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Special Aviation Counsel for Grupo Aeroméxico, S.A.B. de C.V., et al.

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

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In re	:	Chapter 11
	:	
GRUPO AEROMÉXICO, S.A.B. de C.V., et	:	Case No. 20-11563 (SCC)
al.,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
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**NOTICE OF ELEVENTH MONTHLY STATEMENT OF WHITE & CASE LLP
AS SPECIAL AVIATION COUNSEL TO THE DEBTORS FOR COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM JUNE 1, 2021 THROUGH AND INCLUDING JUNE 30, 2021**

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

Name of Applicant:	White & Case LLP
Authorized to Provide Professional Services as:	Special Aviation Counsel to the Debtors
Authorized to Provide Services to:	Grupo Aeroméxico, S.A.B. de C.V., et al.
Date of Retention	Order entered on September 23, 2020 authorizing retention <i>nunc pro tunc</i> to the petition date, June 30, 2020, Docket No.456
Period for which Compensation and Expenses are Sought:	June 1, 2021 through June 30, 2021
June Compensation Requested:	\$826,573.50
Less 20% Holdback:	\$165,314.70
June Compensation Net of Holdbacks	\$661,258.80
Total June Compensation Net of Holdbacks:	\$661,258.80
Expenses Requested:	\$2,293.19
Total Compensation and Expenses (Net of Holdbacks):	\$663,551.99

In accordance with 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**”),² White & Case LLP (the “**W&C**” or the **Firm**”) hereby submits this Eleventh monthly statement (the “**Eleventh Monthly Statement**”), seeking compensation for services rendered and reimbursement of expenses incurred as special aviation counsel to the Debtors, for the period June 1, 2021 through June 30, 2021 (the “**Eleventh Monthly Period**”). By this Eleventh Monthly Statement, and after taking into account certain voluntary reductions, W&C seeks payment in the amount of \$663,551.99, which comprises (i) 80% of the total amount of compensation sought for actual and necessary services rendered during the Eleventh Monthly Period and (ii) reimbursement of 100% of actual and necessary expenses incurred in accordance with such services.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed in such terms in the Interim Compensation Order.

SERVICES RENDERED AND EXPENSES INCURRED

1. Attached hereto as **Exhibit A** is a summary of the Firm professionals by individual, setting forth the (a) name and title of each individual who provided services for the Eleventh monthly Period, (b) aggregate hours spent by each individual, (c) hourly billing rate for each such individual in the Firm current billing rates, (d) amount of fees earned by each Firm professional, and (d) year for each attorney. The blended hourly billing rate of the Firm timekeepers from June 1, 2021 to June 30, 2021 is approximately \$937.³

2. Attached hereto as **Exhibit B** is a summary of the services rendered and compensation sought, by project category for the Eleventh Monthly Period.

3. Attached hereto as **Exhibit C** is a summary of expenses incurred and reimbursement of expenses sought, by expense type, for the Eleventh Monthly Period.

4. Attached hereto as **Exhibit D** are itemized time records of the Firm professionals for the Eleventh Monthly Period and summary materials related thereto.

5. Attached hereto as **Exhibit E** is an itemized record of all expenses for the Eleventh Monthly Period.

NOTICE OF OBJECTION PROCEDURES

6. Notice of this Eleventh Monthly Statement shall be given to the following parties (the “**Application Recipients**”): (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

³ The blended rate is comprised of all Firm timekeepers who provided services during the Eleventh Monthly Period and represents a weighted average.

York 10017, Attn.: Timothy Graulich and Stephen Piraino, Email: timothy.graulich@davispolk.com, stephen.piraino@davispolk.com; (iii) counsel to the Committee, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn.: Brett Miller, Todd Goren, Erica Richards and Benjamin Butterfield, Email: brettmiller@mofo.com, tgoren@mofo.com, erichards@mofo.com, bbutterfield@mofo.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; and (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.

7. If no objections to the Eleventh Monthly Statement are received by the Objection Deadline, the Debtors shall pay the Firm 80% of the fees identified in this Eleventh Monthly Statement.

8. To the extent an objection to this Eleventh Monthly Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Eleventh Monthly Statement to which the Objection is directed and promptly pay the remainder of the fees and expenses in the percentages set forth above pursuant to the terms of the Interim Compensation Order. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

Dated: September 30, 2021

Respectfully submitted,

WHITE & CASE LLP

By: /s/ John K. Cunningham

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*Special Aviation Counsel for Grupo Aeroméxico,
S.A.B. de C.V., et al.*

EXHIBIT A

June 1, 2021 through June 30, 2021

Name	Position	Year Admitted	Area of Expertise	Sum of Hours	Average of Rate	Sum of Amount
Andreeva, Anna	Partner	2005	Asset Finance	79.00	1,200.00	94,800.00
Boone, Robbie	Associate	2013	FRI	8.90	1,045.00	9,300.50
Collins, Simon	Partner	1998	EIPF	20.00	1,260.00	25,200.00
Farol, Angela	Legal Assistant	N/A	Asset Finance	63.20	385.00	24,332.00
Ferguson, Terrel	Associate	2020	EIPF	51.70	730.00	37,741.00
Godly, Jeffrey	Associate	2018	EIPF	38.10	920.00	35,052.00
Grotts, David	Associate	2011	Asset Finance	12.10	1,085.00	13,128.50
Hansen, Christian	Partner	1992	Asset Finance	60.50	1,390.00	84,095.00
Hayden, James	Partner	1985	Tax	4.20	1,390.00	5,838.00
Kaplan, Jeff	Associate	2017	EIPF	54.70	940.00	51,418.00
Kinder, Kevin	Associate	2018	Asset Finance	15.10	835.00	12,608.50
Ledesma, Maricela	Legal Assistant	N/A	Asset Finance	15.40	330.00	5,082.00
Martinez, Joan	Associate	2017	EIPF	128.40	920.00	118,128.00
Maury, Andrew	Associate	2018	Asset Finance	70.80	835.00	59,118.00
Renzi, Ignazio	Associate	2019	Asset Finance	65.90	730.00	48,107.00
Reznick, Matt	Associate	2020	Asset Finance	89.20	730.00	65,116.00
Smith, Richard	Partner	1981	Asset Finance	49.30	1,390.00	68,527.00
Venes, Aileen	Legal Assistant	N/A	FRI	9.40	330.00	3,102.00
Wolynski, Todd	Partner	2007	Asset Finance	54.90	1,200.00	65,880.00
Grand Total				890.80	937.20	826,573.50

EXHIBIT B

Project Category Totals for June 1, 2021 through June 30, 2021

Project Category	Name	Sum of Hours	Average of Rate	Sum of Amount
Long-term fleet restructuring	Andreeva, Anna	79.00	1,200.00	94,800.00
	Collins, Simon	20.00	1,260.00	25,200.00
	Farol, Angela	63.20	385.00	24,332.00
	Ferguson, Terrel	51.70	730.00	37,741.00
	Godly, Jeffrey	38.10	920.00	35,052.00
	Grotts, David	12.10	1,085.00	13,128.50
	Hansen, Christian	60.50	1,390.00	84,095.00
	Hayden, James	4.20	1,390.00	5,838.00
	Kaplan, Jeff	54.70	940.00	51,418.00
	Kinder, Kevin	15.10	835.00	12,608.50
	Martinez, Joan	128.40	920.00	118,128.00
	Maurry, Andrew	70.80	835.00	59,118.00
	Renzi, Ignazio	65.90	730.00	48,107.00
	Reznick, Matt	89.20	730.00	65,116.00
	Smith, Richard	49.30	1,390.00	68,527.00
	Wolynski, Todd	54.90	1,200.00	65,880.00
Long-term Fleet Restructuring Total		872.50	944.13	814,171.00
Retention and Fee Applications	Boone, Robbie	8.90	1,045.00	9,300.50
	Venes, Aileen	9.40	330.00	3,102.00
Retention and Fee Applications Total		18.30	687.50	12,402.50
Grand Total		890.80	937.20	826,573.50

EXHIBIT C

Summary of Expenses for June 1, 2021 through June 30, 2021

Expense Category	Total Expenses
Miscellaneous Other	\$1,062.00
Outsourced WP Center	\$544.95
Printing	\$98.84
Taxi – Business	\$72.94
UCC Filing Fees	\$514.46
Grand Total:	\$2,293.19

EXHIBIT D

Aerovias de Mexico, S.A. de C.V.
Av Paseo de la Reforma, No 243, Piso 25
Col. Cuauhtemoc
06500 Ciudad de México
Mexico

Marco Antonio Campos

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T +1 305 371 2700

Federal Identification Number:
13-5605970

whitecase.com

RE:	Fleet Restructuring - Chapter 11	INVOICE NUMBER:	1400-21-01338
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OUR REF:	1501275-0049	INVOICE DATE:	30 September 2021
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Tax ID	AME880912I89
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For professional services for the period 1 June 2021 through 30 June 2021

USD

TOTAL PROFESSIONAL FEES:	826,573.50
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COSTS AND DISBURSEMENTS:	2,293.19
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TOTAL DUE:	828,866.69
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Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

For professional services for the period ending 30 June 2021

Summary of Services By Code

Description	HOURS	AMOUNT
Long-term fleet restructuring	872.50	814,171.00
Retention and Fee Applications	18.30	12,402.50
TOTAL:	890.80	826,573.50

Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

DATE	DESCRIPTION	TIMEKEEPER	HOURS
Long-term fleet restructuring			
1 June 2021	Draft letter for Boeing regarding delivery delays on 737MAX deliveries (1.2); draft letters for Merx and BBAM regarding pace of deliveries of 737NGs (1.6); review and analyze Ex-Im Bank guarantee claims issue (0.8); review terms of Embraer engagement as advisor to the Brazilian Ministry of Finance in connection with restructuring of 10 aircraft BNDES facility (1.4).	C Hansen	5.00
1 June 2021	Calls with NTTF and Lender counsel regarding MSN 44426, 43861 in order to discuss acceptable changes to term sheets, reimbursement of legal fees and return conditions.	S Collins	1.50
1 June 2021	(Long-term Fleet restructuring) Coordinate the delivery of AerCap MSN 43754 (0.5); correspondence with ALC re: revisions to the ALC lease to address changes to the rental payments (0.4); coordinate with W&C team on finalizing the ALC lease (0.8); correspondence with Aeromexico re: outstanding CPs for the ALC delivery (0.2); coordinate with Davis Polk on the motion and order for the restructured Carlyle lease (0.3); review feedback from EXIM's counsel on the insured claims from vendors (0.4); call with Skyworks to discuss EXIM's feedback (0.3); follow-up correspondence with Vedder Price re: insured claims (0.4); attend Fleet strategy call with Skyworks and Aeromexico (1.0); review and comment on the revised SMBC AC lease (1.2); coordinate with W&C team on distributing same to SMBC AC (0.6); call with Aeromexico re: induction of AerCap ESN 956523 into the shop (0.2); discussion with W&C team re: application of Santander's cash collateral against outstanding interest on MSNs 43754 and 43711 (0.2); respond to Aeromexico's inquiry re: Santander's outstanding interest and other amounts (0.3); correspondence with Davis Polk re: Clover's unsecured claims (0.1); follow up on the draw under the Carlyle letter of credit (0.1); coordinate on the Embraer NDA (0.1); discussion with W&C team re: upcoming delivery of AerCap MSN 43714 (0.2).	A Andreeva	7.30
1 June 2021	Email with AMX re: Beatech side letter (0.1); email with Skyworks re: TN LOI (0.1); call with AMX re: Beatech side letter (0.2); edit Beatech side letter (0.2); edit TN LOI per conversation with AMX and Skyworks (0.2); email with AMX re: Beatech side letter changes (0.1); attend Fleet decisions call with AMX and Skyworks to discuss TrueNoord LOI, GECAS LOI, ALC delivery, Orix LOI, JSA amendments, Merx, BBAM, and overview of workflows. (1.4); email with TrueNoord re: updated LOI (0.1); further edits to Beatech side letter (0.1).	T Wolynski	2.50
1 June 2021	Review and revise ALC MSN 43371 lease, lease deliverables and checklist and coordinate same with ALC and team, and confirm all CPs are in place for delivery on 6/2/2021 (4.1); review and revise TrueNoord Lease (1.8); review and revise SMBC MSN 43706 lease (1.7).	J Kaplan	7.60
1 June 2021	Coordinate and correspond with all parties re: AerCap deliveries, attend closing call re: MSN 43754 and review executed and dated versions of MSN 43754 documents (3.6); prepare revised drafts of BBAM Leases for MSNs 39017 and 39018 (1.2); review and respond to correspondence re: Fuyo A&R Lease (0.2).	J Martinez	5.00
1 June 2021	Draft leases for AMX-BBAM re: MSN 39017 and MSN 39018.	T Ferguson	2.10
1 June 2021	Review comments to Embraer NDA and prepare markup of the same	I Renzi	2.70

Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

DATE	DESCRIPTION	TIMEKEEPER	HOURS
	(0.9); draft correspondence regarding Carlyle letter of credit (0.3); attend call to discuss Ex-Im claims and draft correspondence regarding the same (0.8); draft and review correspondence regarding AerCap delivery and conditions precedent (0.3); draft correspondence regarding GENx ESN 956253 induction (0.2); draft correspondence regarding ESN 956321 Lease Extension and Amendment (0.2).		
1 June 2021	Finalize W&C Opinions for the JSA delivered aircraft (1.4); review and revise the Insurance Certificates for JSA delivered aircraft (0.4); correspond with parties in anticipation of closing the delivered JSA aircraft (1.8); prepare closing set for the JSA delivered aircraft (3.7); prepare warranty documents for MSN 43709 (3.2); correspond with parties regarding the warranty documents (0.8).	M Reznick	11.30
1 June 2021	[AMX/Santander] Send emails to Boeing re: IR consents for MSNs 43711 and 43754 (0.4); review and file IR registrations for MSNs 43711 and 43754 and engines (0.6); pull and obtain priority search certificates for MSNs 43711 and 43754 and send to J. Martinez (0.8); review and save executed versions of MSNs 43711 and 43754 closing documents into iManage (1.1).	A Farol	2.90
1 June 2021	(AMX/JSA) Review closing checklist and A&R Lease Agreement for MSN 36699 (0.5); prepare draft of UCC1 for MSN 36699 and send to J. Leong and M. Reznick for review (0.3).	A Farol	0.80
1 June 2021	[AMX/AerCap] Prepare and review drafts of closing documents for MSNs 43756 and 43715 (1.2); prepare signature pages for MSN s 43756 and 43715 (0.9).	A Farol	2.10
2 June 2021	Call with SW and W&C regarding JOLCO restructurings (1.5); attend Fleet strategy call with SkyWorks and Aeromexico (1.0); review Boeing Supplemental Agreement that implements agreements reached in purchase agreement restructuring (1.3); correspondence with SkyWorks regarding Ex-Im insurance claims (1.1).	C Hansen	4.90
2 June 2021	Multiple calls and emails with Lender and equity counsel for MSN 43861, 44426 and 44427 (1.5); review term sheet comments on MSN 43859, 43861 and 44426 (0.9).	S Collins	2.40
2 June 2021	(Long-term Fleet restructuring) Review and respond to Aeromexico's question re: induction of ESN 956253 into the shop (0.5); review NRF's supplemental mark-up of the Carlyle lease (0.1); coordinate the closing of the delivery of ALC msn 43371 (0.4); attend Fleet strategy call with Skyworks and AMX (0.7); correspondence with Skyworks re: EXIM's claims (0.1); coordinate with W&C team re: leases for the remaining ALC aircraft (0.1); correspondence with Skyworks re: status of the restructured lease for Carlyle (0.1); call with Skyworks re: JOLCO counterparties' proposals (0.7).	A Andreeva	2.70
2 June 2021	Edit Beautech letter per AMX instructions (0.5); call with Skyworks and AMX to discuss ALC, Ex-Im, Carlyle, MTU and Truenoord Agreement (0.7); draft MTU agreement and side letter for Truenoord (1.5).	T Wolynski	2.70
2 June 2021	Email correspondence with team re: UCC filings.	D Grotts	0.20
2 June 2021	Coordinate delivery and CPs for the ALC MSN 43371 aircraft and attend closing call (3.7); review and revise SMBC MSN 43706 lease and distribute to SMBC (0.9); review and revise TrueNoord Lease (2.0).	J Kaplan	6.60

Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

DATE	DESCRIPTION	TIMEKEEPER	HOURS
2 June 2021	Coordinate/correspond with all parties re: AerCap post-closing requirements and PDP deliverables (1.0); prepare revised drafts of BBAM Leases (0.7).	J Martinez	1.70
2 June 2021	Internal emails with J. Martinez and A. Maury re: Clover-AMX outstanding CPs (0.2); email I. Hernandez re: signatures to AMX in-house legal opinions for MSNs 43705, 43708 and 43710 (0.2); emails with S. Parra re: MSN 39002 DPOA (0.3).	K Kinder	0.70
2 June 2021	Review and revise insurance certificate re: MSN 31713 lease (0.6); review leases and send to opposing counsel re: MSN 39018 and 39018 (0.5); draft A&R lease re: MSN 34954 (6.7).	T Ferguson	7.80
2 June 2021	Draft correspondence regarding BBAM and AerCap Lease Agreements (0.2); draft correspondence regarding Ex-Im claims (0.2); draft correspondence regarding MUFG LOI (0.3); draft correspondence regarding UCC's JOLCO document request (0.2).	I Renzi	0.90
2 June 2021	(Long-term Fleet restructuring) Review and revise CPs to MSN 43709 (2.8); correspond with parties regarding such CPs (1.1); review and revise CPs to the Avolon aircraft (3.2); correspond with parties regarding such CPs (0.8).	M Reznick	7.90
2 June 2021	[AMX/AerCap] Prepare and review drafts of closing documents for MSNs 43715 and 43716 (1.6); prepare signature pages for 43715 and 43716 (0.7).	A Farol	2.30
2 June 2021	[AMX/JSA] Prepare and review UCC1s, Schedules A and blacklines for MSNs 36699, 36705, 36706, 36880, 37753 and 43704 and send to M. Reznick (2.6); prepare and review UCC1s, Schedules A and blacklines for MSNs 43709, 43712 and 43755 and send to M. Reznick (1.8).	A Farol	4.40
3 June 2021	Attend Fleet Decisions call with SkyWorks and Aeromexico (1.0); review simulator negotiations (0.5).	C Hansen	1.50
3 June 2021	Review overnight emails, review lender and equity comments on term sheets (0.8); call with AMX team to discuss status of 5 JOLCO restructuring and next steps (0.7).	S Collins	1.50
3 June 2021	(Long-term Fleet restructuring) Discussion with Skyworks re: open issues in the EXIM and MUFG LOIs (0.5); follow up correspondence on the lease amendment for GENx ESN 956321 (0.2); correspondence with Skyworks and Davis Polk re: lease extension for the Flight Safety simulator (0.4); call with W&C team re: status of the various work streams (0.5); coordinate a response to the documentation request from counsel to the Unsecured Creditors Committee (0.6); attend Fleet strategy call with Aeromexico and Skyworks (1.0).	A Andreeva	3.20
3 June 2021	Review side letter for Avolon leases (0.1); edit GECAS Term Sheet (2.0); email with AMX re: Beautech side letter (0.1); update call with M. Reznick re: JSA and Avolon status (0.1); call with AMX re: BBAM and Merx acceptance (0.1); email with Skyworks re: GECAS term sheet (0.1); email with Skyworks re: Chorus MTU Agreement (0.1).	T Wolynski	2.60
3 June 2021	Attend internal W&C status call and review notes re same (0.6); review and revise TrueNoord lease for MSN 19000672 (2.7).	J Kaplan	3.30
3 June 2021	Respond to queries re: holdover rent for FlightSafety simulator (0.5);	J Godly	1.00

Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

DATE	DESCRIPTION	TIMEKEEPER	HOURS
	attend internal status call re: long term Fleet restructuring (0.5).		
3 June 2021	Prepare revised draft of Amended and Restated BBAM Lease in respect of MSN 34954 and correspond with T. Wolynski and T. Ferguson re: same (4.8); call with White & Case team to discuss status/next steps (0.3); review BBAM delivery CPs of MSN 31713 (0.3); call with J. Kaplan re: ALC workstream and review documents re: same (0.5).	J Martinez	5.90
3 June 2021	Email T. Wolynski re: latest delivery update for MSN 39002 (0.1); prepare for and participate in W&C internal conference call re: AMX Fleet restructuring (0.5); emails with Z. Jackson re: MSN 39002 delivery and certificate of insurance (0.3); review signature and prepare final compiled copy of MSN 43705 AMX in-house legal opinion (0.3); review signature and prepare final compiled copy of MSN 43708 AMX in-house legal opinion (0.3); review signature and prepare final compiled copy of MSN 43710 AMX in-house legal opinion (0.3); prepare comparisons for AMX in-house legal opinions for MSNs 43708 and 43710 (0.2); email CC re: Clover-AMX lease agreements, lease amendments, AMX officer certificates and AMX in-house opinions in escrow (0.4); email I. Hernandez re: AEP codes for MSNs 43705, 43708 and 43710 (0.1); update MSN 39002 closing checklist (0.3); review and save MSN 39002 OP corporate documents (0.3); internal call with M. Reznick re: status of 3x AMX-Merx aircraft deliveries and documentation (0.3).	K Kinder	3.40
3 June 2021	Attend bi-weekly meeting re: lease status updates (0.3); compile closing documents and attend to closing issues re: delivery of MSN 31713 (2.1); review ferry flight agreement re: MSN 31713 (0.6).	T Ferguson	3.00
3 June 2021	Attend call to discuss AMX work streams (0.2); draft correspondence regarding UCC's JOLCO, Ex-Im, and MUFG document requests (1.6); draft correspondence regarding Ex-Im claim matters (0.6); draft correspondence regarding ESN 956321 Lease Extension and Amendment (0.3); draft correspondence regarding GECAS and MUFG LOIs (0.3); draft correspondence regarding Embraer NDA (0.2); review Chorus' markup of Lease Amendment (0.5); draft correspondence regarding tripartite Chorus/AMX/MTU side letter (0.2); draft correspondence regarding ESN 956449 replacement mechanics (0.3).	I Renzi	4.20
3 June 2021	(Long-term Fleet restructuring) Review and revise the closing checklist for the JSA aircraft (1.8); review and revise CPs to MSN 43709 (3.9); review and revise CPs to the Avolon aircraft (2.2).	M Reznick	7.90
3 June 2021	[AMX/AerCap] Prepare and review drafts of closing documents for MSNs 43758, 43759 and 43760 (2.9); prepare signature pages for MSNs 43758, 43759 and 43760 (2.0).	A Farol	4.90
3 June 2021	(AMX/Avolon) Prepare UCC1s and Schedule A for MSNs 43657 and 43659 and send to M. Reznick.	A Farol	0.80
4 June 2021	Review and revise Clover claims motion (0.3); review Funds Flow and JSA credits for MSN 43709 and review and revise funds flow and excess funds credit memo (1.6).	R Smith	1.90
4 June 2021	Review and respond to term sheet comments for MSN 43861, 44426 and 43860.	S Collins	1.80
4 June 2021	(Long-term Fleet restructuring) Call with Davis Polk, Skyworks and	A Andreeva	1.60

Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

DATE	DESCRIPTION	TIMEKEEPER	HOURS
	AlixPartners re: EXIM's proposal on the short-term insurance claims (0.4); correspondence with Vedder re: assignment of claims from insured vendors (0.2); correspondence with Carlyle re: status of the A&R lease (0.1); follow up correspondence with ALC on the spare engine side letter (0.1); correspondence with Aeromexico's insurance team re: certificates for the ALC spare engine (0.1); review documentation for the MUFG and EXIM transactions in response to the UCC's request (0.4); coordinate with W&C team on the lease amendment and extension for ESN 956321 (0.1); coordinate with J. Godly on revising the LOIs for the Yamasa and JA Mitsui JOLCOs (0.2).		
4 June 2021	Call with AMX re: BBAM delivery (0.1); email with T. Ferguson re: BBAM delivery (0.1); call with Skyworks re: Chorus MTU Agreement (0.1); review email from Skyworks re: Chorus MTU Agreement (0.1); edit GECAS Term Sheet per Skyworks comments (0.5); email with K. Kinder re: Merx storage arrangements (0.1); email with A. Andreeva and Skyworks re: amendments to GECAS CTA (0.2); email with T. Ferguson re: GECAS amendments in Term Sheet (0.1); call with T. Ferguson re: GECAS TS edits (0.1).	T Wolynski	1.40
4 June 2021	Review and revise Yamasa and Mitsui JOLCO Summary of Terms.	J Godly	1.70
4 June 2021	Review BBAM delivery CPs to MSN 31713 (0.5); prepare revised draft of Fuyo A&R Lease and correspond with Fuyo/Holland & Knight re: same (1.6).	J Martinez	2.10
4 June 2021	Review email from Z. Jackson re: MSN 39002 scheduled delivery (0.1); emails with T. Wolynski re: MSN 39002 rent storage credit and scheduled delivery (0.2); email Z. Jackson re: MSN 39002 scheduled delivery and request for side letter or acceptance certificate revision re: rent storage credit (0.2); email I. Hernandez re: MSN 39002 CPs and delivery (0.2); prepare updated compiled copies of MSN 39002 AMX in-house opinion and AMX officer certificate (0.3); emails with H&K/Merx re: MSN 39002 delivery and outstanding CPs (0.3); review revised draft of MSN 39002 acceptance certificate and email A. Green re: same (0.4); review email from I. Hernandez and email A. Green re: release of AMX signatures to MSN 39002 documents (0.3); coordinate closing matters for MSN 39002 (0.4).	K Kinder	2.40
4 June 2021	Review and coordinate final issues in preparation for delivery re: MSN 31713 (0.9); review current leases, term sheet and LOI re: GECAS restructuring aircrafts (1.9).	T Ferguson	2.80
4 June 2021	Attend call to discuss Ex-Im short-term claims (0.6); draft correspondence regarding Avolon and JSA conditions precedent (1.2); draft correspondence regarding UCC's JOLCO, Ex-Im, and MUFG document requests (1.7); draft correspondence regarding ESN 956321 Lease Extension and Amendment (0.3); draft correspondence regarding Embraer NDA (0.2); draft correspondence regarding GECAS LOI (0.1).	I Renzi	4.10
4 June 2021	AMX/AerCap Review and revise signature pages for MSNs 43756, MSN 43715, 43716, 43758, 43759 and 43760 (1.8); prepare and review signature packets and send to J. Martinez (1.8); prepare blacklines of closing documents for MSNs 43756, MSN 43715, 43716, 43758, 43759 and 43760 (3.2).	A Farol	6.80
4 June 2021	[AMX/JSA] Final review of UCC1s for MSNs 36699, 36705, 36706, 36880, 37753 and 43704 (0.4); prepare email and send UCC1s to CSC	A Farol	0.60

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	for filing with DC Recorder of Deeds (0.2).		
5 June 2021	Revise Mitsui and Yamasa Summary of Terms.	J Godly	1.30
6 June 2021	Draft correspondence and search for relevant documents regarding UCC's JOLCO, Ex-Im, and MUFG document requests.	I Renzi	1.30
7 June 2021	Review funds flow and JSA credits (0.7); review Clover claims motion (0.2); telephone conference with S. Prakash re: funds flow (0.4); review price and rent redaction (0.7); review Santander claims (0.3); review and revise funds flow (0.8).	R Smith	3.10
7 June 2021	Further calls with Lender and Equity and responding to queries on comments on term sheet.	S Collins	1.70
7 June 2021	(Long-term Fleet restructuring) Internal call with W&C team to discuss status of the different Fleet-side work streams (0.3); correspondence with DAE re: AMX form lease (0.1); discussion with Skyworks and Davis Polk re: lease extension for the Flight Safety simulator (0.4); coordinate revisions to the MUFG LOI (0.2); attend Fleet strategy call with Aeromexico and Skyworks (1.0); call with Aeromexico re: ALC spare engine side letter (0.3); coordinate with W&C team on reviewing Aeromexico's services agreements with MROs for indemnity obligations (0.2).	A Andreeva	2.50
7 June 2021	Email with A. Maury re: JSA delivery (0.1); email with A. Maury re: JSA Lease Amendment (0.1); internal W&C call re: lease and LOI status (0.3); call with Skyworks and AMX re: engine issues, JSA amendment, BBAM delivery and GENx engines (1.5); edit GECAS TS to reflect CTA amendments (0.2); review of Merx Acceptance Cert for storage credit (0.1); email with Skyworks re: GECAS TS (0.1); review of JSA lease amendment (0.2); call with A. Maury re: JSA Lease Amendment (0.1).	T Wolynski	2.70
7 June 2021	Attend internal W&C status call and review notes re same (0.6); review and revise TrueNoord lease for MSN 19000672 (5.3); coordinate post-delivery deliverables for ALC MSN 43371 (1.2).	J Kaplan	7.10
7 June 2021	Draft revisions to the Yamasa JOLCO LOI and Mitsui LOI.	J Godly	0.60
7 June 2021	Coordinate and correspond with all parties re: AerCap CPs/post-closing deliverables and PDP restructuring deliverables (0.9); call with W&C team to discuss status/next steps (0.3); correspond with M. Garcia re: ALC duplicated Leases (0.2).	J Martinez	1.40
7 June 2021	Prepare for and participate in internal W&C conference call re: AMX Fleet restructuring (0.3); emails with T. Wolynski re: MSN 39002 acceptance certificate (0.2); email I. Hernandez re: MSN 39002 AEP codes (0.1); review email from I. Hernandez re: MSN 39002 AEP codes and email Z. Jackson re: same (0.3); update MSN 39002 closing checklist (0.3); prepare MSN 39002 closing PDF set and email I. Renzi re: same (0.9).	K Kinder	2.10
7 June 2021	Attend internal W&C all hands call (0.3); review correspondence from M. Reznick regarding coverage for JSA delivery of MSN 43709 and draft correspondence to T. Wolynski regarding the same (0.7); revise Lease Amendment No. 1 and IPA Letter Agreement for MSN 43709 per comments from JSA and draft correspondence to R. Smith and T. Wolynski for review (1.4); call with R. Smith to discuss comments to	A Maury	5.10

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	Lease Amendment and revise accordingly, prepare signature pages and coordinate execution and courier to FAA counsel of the same with AMX and JSA (1.0); revise Funds Flow Memo per comments from R. Smith and draft correspondence facilitating internal review (0.8); review CP deliverables and revise closing checklist in respect of the MSN 43709 Delivery (0.9).		
7 June 2021	Attend meeting re: lease status updates (0.3); review term sheet and leases re: GECAS restructuring (0.6); create closing set re: AMX-ALC MSN 43371 (1.5).	T Ferguson	2.40
7 June 2021	Attend meeting to discuss AMX work streams (0.3); draft correspondence regarding JSA IPA Amendment and MSN 43709 Delivery (1.1); draft correspondence and search for relevant documents regarding UCC's JOLCO, Ex-Im, and MUFG document requests (0.7); draft correspondence regarding ESN 956321 Lease Extension and Amendment (0.4); draft correspondence regarding GECAS LOI (0.2); draft correspondence regarding MUFG LOI (0.3).	I Renzi	3.00
7 June 2021	Review emails (0.2); assist M. Reznick with JSA documents (1.2); prepare ALC draft lease agreements for J. Martinez (1.6).	M Ledesma	3.00
8 June 2021	Review and revise JSA deliveries and related PDP financing payments for 43709, 43712 and 43755 (1.8); attend Fleet decisions call with AMX and SkyWorks I (1.3); call with C. Kiley of Natixis regarding PDP pay-offs (1.4); review and revise Embraer NDA (acting as advisors to the Brazilian Ministry of Finance) (1.5).	C Hansen	6.00
8 June 2021	Conference call re: delivery of JSA MSN 43709 (0.5); review funds flow and JSA credit for MSN 43709 (1.3).	R Smith	1.80
8 June 2021	Review and respond to queries from Lenders and Equity regarding current status of term sheets for restructuring JOLCO (0.7); calls with all parties MSN 44426 and 43861 (0.5); review status update from AMX team (0.3).	S Collins	1.50
8 June 2021	(Long-term Fleet restructuring) Finalize the revised draft of the lease amendment for ESN 956321 (0.5); review analysis of the indemnity provisions in Aeromexico's MRO agreements (0.1); attend Fleet strategy call with Skyworks and Aeromexico (1.1); review and comment on the LOIs with Yamasa and JA Mitsui (0.6); call with ALC re: spare engine side letter (0.2); review and revise the ALC spare engine side letter (0.3).	A Andreeva	2.80
8 June 2021	Emails with A. Maury re: CPs for JSA closing (0.5); email with R. Smith re: JSA pro forma invoice (0.1); email with HK re: JSA conditions precedent (0.1); email with AMX re: JSA insurance certificates (0.1); review BBA technical acceptance certificate (0.1); email with Skyworks re: BBAM delivery (0.1); email with AMX re: JSA conditions precedent (0.1); email with Skyworks re: spare engine in GECAS LOI (0.2); call with A. Maury re: conditions precedent for JSA Lease delivery (0.1); email with R. Smith and A. Maury re: Boeing deliverables for JSA (0.1); call with R. Smith, J. Martinez and A. Maury re: JSA checklist (0.5); call with AMX and Skyworks re: potential Fleet rejections, GECAS Engines, JOLCO issues and status overview of all transactions (1.1); edit GECAS LOI for spare engine issue (0.3); call with Skyworks re: Avolon unsecured claims (0.1).	T Wolynski	3.50
8 June 2021	Review and revise TrueNoord lease for MSN 19000672 (2.1);	J Kaplan	3.10

