-Aug-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.4).	Guido, Laura	0.50	200.00
17-Aug-21	Participate on weekly call with Committee's Mexican counsel regarding case update (.6); participate on weekly call with Debtors' advisors regarding same (.9); prepare for (.4) and participate on (.6) weekly update call with Committee advisors; attend mediation session (.3).	Delgado, Juan Manuel	2.80	3,220.00

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Matter Number: 021093-0000001
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Invoice Number: 6045236
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Date	Services	Timekeeper	Hours	Value
17-Aug-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.4).	Guido, Laura	0.50	200.00
23-Aug-21	Prepare for (.6) and participate on (1.2) call with Debtors' Mexican counsel regarding case status; participate on call with Committee's Mexican counsel regarding same (.7).	Delgado, Juan Manuel	2.50	2,875.00
23-Aug-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.9).	Guido, Laura	1.00	400.00
24-Aug-21	Participate on weekly call with Committee's Mexican counsel regarding case update (.6); prepare for (.3) and participate on (.9) weekly call with Debtors' advisors regarding same; participate on weekly update call with Committee's advisors (.8); correspond with internal working group regarding same (.6); participate on weekly update call with Debtors' Mexican counsel (.5).	Delgado, Juan Manuel	3.70	4,255.00
28-Aug-21	Participate on call with noteholders and FTI regarding case update.	Delgado, Juan Manuel	0.50	575.00
30-Aug-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.4).	Guido, Laura	0.50	200.00
31-Aug-21	Participate on weekly call with Committee's Mexican advisors regarding case update (.4); participate on weekly call with Debtor's advisors regarding same (.8); prepare for (.3) and participate on (.7) weekly call with Committee advisors regarding same; participate on call with FTI and noteholders (1.0); participate on weekly update call with Debtors' Mexican counsel (.5).	Delgado, Juan Manuel	3.70	4,255.00
Total: 007	Case Administration		18.50	19,175.00
Employment and Fee Applications				
10-Aug-21	Prepare MoFo's July 2021 fee statement (.8); finalize, file and coordinate service of same (.3).	Guido, Laura	1.10	440.00
10-Aug-21	Correspond with M. Healy (FTI) regarding objection deadlines to May and June fee statements (.2); correspond with internal working group regarding MoFo July fee statement (.2).	Richardson Arnould, Ka	0.40	310.00
Total: 011	Employment and Fee Applications		1.50	750.00
Meetings and Communications with Creditors				
04-Aug-21	Participate on weekly Committee call regarding case status.	Delgado, Juan Manuel	0.70	805.00
11-Aug-21	Prepare for (.2) and participate on (.6) weekly Committee call regarding case status.	Delgado, Juan Manuel	0.80	920.00
18-Aug-21	Participate on weekly Committee call regarding case status.	Delgado, Juan Manuel	0.70	805.00

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Invoice Number: 6045236
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Date	Services	Timekeeper	Hours	Value
Total: 015	Meetings and Communications with Creditors		2.20	2,530.00
Plan and Disclosure Statement				
30-Aug-21	Participate on call regarding plan exclusivity.	Delgado, Juan Manuel	0.50	575.00
Total: 017	Plan and Disclosure Statement		0.50	575.00
Hearings				
02-Aug-21	Correspond with E. Jerrard (Davis Polk) regarding upcoming hearings.	Richardson Arnould, Ka	0.10	77.50
05-Aug-21	Review notice of September 20 hearing.	Richardson Arnould, Ka	0.10	77.50
06-Aug-21	Correspond with E. Jerrard (Davis Polk) regarding hearing on interim fee applications (.1); review notice in connection with same (.1); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	0.30	232.50
18-Aug-21	Correspond with J. Delgado and B. Butterfield regarding August 18 hearing (.2); review agenda in connection with same (.1).	Richardson Arnould, Ka	0.30	232.50
24-Aug-21	Correspond with B. Butterfield regarding upcoming hearing in connection with final approval of DAE motion.	Richardson Arnould, Ka	0.10	77.50
Total: 024	Hearings		0.90	697.50
Time Entry Review				
06-Aug-21	Review and revise MoFo July invoice for compliance with U.S. Trustee's guidelines (.4); correspond with internal working group regarding same (.1).	Richardson Arnould, Ka	0.50	387.50
09-Aug-21	Review revised MoFo July invoice (.3); correspond with B. Butterfield regarding same (.3); correspond with J. Delgado regarding same (.2).	Richardson Arnould, Ka	0.80	620.00
10-Aug-21	Correspond with J. Delgado and B. Butterfield regarding revisions to MoFo July invoice (.3); revise same (.1).	Richardson Arnould, Ka	0.40	310.00
Total: 032	Time Entry Review		1.70	1,317.50
			Current Fees	27,397.50

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Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6045236
Invoice Date: September 27, 2021

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
23905	Delgado, Juan Manuel	1,150.00	18.40	21,160.00
21823	Richardson Arnould, Ka	775.00	6.10	4,727.50
20018	Butterfield, Benjamin	975.00	1.30	1,267.50
13849	Guido, Laura	400.00	3.90	1,560.00
	Client Accommodation - Time Entry Review			(1,317.50)
	TOTAL		29.70	27,397.50



Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6045236
Invoice Date: September 27, 2021

Task Code Summary

Task Code	Description	Hours	Value
005	Budgeting (Case)	3.40	2,695.00
006	Business Operations	1.00	975.00
007	Case Administration	18.50	19,175.00
011	Employment and Fee Applications	1.50	750.00
015	Meetings and Communications with Creditors	2.20	2,530.00
017	Plan and Disclosure Statement	0.50	575.00
024	Hearings	0.90	697.50
032	Time Entry Review	1.70	1,317.50
	Client Accommodation - Time Entry Review		(1,317.50)
	TOTAL	29.70	27,397.50

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Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6045236
Invoice Date: September 27, 2021

Disbursement Detail

Date	Description	Value
31-Aug-21	On-line Research - OTHER DATABASE	13.70
13-Aug-21	Miscellaneous, B. Butterfield, Internet service on plane	11.00
Current Disbursements		24.70

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6045236
Invoice Date: September 27, 2021

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	27,397.50
Total Disbursements	24.70
Total Amount Due	<hr/> 27,422.20 <hr/>

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6045236
Invoice Date: September 27, 2021

For your convenience, we have listed below previous invoices on this matter that remain outstanding at this time according to our records. If you have already submitted payment, we appreciate your promptness. Should you note any discrepancies or if we can provide additional assistance, please call our Client Accounting team at (415) 268-6446 or (866) 314-5320.

Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
30-Sep-20	5949491	USD	993,326.30	884,872.48	108,453.82
29-Oct-20	5956137	USD	422,657.70	381,371.12	41,286.58
30-Nov-20	5964422	USD	259,825.20	232,649.02	27,176.18
23-Dec-20	5972347	USD	389,963.80	350,087.82	39,875.98
25-Jan-21	5978782	USD	368,303.25	330,309.62	37,993.63
26-Feb-21	5987007	USD	470,871.00	376,765.60	94,105.40
02-Apr-21	5995304	USD	793,735.66	635,882.00	157,853.66
07-May-21	6003763	USD	777,468.23	622,059.00	155,409.23
08-Jun-21	6013021	USD	825,128.40	661,755.20	163,373.20
23-Jul-21	6027175	USD	52,588.50	42,072.00	10,516.50
23-Jul-21	6027177	USD	41,710.00	33,410.00	8,300.00
10-Aug-21	6030926	USD	38,817.90	0.00	38,817.90