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	coordinate post-delivery deliverables for ALC MSN 43371 (1.0).		
8 June 2021	Revise Yamasa and Mitsui JOLCO LOIs.	J Godly	0.70
8 June 2021	Coordinate and correspond with all parties re: AerCap CPs to MSN 43714 and remaining CPs to PDP restructurings.	J Martinez	1.80
8 June 2021	Internal correspondence with T. Wolynski re: upcoming Merx deliveries (0.1); update MSN 39002 closing checklist (0.2); finalize draft of MSN 39164 AMX in house legal opinion and email same to H&K (0.3); finalize draft of MSN 39164 DPOA and email same to H&K (0.2); finalize draft of MSN 39164 AMX officer certificate and email same to H&K (0.2); review H&K draft MSN 39164 closing checklist and prepare comments to same (0.5).	K Kinder	1.50
8 June 2021	Review correspondence from Holland & Knight (H&K) regarding internal call with T. Wolynski, J. Martinez and R. Smith to run through closing checklist and outstanding items (1.0); review draft of pro-forma invoice for customs authority provided by AMX, revise the same per comments from JSA, and draft correspondence to JSA coordinating execution (1.0); draft correspondence to H&K and AMX coordinating FAA signature pages and signature pages to other documents where originals required (0.9); draft correspondence to Arthur Ghallager to coordinate Boeing Insurance Certificates and revised lessor certificates in respect of all JSA aircraft (0.8); coordinate with A. Farol to prepare signature page packets for AMX, JSA, Bank of Utah, Caballero, CFM, and Boeing for delivery of MSN 43709 (1.9); draft correspondence to T. Wolynski with Draft DPOA for MSN 43709 and confirm signoff with H&K (0.6); draft Closing Script in respect of MSN 43709 and provide comparison to T. Wolynski and R. Smith for review (0.9); draft individual correspondence to AMX, JSA, Bank of Utah, Caballero, CFM, and Boeing with signature page packets and list of documents pertaining to each pack (1.3); draft correspondence to A. Farol and H&K team regarding filed and stamped UCCs for Delivered JSA Aircraft (0.5); revise FAA Bill of Sale and draft correspondence to FAA counsel for review (0.6).	A Maury	9.50
8 June 2021	Draft correspondence regarding JSA IPA Amendment and MSN 43709 Delivery (0.4); draft correspondence regarding ESN 956321 Lease Extension and Amendment (1.2); prepare MUFG LOI and draft correspondence regarding the same (0.3); review correspondence regarding Ex-Im short term claims (0.1); draft correspondence regarding GECAS LOI (0.2); draft correspondence and search for relevant documents regarding UCC's JOLCO, Ex-Im, and MUFG document requests (0.8); draft correspondence regarding Embraer NDA (0.3).	I Renzi	3.30
8 June 2021	[AMX/JSA] Prepare signature page packets for AMX, Boeing, CFM, Bank of Utah, JSA and Caballero and send to A. Maury (3.3); review, compile and send filed-stamped UCC1s to H&K (0.9).	A Farol	4.20
8 June 2021	[AMX/AerCap] Review and save executed version of MSN 43754 closing documents into iManage.	A Farol	1.80
9 June 2021	Attend fleet strategy call with AMX and SkyWorks (1.0); call with counsel to the Brazilian Ministry of Finance regarding 10 Embraer 190 aircraft financed by BNDES (and assigned to the MOF) regarding potential sale of claims (0.8); discuss potential claims sale scenarios with Davis Polk (0.5).	C Hansen	2.30

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9 June 2021	Review funds flow and JSA credit (1.2); coordinate MSN 43709 delivery (1.4); review closing script and telephone conference with A. Maury re: same (0.7).	R Smith	3.30
9 June 2021	Review and analyze queries regarding term sheets for MSN 43861, 44426 and 44427.	S Collins	1.20
9 June 2021	Finalize the spare engine side letter with ALC (0.4); call with Vedder and Davis Polk re: EXIM's subrogation to the vendors' unsecured claims (0.3); prepare a summary of Vedder's proposal and circulate same to Skyworks (0.2); attend Fleet strategy call with Skyworks and Aeromexico (0.9); coordinate with W&C team on preparing an extension of the GTA with SR Technics (0.2); correspondence with Aeromexico re: existing GTA with SR Technics (0.2).	A Andreeva	2.20
9 June 2021	Call with Skyworks re: GECAS LOI (0.1); edit GECAS LOI (0.2); attend Fleet call with AMX and Skyworks re: BBAM Technical Acceptance Certificate, Chorus MTU issue, Avolon unsecured claim and ExIm and BNDES updates (0.9); edit technical acceptance certificate for BBAM (0.2); draft MTU Tripartite Agreement with Chorus (0.5); edit JSA Closing Script (0.3); email with A. Maury re: JSA closing script (0.1); edit MTU Agreement with Chorus (0.2).	T Wolynski	2.50
9 June 2021	Coordinate post-delivery deliverables for ALC MSN 43371 (0.8); coordinate execution of engine side letter for MSN 35120 (0.5); coordinate execution of TrueNoord LOI (0.3); review email correspondence regarding next steps for SMBC lease (0.5).	J Kaplan	2.10
9 June 2021	Revise Yamasa and Mitsui JOLCO LOIs (0.3); coordinate responses from various personnel re: same (0.2).	J Godly	0.50
9 June 2021	Coordinate and correspond with all parties re: CPs to MSN 43714 delivery and PDP restructuring documents (1.0); prepare drafts of ALC Leases in respect of second 737-MAX delivery and MSN 60285 (4.3).	J Martinez	5.30
9 June 2021	Review and respond to emails with H&K/Merx re: MSNs 39002 post-closing items and MSN 39164 CPs (0.4); prepare draft of MSN 39164 pro-forma invoice (0.3); email I Hernandez re: MSN 39164 pro-forma invoice and insurance certificate and MSN 39002 post-closing items (0.4); review and respond to emails with Clifford Chance re: Clover PDP restructuring transaction (0.2).	K Kinder	1.30
9 June 2021	Review correspondence from Holland & Knight (H&K) regarding outstanding items to closing and draft correspondence to T. Wolynski (0.7); review draft of Acceptance Certificate and draft correspondence to Aeromexico for missing technical information, revise the same per comments from JSA, and draft correspondence to JSA coordinating execution (0.7); revise Boeing Delivery Documents per comments from JSA and HK and draft correspondence to Boeing regarding comments to Boeing Delivery Documents (1.2); draft correspondence to H&K and AMX coordinating executed versions of pro-forma invoice and responding to outstanding points to closing in-line to H&K (1.4); draft correspondence to Arthur Ghallager to coordinate revised Boeing Insurance Certificates and revised lessor certificates in respect of all JSA aircraft (0.5); prepare Execution Versions for all transaction documents in preparation for delivery of MSN 43709 and prepare redlines of all transaction documents against the previous versions (3.2); draft correspondence to T. Wolynski and C. Hansen coordinating executed W&C Opinion in respect of MSN 43709 and confirm signoff with H&K (0.6); draft correspondence to Boeing regarding FAA Bill of	A Maury	10.40

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	Sale and courier of originals to FAA Counsel (0.6); revise Closing Script in respect of MSN 43709 and provide comparison to T. Wolynski and R. Smith for review (0.8); review CP deliverables and revise closing checklist in respect of the MSN 43709 Delivery (0.7).		
9 June 2021	Review and revise leases and send revisions to AMX re: MSN 34954.	T Ferguson	1.60
9 June 2021	Draft correspondence regarding Ex-Im claims (0.2); prepare Chorus Tripartite Agreement and draft correspondence regarding the same (1.6); draft correspondence regarding Embraer and Jeffries NDAs (0.6); draft correspondence regarding GECAS LOI (0.2); draft correspondence regarding SR Technics Extension and Amendment (0.3); prepare MUFG LOI and draft correspondence regarding the same (1.1); draft correspondence and search for relevant documents regarding UCC's JOLCO, Ex-Im, and MUFG document requests (0.4).	I Renzi	4.40
9 June 2021	[AMX/AerCap] Review and save executed version of MSN 43711 closing documents into iManage.	A Farol	1.60
10 June 2021	Attend Fleet decisions call (1.1); call with counsel to Brazilian Ministry of Finance and review comments to NDAs (1.2); call with counsel to Brazilian MOF regarding potential claims sales (0.4).	C Hansen	2.70
10 June 2021	Conference call re: MSN 43709 with M. Vargas and I. Monter (0.5); review funds flow and application of JSA credit (2.1); coordinate MSN 43709 delivery (1.5); attend Fleet Decisions call (0.5).	R Smith	4.60
10 June 2021	Further review, and reply to emails re: queries regarding term sheets for JOLCO restructuring.	S Collins	1.40
10 June 2021	(Long-term Fleet restructuring) Call with W&C team re: status of the various restructuring work streams (0.2); finalize the JOLCO LOIs for JA Mitsui and Yamasa (0.1); attend Fleet strategy call with Skyworks and Aeromexico (0.4); call with Sidley Austin re: GECAS LOI (0.1).	A Andreeva	0.80
10 June 2021	Email with I. Renzi re: Chorus lease (0.1); email from Chorus re: MTU tripartite arrangement (0.1); attend internal call with W&C re: lease and LOI status (0.5); call with BBAM re: technical acceptance (0.3); emails with A. Maury re: JSA CPs (0.5); emails with Boeing and JSA re: closing of 1st JSA aircraft (0.5); attend Fleet decisions call to discuss MUFG, JSA, Chorus MTU and GECAS LOI (0.4); emails with AMX re: JSA delivery status (0.2); review of GECAS CTA re: edits to term sheet (0.5); call with AMX and R. Smith re: JSA delivery (0.4); review of JSA CPs (0.5).	T Wolynski	4.00
10 June 2021	Review SMBC comments to MSN 43706 lease and draft issues list.	J Kaplan	1.40
10 June 2021	Revise and circulate Yamasa and Mitsui JOLCO Summary of Terms.	J Godly	1.50
10 June 2021	Coordinate and correspond with all parties re: AerCap delivery and SMBC/Natixis payoff of MSN 43714 and prepare payoff letter, invoice and funds flow memorandum re: same (4.1); call with W&C team to discuss status/next steps (0.4); prepare draft ALC Leases in respect of second delivery and MSN 60285 (3.4).	J Martinez	7.90
10 June 2021	Phone call with R. Smith re: Clover lease amendments (0.2); prepare dated copy of MSN 43705 AMX in-house legal opinion and email Clifford Chance re: same (0.3); prepare dated copy of MSN 43708	K Kinder	1.30

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	AMX in-house legal opinion and email Clifford Chance re: same (0.3); prepare dated copy of MSN 43710 AMX in-house legal opinion and email Clifford Chance re: same (0.3); email R. Thomasen re: release of Clover-AMX lease amendments and new leases (0.2).		
10 June 2021	Draft follow up correspondence to Boeing regarding revised Boeing Delivery Documents and coordinate the same (0.4); coordinate signoff and executed version of AMX in-house legal opinion and draft correspondence to H&K with the same and draft correspondence to AMX to clarify Engine Model number, wire transfer bank info and missing AMX signature pages (1.0); internal W&C all hands call (0.5); revise draft UCCs and prepare the same for filing at closing and finalize Lease Amendment No. 1 in respect of MSN 43709 and draft correspondence to H&K regarding both items (0.8); further revise Closing Script and draft correspondence to internal W&C and Boeing team (0.7); draft correspondence to T. Wolynski with transaction status updates and outstanding items to closing (0.5); review revised Boeing Documents and make further changes to the same, draft correspondence to Boeing coordinating the same (0.8); coordinate closing call with all parties (0.6); break out signature pages to Letter Agreement re: Purchase Price and coordinate execution of the same with Alter Domus and Aeromexico (0.5).	A Maury	5.80
10 June 2021	Updated chart and attend meetings re: AMX lease status (0.4); review notice of bank account change re: MSN 31713 (0.3); review GECAS CTAs and leases re: Airframe Structural Checks (0.4); revise A&R lease re: MSN 34954 (1.1).	T Ferguson	2.20
10 June 2021	Attend meeting to discuss AMX work streams (0.4); draft correspondence and upload relevant documents regarding UCC's JOLCO, Ex-Im, and MUFG document requests (1.2); draft correspondence regarding Chorus Tripartite Agreement (0.4); review markup of Chorus Lease Amendment (0.3); draft correspondence regarding Embraer and Jeffries NDAs (0.3).	I Renzi	2.60
10 June 2021	(AMX/AerCap) Review and save Engine Thrust Letters from Engine Manufacturer.	A Farol	0.40
10 June 2021	(AMX/JSA) Review and save filed-stamped UCC1s (0.2); review, update and prepare executed PDF versions of MSN 43709 closing documents and send to A. Maury (3.9).	A Farol	4.10
11 June 2021	Participate in internal update call with W&C team (1.0); review draft LOIs and Leases for DAE, Avolon, North Shore (GE engine), Aviator and Fuyo in anticipation of upcoming court filings (3.5).	C Hansen	4.50
11 June 2021	Coordinate delivery of MSN 43709.	R Smith	2.80
11 June 2021	(Long-term Fleet restructuring) Call with Skyworks re: status of the restructured lease with Carlyle (0.2); review the issues list arising from DAE's mark-up of the Lease (0.5); call with W&C team re: status of certain Fleet restructuring work streams (0.3); correspondence with Vedder re: requirements under the EXIM documents for a replacement engine (0.1); review and respond to Vedder Price's request for a side letter with AerCap re: PDP financing documents (0.4); coordinate with W&C team on preparing an issues list relating to the SMBC AC lease (0.3).	A Andreeva	1.80
11 June 2021	Call with A. Maury re: status of JSA closing (0.1); review JSA CPs	T Wolynski	5.00

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	(1.0); call with AMX re: JSA closing (0.5); edit GECAS LOI (0.5); call with G. Munger re: GECAS and Chorus MTU (0.4); edit Chorus MTU Agreement (0.5); calls with AMX and A. Maury re: JSA closing process (0.5); attend JSA delivery call (0.4); review and coordinate post closing JSA items (0.9); Review Avolon motion (0.2).		
11 June 2021	Review SMBC comments to MSN 43706 lease and draft issues list.	J Kaplan	1.40
11 June 2021	Coordinate/correspond with all parties re: AerCap delivery and SMBC/Natixis payoff of MSN 43714 and prepare release documents re: same.	J Martinez	5.10
11 June 2021	Review emails re: closing of Clover-AMX PDP restructuring and lease amendment/new leases (0.2); emails with M. Ledesma re: preparation of dated closing documents for AMX-Clover leases (0.3); email I. Hernandez re: document requests for MSNs 39162 and 39164 (0.3); email I. Hernandez re: AEP codes for MSNs 43705, 43708 and 43710 (0.1); review draft of MSN 39164 Matheson Irish legal opinion (0.3); review draft MSN 39164 Wilmington officer certificate (0.2); email H&K/Merx re: draft MSN 39164 documents (0.2); email I. Hernandez re: outstanding MSN 39002 post-closing matters and draft MSN 39164 matters (0.3); prepare mark-up of MSN 39002 insurance certificate for MSN 39164 closing and email M. Reznick re: same (0.5).	K Kinder	2.40
11 June 2021	Draft follow up correspondence to Boeing regarding revised Boeing Delivery Documents and coordinate the same (0.4); internal call with T. Wolynski and AMX team to discuss status and decision regarding closing date (0.5); revise BFE Payment Letter Agreement and coordinate execution of signature pages to the same by AMX and Caballero (0.8); coordinate closing deliverables and draft correspondence to all parties facilitating Delivery of MSN 43709 (2.1); coordinate compilation and dating of executed transaction documents for distribution and release (1.7); draft correspondence to file UCCs and draft correspondence to FAA counsel regarding filing of documents and fly wire (0.9).	A Maury	6.40
11 June 2021	Review notices of assignment re: MSN 39017 and 39018.	T Ferguson	1.90
11 June 2021	Draft correspondence and upload relevant documents regarding UCC's JOLCO, Ex-Im, and MUFG document requests (0.3); draft correspondence and review Chorus Tripartite Agreement (0.2); prepare SR Technics GTA Extension and Amendment (0.9).	I Renzi	1.40
12 June 2021	Prepare draft release documents in respect of MSN 43714 and circulate to SMBC/Natixis and counsel re: same.	J Martinez	1.00
12 June 2021	Review redacted PBH Lease re: MSN 34954.	T Ferguson	0.20
13 June 2021	Review and revise 43714 payoff letter.	R Smith	0.90
13 June 2021	(Long-term Fleet restructuring) Review the DAE issues list.	A Andreeva	0.20
13 June 2021	Review SMBC comments to MSN 43706 lease and draft issues list.	J Kaplan	1.20
14 June 2021	Participate in Fleet strategy call with SkyWorks and AMX (1.0); review re-assignment of purchase rights for Carlyle 737 PDP documents (0.6).	C Hansen	1.60

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
14 June 2021	Review and revise payoff letter for MSN 43714 (0.3); review Omnibus Agreement re: fees and expenses, correspond with J. Sturm re: same (0.8); review and assess Walker fees (0.5); review Carlyle agreements for continuing obligations (0.7); review and revise MSN 43714 excess fund credit memo (0.5); review and revise MSN 43714 Reassignment Agreement (0.4); review documents re: discharge of Seller Notes for MSN 43714, correspondence re: same (1.4).	R Smith	4.60
14 June 2021	(Long-term Fleet restructuring) Update the Fleet status chart (0.2); review GECAS' comments to the lease extension and amendment for ESN 956321 (0.2); coordinate with W&C team on input required from Skyworks, AMX and Davis Polk on such lease amendment (0.1); attend Fleet strategy call with AMX and Skyworks (1.0); revise the MUFG LOI per discussions with Skyworks (0.7); follow up with Vedder on the revised EXIM LOI (0.1); call with Aeromexico re: timing of the delivery for the 3rd AerCap aircraft (0.1); correspondence with W&C team re: delivery of MSN 43714 (0.1); correspondence with Carlyle re: status of the A&R Lease (0.1).	A Andreeva	2.60
14 June 2021	Email with FAA counsel re: JSA fly wire (0.1); attend call with W&C internal team re: lease and LOI status (0.2); email with AMX re: JSA FAA filing (0.1); email with AMX re: JSA acceptance certificate status (0.1); attend AMX Fleet call to discuss JSA FAA filing and GECAS LOI (0.9); email with Skyworks re: chorus MTU Agreement (0.2); call with Skyworks re: GECAS APU LOI language (0.2); edit GECAS LOI (0.2); emails re: status of JSA fly wire with FAA Counsel and AMX (0.3).	T Wolynski	2.30
14 June 2021	Review email correspondence and engine side letter for MSN 35210 and coordinate with team re: same.	J Kaplan	0.90
14 June 2021	Attend status update call with W&C team.	J Godly	0.20
14 June 2021	Coordinate and correspond with all parties re: AerCap delivery and SMBC/Natixis payoff of MSN 43714 and revise delivery and release documents re: same (5.8); prepare updated issues list for Fuyo A&R Lease (0.9).	J Martinez	6.70
14 June 2021	Draft follow up correspondence to Boeing regarding revised Boeing Delivery Documents and coordinate the same (0.4); internal call to discuss upcoming JSA deliveries (0.5); draft follow up correspondence and calls to FAA counsel regarding filing of documents and fly wire (0.8); draft correspondence to Aeromexico and H&K regarding technical status of aircraft and acceptance certificate (0.3); call with M. Reznick to turn through closing checklist and discuss outstanding items to Delivery of remaining JSA Aircraft (1.3); coordinate compilation and dating of remaining documents to H&K (0.7); review Funds Flow Memo, BFE Letter Agreement and other final transaction documents and draft correspondence to internal W&C team to begin preparation of the same for MSNs 43712 and 43755 (0.8); prepare W&C and AMX-in house opinions for closings of MSNs 43712 and 43755 (0.7).	A Maury	5.50
14 June 2021	Attend bi-weekly meeting re: lease status chart updates (0.2); finalize closing set re: MSN 43371 (0.4).	T Ferguson	0.60
14 June 2021	Attend meeting to discuss AMX work streams (0.2); draft correspondence regarding AerCap closing and conditions precedent (0.2); review markup of GENx Lease Extension and Amendment (0.4); draft correspondence regarding Ex-Im and MUFG LOIs (0.3); draft correspondence regarding Chorus lease amendment (0.7); prepare closing sets of PDP and new lease documents for AMX record-keeping	I Renzi	2.90

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	(1.1).		
14 June 2021	(Long-term Fleet restructuring) Correspond with parties regarding the JSA deliveries (1.3); participate in internal status meeting (0.4).	M Reznick	1.70
14 June 2021	Assist J. Martinez in preparing Cape Town form (1.0); draft pre-registration report and PUE requests in respect of MSN 43714 (1.0); search for MSN 43709 closing documents and forward same to J. Martinez (1.0).	M Ledesma	3.00
15 June 2021	Participate in Fleet decisions call with AMX and SkyWorks (1.2); review and revise Boeing supplemental agreement to implement agreed purchase agreement amendments (1.2).	C Hansen	2.40
15 June 2021	(Long-term Fleet restructuring) Attend Fleet strategy call with Aeromexico and Skyworks (1.0); correspondence with Davis Polk re: court authority to enter into certain engine-related arrangements (0.3); review feedback from Vedder on requirements for engine replacement under the EXIM financing (0.2); call with Skyworks re: MUFG LOI (0.5); update the MUFG LOI and circulate to the working group (0.6); review updated delivery notice from Boeing in respect of the 3rd Aercap aircraft (0.1); correspondence with Skyworks and W&C team re: Aercap delivery (0.1); correspondence with Carlyle re: A&R lease (0.1); call with Skyworks re: comments from GECAS on the lease amendment for ESN 956321 (0.2); correspondence with Aeromexico re: invoicing of P&I amounts under financings (0.1); coordinate with W&C team on reviewing ALC's updated draft of the spare engine sublease (0.1).	A Andreeva	3.30
15 June 2021	Review Wing's issue list (0.8); email with R. Hughes re: changes to Wings lease (0.1); email with AMX re: FAA fly wire for JSA (0.1); attend Fleet decisions call with AMX and Skyworks to discuss JOLCOs, BOCA, potential engine replacement purchase, MTU arrangements with Truenoord and MacquarieLOI (0.8).	T Wolynski	1.80
15 June 2021	Coordinate next steps and comments to engine side letter for MSN 35210.	J Kaplan	1.20
15 June 2021	Prepare revised drafts of BBAM Leases for MSNs 39017 and 39018 (0.8); coordinate/correspond with all parties re: AerCap delivery and SMBC/Natixis payoff of MSN 43714 (1.8); review Aeromexico technical comments to Fuyo A&R Lease (0.3).	J Martinez	2.90
15 June 2021	Draft follow up correspondence to HK team in response to list of pending deliverables to closing (0.6); call with R. Smith to discuss upcoming JSA deliveries (0.5); draft follow up correspondence and calls to Boeing regarding delivery timeline and documents for MSNs 43712 and 43755 (0.6); draft follow up correspondence to FAA counsel regarding fly wire (0.4); prepare/draft pro-forma invoices, Lease Amendments, FAA Bills of Sale, Insurance Certificates and other transaction documents for MSNs 43712 and 43755 (2.5); call with M. Reznick to turn through closing checklist and discuss outstanding items to Delivery of remaining JSA Aircraft (1.3); coordinate compilation and dating of remaining documents to Boeing, Aeromexico and Alter Domus teams (0.5); review Funds Flow Memo, BFE Letter Agreement and other final transaction documents and draft correspondence to internal W&C team to begin preparation of the same for MSNs 43712 and 43755 (0.7).	A Maury	7.10

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15 June 2021	Review and revise lease re: AMX-Wings MSN 35115 (0.8); review signature packets re: MSN 39017 and MSN 39018 (0.4).	T Ferguson	1.20
15 June 2021	Draft correspondence regarding AerCap closing and conditions precedent (0.1); draft correspondence regarding MUFG LOI (0.3); draft correspondence regarding Chorus lease amendment (0.4); prepare closing sets of PDP and new lease documents for AMX record-keeping (0.3); review markup of Ex-Im LOI (0.2); draft correspondence regarding GENx Lease Extension and Amendment (0.3); draft correspondence regarding Willkie/UCC document request (0.8).	I Renzi	2.40
15 June 2021	(Long-term Fleet restructuring) Prepare lease documents for MSN 43712 and 43755 (4.1); correspond with parties regarding the upcoming deliveries (2.5); correspond with client regarding MSN 43709 rent payment issue (0.9); review and revise signature packets for upcoming JSA deliveries (1.9); correspond with parties to coordinate signature (0.8).	M Reznick	10.20
15 June 2021	[AMX/BBAM] Prepare drafts of closing documents and signature pages for MSNs 39017 and 39018 (1.2); prepare signature packets for Aeromexico and Lessors and send to Terrel Ferguson (1.3).	A Farol	2.50
15 June 2021	[AMX/JSA] Prepare signature pages for MSNs 43712 and 43755 (2.8); prepare and revise signature packets for Aeromexico, Bank of Utah, Caballero, Boeing and CFM and send to Matt Reznick (2.1); prepare drafts of FAA Bills of Sale for MSN 43712 and 43755 (0.6).	A Farol	5.50
16 June 2021	Participate in Fleet call with AMX and SkyWorks (1.0); review and analyze Trunoord request to amend claims to include guarantee claims (0.8).	C Hansen	1.80
16 June 2021	Conference call with AMX re: allocation of Seller Note balance for SMBC aircraft (0.9); review spreadsheet for scheduled deliveries (0.2); review and revise payoff letter for MSN 43714 (0.3); review and revise MSN 43714 closing script (0.4); review Omnibus Amendment and SMBC order re: obligations to pay default interest (1.1); review SMBC lease and lease issues list and comment on SMBC lease issues list (2.6).	R Smith	5.50
16 June 2021	(Long-term Fleet restructuring) Fleet strategy call with Aeromexico and Skyworks (1.0); review Vedder's mark-up of the EXIM LOI (0.3); discussions with Skyworks and Davis Polk re: EXIM LOI (0.4); review ALC's revised draft of the spare engine sublease (0.7); review Boeing's summer delivery schedule (0.1); review feedback from Davis Polk re: court approval of the engine replacement under the EXIM financing (0.1); correspondence with Skyworks and Aeromexico re: same (0.2); coordinate with R. Smith on the SMBC AC issues list (0.1); correspondence with Davis Polk re: disclosure of the JOLCO documents to Willkie (0.1); coordinate with W&C team on sharing IR and UCC lien searches with Willkie (0.1); call with Skyworks re: end-of-lease compensation rates in the BOC Aviation LOI (0.2); review and revise the language in the BOC Aviation LOI (0.2).	A Andreeva	3.50
16 June 2021	Email with M. Reznick re: Avolon redacted leases (0.1); emails with DPW re: status of Avolon motions (0.2); attend Fleet call with AMX and Skyworks to discuss potential rejection candidates, GECAS LOI, Avolon status, TN claims, BOCA language and status of LOIs in general (0.8); emails with C. Hansen and M. Reznick re: Avolon filing (0.2); emails with M. Reznick re: cut-off date for undelivered Avolon leases (0.1); email with T. Ferguson and AMX re: BBAM Acceptance	T Wolynski	1.80

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	Cert (0.1); email with DPW re: JSA unsecured claims (0.1); review motion re: unsecured claims for JSA per DPW request (0.2).		
16 June 2021	Review and revise sublease agreement for engine for MSN 35210 and coordinate with team re: same.	J Kaplan	1.90
16 June 2021	Review GENx lease amendment and reaching out various reviewers for responses.	J Godly	1.60
16 June 2021	Coordinate and correspond with all parties re: AerCap delivery and SMBC/Natixis payoff of MSN 43714 and update delivery/release documents re: same (3.1); prepare revised drafts of BBAM Leases for MSNs 39017 and 39018 (0.7); prepare revised draft of Fuyo A&R Lease (1.1).	J Martinez	4.90
16 June 2021	Draft follow up correspondence to HK team in response to list of pending deliverables to closing (0.5); review inventory of signature pages received from Alter Domus, Boeing and H&K teams (0.8); coordinate preparation of remaining signature pages and assembled transaction documents in advance of the MSN 43712 and 43755 deliveries (1.8).	A Maury	3.10
16 June 2021	Distribute revised leases re: MSN 39017 and MSN 39018 (0.4); review closing documents re: MSN 31713 (0.7); review lease and issues list re: MSN 35115 (0.8).	T Ferguson	1.90
16 June 2021	Draft correspondence regarding AerCap conditions precedent (0.1); draft correspondence to JOLCO parties regarding document disclosure consents (0.4); draft correspondence regarding GENx Lease Extension and Amendment (0.2); draft correspondence regarding FOD Ex-Im engine (0.2); draft correspondence regarding Ex-Im LOI (0.2); draft correspondence and prepare executed version of MOF NDA (0.2); draft correspondence regarding Willkie/UCC document request (0.8).	I Renzi	2.10
16 June 2021	(Long-term Fleet restructuring) prepare JSA funding documents (1.4); correspond with parties regarding the JSA deliveries (2.3); correspond with parties regarding the Avolon aircraft (1.1); correspond with parties regarding the Merx aircraft (0.2).	M Reznick	5.00
16 June 2021	(AMX/JSA) Review, check-in and compile PDF of executed signatures for MSNs 43712 and 43755 (2.6); review and update closing checklist and prepare list of outstanding signatures and send to M. Reznick (1.9); review and save MSN 43709 closing documents (0.6); prepare blacklines of MSN 43755 documents and send to A. Maury (0.2).	A Farol	5.30
16 June 2021	Review emails and follow up with R. Smith re preparation of closing bible for Clover.	M Ledesma	0.50
17 June 2021	Attend fleet decisions call with AMX and SkyWorks.	C Hansen	1.10
17 June 2021	Correspondence re: excess funds credit memo (0.2); review MSN 43714 payoff letter and Vedder/AerCap demand for representation (0.3).	R Smith	0.50
17 June 2021	(Long-term Fleet restructuring) Follow up correspondence with Aeromexico on the open points in the ALC spare engine lease (0.2); call with W&C team re: status of the various work streams (0.3); call with Skyworks re: modularization language in the end-of-lease	A Andreeva	7.20

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	compensation (0.3); coordinate the UCC lien searches requested by Wil kie (0.1); review and comment on the issues list arising from DAE's mark-up of the A&R Lease (2.3); attend fleet decisions call with Skyworks and Aeromexico (1.5); review the open issues in the SMBC AC lease (0.9); attend all-hands call with ALC and Aeromexico to discuss open issues on the ALC spare engine lease (0.8); follow-up call with J. Martinez re: questions on the ALC mark-up (0.3); review Davis Polk's feedback on the EXIM LOI (0.2); finalize the revised draft of the EXIM LOI and recirculate to the working group (0.3).		
17 June 2021	Email with AMX re: BBAM delivery (0.1); email with T. Ferguson re: BBAM POA (0.1); review of JSA claim (0.3); email with DPW re: JSA claim (0.1); call with AMX re: wings technical issues (0.2); attend call with internal W&C group re: Lease and LOI status (0.2); call with skyworks re: changes in engine EOL language (0.2); email with J. Martinez re: BBAM closing (0.1); email with AMX re: BBAM closing and acceptance certificate (0.1); email with DPW re: Avolon motion (0.1); email with M. Reznick re: Avolon LCs (0.1); email with AMX re: expiry of Avolon LCs (0.1); email with Skyworks re: MTU agreements (0.1); email with T. Ferguson re: BBAM delivery and comparison against LOI terms (0.1); call with C. Hansen re: Avolon redactions (0.1); attend Fleet decisions call with AMX and Skyworks to discuss engines issues, MTU agreements, AirLease, Orix LOI (1.0); review revised Wings lease (0.3); coordinate BBAM closing (0.2).	T Wolynski	3.50
17 June 2021	Review SMBC comments to the MSN 43706 lease and prepare issues list, and review and revise MSN 43706 lease (5.1); attend W&C internal status call and review notes (0.8); coordinate call to discuss engine sublease and side letter for MSN 35210 (0.5).	J Kaplan	6.40
17 June 2021	Review issues list relating to DAE operating lease.	J Godly	0.50
17 June 2021	Coordinate and correspond with all parties re: AerCap delivery documents and PDP release documents re: MSN 43714 (1.9); prepare revised draft of Fuyo Lease and review issues re: same (0.7); call with J. Kaplan to discuss SMBC and TrueNoord workstreams (0.3); review and revise ALC engine sublease and attend all parties call re: same (4.5); review BBAM Lease and MSN 39017 delivery (0.5).	J Martinez	7.90
17 June 2021	Draft follow up correspondence to Boeing regarding revised Boeing Delivery Documents and coordinate the same (0.4); attend internal all hands call to discuss upcoming JSA deliveries (0.5); call with M. Reznick to turn through closing checklist and discuss outstanding items to Delivery of remaining JSA Aircraft (1.0); draft correspondence to J. Martinez and W&C team regarding Clover UCC-3 (0.3); draft correspondence to Aeromexico coordinating signature pages for delivery in respect of MSN 43712 and 43755 (0.4).	A Maury	2.60
17 June 2021	Attend meeting with A. Gomez re: MSN 35115 (0.5); attend bi-weekly call re: lease status updates (0.3); review and revise lease re: MSN 35115 (2.7); review closing documents re: MSN 31713 (0.6); call with I. Hernandez re: MSN 39017 (0.6).	T Ferguson	4.70
17 June 2021	Review Event of Loss mechanics under the DIP Credit Agreement (0.6); review DPW comments to Ex-Im LOI (0.2); draft correspondence regarding Willkie/UCC document request (1.4); draft correspondence regarding GE Engine Leases (0.2).	I Renzi	2.40
17 June 2021	(Long-term Fleet restructuring) participate in internal status meeting call (0.4); review Avolon redactions and create issues chart (2.3);	M Reznick	5.20

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	review and revise the MSN 36194 insurance certificate (0.6); review Merx matter file (0.3); review JSA matter file (0.9); correspond with parties regarding the upcoming aircraft deliveries (0.7).		
17 June 2021	(AMX/JSA) Review and updated MSN 43712 closing documents (1.6); compile executed PDF documents and send to M. Reznick (1.6).	A Farol	3.20
17 June 2021	Assist J. Martinez with Clover documents and closing sets.	M Ledesma	3.20
18 June 2021	Revise DAE and Orix LOIs (1.9); coordinate with W&C team (0.5).	C Hansen	2.40
18 June 2021	Correspondence re: AerCap open issues for MSN 43714 closing (0.8); review and revise MSN 43712 funds flow memo and excess funds credit memo (1.2); review and revise MSN 43755 funds flow memo and excess funds credit memo (0.9); review and revise MSN 43712 closing script (0.7); correspond with Matheson re: payment to Mayan under Omnibus Agreement and review of agreement (0.6).	R Smith	4.20
18 June 2021	(Long-term Fleet restructuring) Call with Carlyle re: status of the A&R Lease (0.4); review Vedder Price's comments to the EXIM LOI (0.1); correspondence with Vedder, Skyworks and Davis Polk re: same (0.1); review and comment on the updated draft of the spare engine sublease with ALC (0.5); correspondence with W&C team re: subordination acknowledgment requested by IAI (0.1); review ALC's responses to certain open points in the spare engine sublease (0.1).	A Andreeva	1.30
18 June 2021	Edit Chorus MTU agreement (0.3); call with G. Munger re: Chorus and TN MTU Agreement (0.2).	T Wolynski	0.50
18 June 2021	Coordinate and correspond with all parties re: AerCap delivery documents and PDP release documents re: MSN 43714 (2.1); review and revise BBAM MSN 39017 delivery (1.0); prepare revised draft of ALC engine sublease and respond to correspondence re: same (2.0).	J Martinez	5.10
18 June 2021	Draft and review closing documents re: MSN 39017 (2.7); draft closing checklist re: MSN 39017 (1.1).	T Ferguson	3.80
18 June 2021	(Long-term Fleet restructuring) Review and revise the JSA funding documents (2.1); prepare assembled closing sets for each of MSN 43712 and 43755 (1.7); correspond with parties in anticipation of closing (0.9); correspond with parties regarding the Merx delivery (0.4).	M Reznick	5.10
19 June 2021	(Long-term Fleet restructuring) Review Aeromexico's additional comments to the ALC spare engine sublease (0.4); discuss same with Aeromexico (0.2); propose revisions to the ALC spare engine sublease to address AMX's comments (0.8).	A Andreeva	1.40
19 June 2021	Prepare revised draft of ALC engine sublease and correspondence re: same.	J Martinez	1.80
19 June 2021	(Long-term Fleet restructuring) Correspond with parties regarding the JSA deliveries.	M Reznick	0.30
20 June 2021	Review of Avolon redactions (0.9); email with M. Reznick re: Avolon redactions (0.1).	T Wolynski	1.00
20 June 2021	Draft TrueNoord Lease Agreement.	D Grotts	0.90

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20 June 2021	Coordinate and correspond with all parties re: AerCap delivery of MSN 43714.	J Martinez	0.50
20 June 2021	Draft correspondence to H&K regarding Insurance and coordinate revised certificates regarding the same (0.7); draft correspondence to T. Wolynski regarding upcoming JSA deliveries and coordinate closing call for MSN 43712 (0.4).	A Maury	1.10
20 June 2021	Review closing documents re: MSN 39017.	T Ferguson	0.80
20 June 2021	(Long-term Fleet restructuring) Review and revise the PAA and Aircraft Receipts for MSNs 43709 and 43755 (0.7); correspond with parties in anticipation of closing MSN 43709 (1.9).	M Reznick	2.60
21 June 2021	Review and revise MSN 43712 excess funds credit memo (0.4); review and coordinate closing and invoices for MSN 43712 (1.3); review and revise MSN 43714 Reassignment Agreement (0.3); review and coordinate closing and delivery for MSNs 43714 and 43755 (1.2); review and coordinate reduction in MSN 43714 purchase price (1.6); review and revise MSN 43714 excess funds credit memo (0.3).	R Smith	5.10
21 June 2021	(Long-term Fleet restructuring) Follow up correspondence with ALC on the side letter for the spare engines (0.2); correspondence with AMX re: status of the spare engine side letter (0.2); call with Aeromexico's insurance team re: release agreement for the damaged engine (0.2); attend Fleet status call with W&C team (0.2); Fleet strategy call (1.2); review and revise the extension of the SR Technics GTA (0.4); update the Fleet status chart for AMX (0.2); calls with AerCap, Davis Polk, AMX and Skyworks re: reduction of the purchase price for MSN 43714 (1.0).	A Andreeva	3.60
21 June 2021	Email with G. Munger re: Chorus MTU agreement (0.1); review of MTU Agreement per Skyworks and Chorus email (0.2); emails re: closing of second JSA aircraft (0.5); attend W&C internal call re: status of leases and LOIs (0.4); email with A. Andreeva re: Aviator and Avolon status (0.1); attend Fleet decisions call with AMX and skyworks re: Chorus MTU Agreement, Truenoord, engine equivalence charge language (0.6); finalize Truenoord LOI (0.1); edit Chorus MTU Agreement (0.2).	T Wolynski	2.20
21 June 2021	Draft TrueNoord Lease Agreement.	D Grotts	0.50
21 June 2021	Review and revise the issues list with respect to the DAE NG lease.	J Godly	2.50
21 June 2021	Coordinate and correspond with all parties re: AerCap delivery documents and PDP release documents re: MSN 43714 (3.3); coordinate BBAM MSN 39017 delivery (0.3); call with W&C team to discuss status/next steps (0.3); prepare payoff/release documents for JSA payoff of MSN 43756 (2.0); review revised draft of Fuyo A&R Lease and circulate same to Fuyo/H&K (0.3); prepare revised draft of SMBC AC issues list (2.2).	J Martinez	8.40
21 June 2021	Draft follow up correspondence to Boeing, Aeromexico, and JSA teams regarding outstanding deliverables to closing and coordinate the closing and delivery of MSN 43712 (2.6); attend internal all hands call (0.5); review closing checklist and discuss outstanding items to Delivery of remaining JSA Aircraft with M. Reznick (1.0); attend closing call for MSN 43712 (0.9); draft correspondence to W&C team regarding UCC filing for MSN 43712 (0.2); draft correspondence to Aeromexico coordinating signature pages for delivery in respect of MSN 43755	A Maury	5.70

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	(0.5).		
21 June 2021	Attend bi-weekly meeting re: lease status updates (0.4); compile executed documents re: MSN 31713 (0.4); review PSCs re: MSN 39017 (0.3); revise lease re: MSN 35115 (2.5).	T Ferguson	3.60
21 June 2021	Attend call to discuss AMX work streams (0.3); review correspondence regarding Ex-Im FOD Engine (0.2); review markup of Chorus Tripartite Agreement (0.3); review underlying Ex-Im documents to determine obligations with regard to Events of Loss (1.2); draft correspondence regarding BNDES Stipulation (0.1); review markup of Chorus amendment agreement (0.4); draft correspondence regarding SR Technics GTA Extension Agreement (0.2); draft correspondence to Robert Wray regarding MSN 36708 documentation (0.2).	I Renzi	2.90
21 June 2021	(Long-term Fleet restructuring) coordinate closing for MSN 43709 (2.3); review redacted leases for Avolon (0.5); correspond with parties regarding the Avolon transaction (0.4).	M Reznick	3.20
21 June 2021	[aMX/JSA] Review and compile executed PDF documents for MSN 43755 (3.4); review and save closing documents for MSN 39164 and review Merx closing checklists (AMX/Merx) (0.2).	A Farol	3.60
21 June 2021	Review emails and pull priority search certificates for T. Ferguson.	M Ledesma	0.90
22 June 2021	Participate in court hearing (1.0); attend Fleet strategy call with AMX and SkyWorks (1.0).	C Hansen	2.00
22 June 2021	Review and revise excess funds credit memo for MSN 43755 (0.4); review SMBC documents re: payment of expenses and settle invoices (0.8).	R Smith	1.20
22 June 2021	(Long-term Fleet restructuring) Coordinate English law review of the SRT extension (0.1); attend hearing on motion to extend exclusivity period for filing a reorganization plan (0.4); attend closing call for AerCap MSN 43714 (0.5); call with Skyworks re: EXIM's and vendors' claims (0.2); correspondence with AlixPartners re: unpaid claims from certain vendors (0.2); follow up correspondence with ALC re: review of the amended and restated leases (0.1); coordinate tax review of the DAE lease (0.2); coordinate AMX's review of the organizational chart per Rothschild's request (0.1); call with J. Godly re: open questions on the DAE issues list (0.4); correspondence with AMX's in-house legal team re: financial statements (0.2); attend Fleet strategy call with AMX and Skyworks (1.7); review Skyworks' feedback on the Fleet and technical issues in the DAE and SMBC AC leases (0.6); coordinate with W&C team on distributing condensed lists of commercial and technical issues to AMX (0.2).	A Andreeva	4.90
22 June 2021	Email with AMX re: JSA flywire (0.1); attend Fleet decisions call with AMX and Skyworks to discuss potential new MAX aircraft, business plan, Avolon motion, Truenoord engine issues, GECAS LOI and overview of status of each lease transactions (1.7).	T Wolynski	1.80
22 June 2021	Break out DAE issues list and circulate relevant sections to various reviewers.	J Godly	0.80
22 June 2021	Coordinate delivery and attend closing call re: MSN 43714 (AerCap delivery and SMBC payoff) and post-closing documents re: same (3.3);	J Martinez	8.80

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	prepare payoff/release documents for JSA payoff of MSN 43756 and circulate same to R. Smith (1.5); prepare revised draft of SMBC AC issues list and circulate same to Skyworks and Aeromexico (2.8); prepare/review draft documents for AerCap deliveries of MSNs 43756 and 43713 (1.2).		
22 June 2021	Draft follow up correspondence to Boeing regarding revised Boeing Delivery Documents and coordinate the same for MSN 43755 (0.4); call with M. Reznick to turn through closing checklist and discuss outstanding items to Delivery of remaining JSA Aircraft (0.5); draft correspondence to Aeromexico team regarding pro-forma invoices and to Insurance broker coordinating revised insurance certificate in respect of MSN 43755 (0.8); draft correspondence to internal W&C team coordinating signature pages and fully compiled undated documents for delivery in respect of MSN 43755 (1.2).	A Maury	2.90
22 June 2021	Follow up with opposing counsel re: MSN 39017 outstanding items.	T Ferguson	0.20
22 June 2021	Draft correspondence regarding Ex-Im short term claims (0.1); prepare SR Technics GTA Extension and draft correspondence regarding the same (0.2); review correspondence regarding Ex-Im FOD Engine (0.1); draft correspondence regarding Embraer NDA (0.2); retrieve and various documents pursuant to request by Wilkie/UCC (1.4); draft correspondence regarding MSN 43714 (0.1); review markup of Chorus amendment agreement and prepare issues list of the same (3.2); draft correspondence to Wilmington Trust regarding UCC request (0.1).	I Renzi	5.40
22 June 2021	(Long-term Fleet restructuring) Correspond with parties regarding post-closing items for JSA and Merx (1.9); organize matter file for JSA and Merx (0.6); review and revise broken-out leases for Avolon aircraft (1.9).	M Reznick	4.40
22 June 2021	(AMX/AerCap) Review and prepare blacklines of execution versions of MSNs 43713, 43714 and 43756 and send to Michael Xu.	A Farol	1.80
22 June 2021	Review emails and process IR filing re MSN 43714 and forward same to J. Martinez (1.0); forward executed Clover leases to AMX (0.4).	M Ledesma	1.40
23 June 2021	Participate in Fleet Update call with AMX and SkyWorks.	C Hansen	1.00
23 June 2021	Review and revise MSN 43756 payoff letter, reassignment agreement and release agreement (1.2); review step-in CP deferral and correspondence re: same (0.7).	R Smith	1.90
23 June 2021	(Long-term Fleet restructuring) Coordinate with W&C team on distributing the Fleet and technical issues arising from the DAE and SMBC AC leases to AMX (0.2); follow up correspondence with ALC on the spare engines from IAI (0.1); attend Fleet strategy call with Skyworks and Aeromexico (1.0); coordinate with W&C team on updating the SMBC AC lease to reflect AMX's feedback (0.2); call with Aeromexico, Davis Polk and Skyworks re: NAC engine ESN 994218 (0.6); follow-up correspondence with Aeromexico re: side letter with Lufthansa re: NAC engine ESN 994218 (0.1); coordinate with W&C team on the UCC financing statements requested by Aeromexico (0.1); review correspondence from Vedder and AerCap re: side letter relating to the PDP refinancing (0.1); correspondence with W&C team re: AerCap's side letter (0.1); review letter agreement no.2 received from ALC (0.4); correspondence with ALC re: questions on letter agreement no.2 (0.2); review analysis of the EXIM documents in relation to the	A Andreeva	3.60

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	insurance proceeds (0.3); correspondence with Davis Polk and Aeromexico re: damaged EXIM-financed engine (0.2).		
23 June 2021	Attend Fleet call with AMX and Skyworks to discuss SMBC lease, Falko LOI, Chorus MTU (1.0); review of Chorus MTU comments (0.2); email with AMX and Skyworks re: MTU release (0.1); call with Skyworks re: GECAS LOI (0.5); edit GECAS LOI (0.4); email with Skyworks re: GECAS LOI changes (0.2); review Wings lease comments (0.1); review of Chorus issues list (0.3); email with I. Renzi re: Chorus lease (0.1).	T Wolynski	2.90
23 June 2021	Review tax provision in DAE lease mark-up (0.9); draft e-mail regarding same (0.8).	J Hayden	1.70
23 June 2021	Draft TrueNoord Lease Agreement.	D Grotts	1.30
23 June 2021	Circulate DAE issues list to AMX (0.2); correspondence re: same (0.3).	J Godly	0.50
23 June 2021	Coordinate and correspond with all parties and prepare draft documents re: AerCap delivery and JSA payoff of MSN 43756 and AerCap delivery and Santander payoff of MSN 43713 (5.9); prepare revised drafts of SMBC AC lease and issues list for MSN 43706 and respond to correspondence re: same (1.5); prepare revised drafts of BBAM leases for MSNs 39017 and 39018 and respond to correspondence re: same (0.5).	J Martinez	7.90
23 June 2021	Draft correspondence to M. Reznick to turn through closing checklist and discuss closing logistics for MSN 43755 (0.6); draft correspondence to J. Martinez and Aeromexico team regarding Boeing invoices for all JSA aircraft (0.5); draft correspondence to Insurance broker coordinating revised certificate in respect of MSN 30693 and draft correspondence to Holland & Knight regarding the same (0.4); draft correspondence to Boeing Regarding new closing date and logistics for MSN 43755 (0.4).	A Maury	1.90
23 June 2021	Review LOI and lease and draft pro-forma invoice re: MSN 39018.	T Ferguson	0.70
23 June 2021	Review SkyWorks markup of Chorus Tripartite Agreement (0.2); review markup of Chorus amendment agreement and prepare issues list of the same (1.4); draft correspondence regarding Willkie/UCC document request and search for documents related thereto (0.7); draft correspondence to Davis Polk regarding rejection terms agreements (0.5); draft correspondence regarding MUFG LOI (0.2); review correspondence regarding Ex-Im FOD Engine (0.1); draft correspondence regarding Lufthansa side letter (0.2).	I Renzi	3.30
23 June 2021	(Long-term Fleet restructuring) Review Merx Acceptance Certificate (0.3); review and revise MSN 43755 Insurance Certificate (0.4); correspond with parties regarding coordinating closing for MSN 43755 (0.8); review matter files to determine status of outstanding issues for upcoming deliveries (1.7); correspond with parties regarding closing items for Merx aircraft (1.4).	M Reznick	4.60
23 June 2021	(AMX/JSA) Review, compile and save Boeing delivery documents.	A Farol	0.50
23 June 2021	(AMX/AerCap) Prepare execution versions and signature pages for Bring Down Certificates and AMX legal opinions and send to Michael Xu (1.9); (AMX/Santander) Review and prepare blacklines of release	A Farol	2.30

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	documents for Santander (0.4).		
24 June 2021	Internal status update call with W&C team (1.1); Fleet decisions call with AMX and SkyWorks (1.6); call with SkyWorks regarding JOLCO issues (0.7); correspondence with W&C Tokyo regarding JOLCO structure and potential claims voting issues (0.5); review GE engine purchase agreement (0.9).	C Hansen	4.80
24 June 2021	Attend Fleet Decisions call (0.5); review and revise step-in CP deferral (1.2); review AMX Seller notes spreadsheet and Seller note documents and correspondence re: same (1.1).	R Smith	2.80
24 June 2021	Respond to term sheet queries on five JOLCO restructuring.	S Collins	1.00
24 June 2021	(Long-term Fleet restructuring) Review and comment on letter agreement no.2 for the ALC spare engines (0.4); coordinate with J. Godly re: revised lease amendment with GECAS for the GENx engine esn 956321 (0.3); attend W&C team call work stream status (0.2); follow up with Vedder on the status of EXIM's insured claims (0.1); correspondence with Davis Polk re: damaged EXIM-financed engine (0.2); coordinate with Aeromexico's insurance team on the drafting of the Release Agreement re: damaged EXIM-financed engine (0.2); attend Fleet strategy call with Skyworks and Aeromexico (1.0); call with ALC re: IAI's comments to the spare engine sublease (0.5); follow up correspondence with Aeromexico's technical team on spare engine sublease (0.1); respond to ALC's inquiry re: recognition of rights language (0.2); follow up correspondence with Aeromexico's legal team re: updated ownership structure chart (0.1); correspondence with Vedder Price re: side letter with forms of PDP refinancing documents (0.2).	A Andreeva	3.50
24 June 2021	Attend internal W&C call to discuss LOI and Lease status (0.2); email with M. Reznick re: Merx closing (0.1); review documents for Merx closing (0.1); email with D. Grotts re: Truenoord documents (0.1); attend Fleet decisions call with AMX and Skyworks to discuss AerCap delivery, GECAS engine issues and, SMBC (1.1).	T Wolynski	1.60
24 June 2021	Draft and revise the draft GENx lease extension.	J Godly	3.10
24 June 2021	Coordinate and correspond with all parties and prepare draft documents re: AerCap delivery and JSA payoff of MSN 43756 and AerCap delivery and Santander payoff of MSN 43713 (3.3); call with W&C team to discuss status/next steps (0.3); prepare revised draft Fuyo A&R lease for MSN 43661 and prepare draft CPs re: same (2.3).	J Martinez	5.90
24 June 2021	Attend bi-weekly status update call re: lease updates (0.2); draft closing documents re: MSN 39018 (1.5).	T Ferguson	1.70
24 June 2021	Review and draft correspondence regarding MUFG LOI (0.6); draft correspondence regarding GENx Lease Extension (0.1); review correspondence regarding Ex-Im FOD Engine (0.1); draft correspondence to Davis Polk regarding rejection terms agreements (0.2); review SkyWorks' responses to Chorus issues list and prepare markup of Lease Amendment (1.4); draft correspondence regarding Wil kie/UCC document request and search for documents related thereto (0.2).	I Renzi	2.60
24 June 2021	(Long-term Fleet restructuring) Participate in internal status meeting call (0.4); correspond with parties regarding closing for MSN 43755	M Reznick	5.50

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	(3.2); prepare Merx documents for escrow (0.5); correspond with parties regarding the Merx closing (0.3); correspond with parties regarding post-closing items for JSA (1.1).		
24 June 2021	(AMX/JSA) Review and save documents received from H&K for MSN 43712 (0.5); [AMX/AerCap] review and compile documents for MSN 43713 and send to J. Martinez (0.3).	A Farol	0.80
24 June 2021	Assist J. Martinez in preparing International Registry filings.	M Ledesma	1.60
25 June 2021	Review draft DAE lease (2.1); call with DAE counsel (0.3); call with K. Fagerstrom of Sierra Echo regarding LOI for restructuring of 787-8 aircraft (0.7); review NDA from potential investor in MOF Embraer aircraft (0.3).	C Hansen	3.40
25 June 2021	Prepare and revise Excess Funds Credit memos for MSNs 43756 and 43713 (1.2); review AerCap SPA re: step-in documents CP (0.2); telephone calls with A. Andreeva and AMX re: CP (0.8); review correspondence re: same (0.2).	R Smith	2.40
25 June 2021	Review term sheet comments (2.0); calls with Lenders and Equity regarding MSN 44427 (0.5).	S Collins	2.50
25 June 2021	(Long-term Fleet restructuring) Correspondence with ALC re: remaining points on the spare engine sublease (0.2); correspondence with Aeromexico re: deferral letter requested by AerCap for the PDP refinancing documents (0.2); calls with Aeromexico's Fleet team re: AerCap's deferral letter (0.3); coordinate with W&C team on responding to Willkie's request for insurance documentation for the financed aircraft (0.1); review the DAE draft documents for 12 Boeing 737 MAX aircraft (0.4); coordinate with W&C team on preparing an issues list related to DAE documents (0.2); call with Skyworks re: MUFG LOI (1.0); correspondence with Davis Polk re: DIP lenders' consent to engine replacement (0.2); call with JOLCO parties on MSN 44427 (0.5).	A Andreeva	3.10
25 June 2021	Compare DAE MAX 8 Lease markup vs DAE 737 NG lease markup (0.7); review MAX 8 Lease markup (0.5).	J Godly	1.20
25 June 2021	Coordinate and correspond with all parties and review documents re: AerCap delivery and JSA payoff of MSN 43756 and AerCap delivery and Santander payoff of MSN 43713 (3.8); call with Aeromexico to discuss AerCap deferral letter re: PDP financing CPs (0.4); prepare mark-up re: deferral letter (0.2); coordinate and correspond with Matheson and Clifford Chance re: post-closing items for PDP restructurings (0.2).	J Martinez	4.60
25 June 2021	Draft correspondence coordinating closing of MSN 43755 and participate on MSN 43755 Closing Call (1.6); draft correspondence coordinating filing of UCCs in respect of MSN 43755 (0.3); attend internal W&C all-hands call (0.4).	A Maury	2.30
25 June 2021	Draft closing documents re: MSN 39018.	T Ferguson	1.00
25 June 2021	Review and draft correspondence regarding MUFG LOI (0.4); attend call with SkyWorks to discuss MUFG LOI (1.0); prepare markup of Chorus Lease Amendment (0.5); draft correspondence regarding Wilkie/UCC document request and search for documents related	I Renzi	3.20

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	thereto (0.5); draft correspondence regarding the replacement mechanics for the Ex-Im FOD Engine (0.3); draft correspondence regarding DVB/MUFG assignment (0.4); draft correspondence regarding the MOF's NDA request (0.1).		
25 June 2021	(Long-term Fleet restructuring) Coordinate the closing of MSN 43755 (2.3); correspond with parties regarding post-closing matters for MSN 43755 (1.5); correspond with parties regarding the Merx aircraft (0.6); organize the matter AMX matter file (0.7).	M Reznick	5.10
25 June 2021	Assist J. Martinez with AerCap transactions.	M Ledesma	0.70
26 June 2021	Coordinate and correspond re: ALC engine subleases and CPs re: same.	J Martinez	0.60
27 June 2021	Review new simulator proposal and provide comments to client.	C Hansen	1.10
27 June 2021	(Long-term Fleet restructuring) Correspondence with Aeromexico re: letter agreement no.2 with ALC (0.3); follow up on the execution of the ALC spare engine subleases (0.1).	A Andreeva	0.40
27 June 2021	Revise TrueNoord 19000672 Lease Agreement.	D Grotts	5.10
27 June 2021	Coordinate and correspond re: ALC engine subleases and CPs re: same (0.9); coordinate and correspond with all parties re: AerCap delivery and JSA payoff of MSN 43756 (0.8).	J Martinez	1.70
28 June 2021	Calls with counsel to GE to finalize engine sale agreement (1.7); calls with DPW regarding bankruptcy language in agreement (0.7); review and approve final draft of sale agreement (1.1).	C Hansen	3.50
28 June 2021	Review and revise Clover claim order (0.9); correspondence re: delayed closing (0.2); telephone conference with M. Gutierrez and H. Pulido re: Seller Notes for Caballero and wind up of Caballero (0.9); review spreadsheet re: Seller Notes (0.4).	R Smith	2.40
28 June 2021	Calls and comments on term sheets for five JOLCO aircraft.	S Collins	1.50
28 June 2021	(Long-term Fleet restructuring) Follow up with W&C team on the issues list arising from the new Boeing MAX lease draft (0.1); coordinate review of the LOI for the purchase of a new B737 MAX -8 simulator (0.2); review feedback from Aeromexico's legal team on the issues list for SMBC AC (0.1); review and update the Fleet status chart (0.3); call with Skyworks re: LOIs with EXIM and MUFG (0.5); status call with W&C team (0.3); attend Fleet strategy call with Aeromexico and Skyworks (1.1); call with Skyworks re: AMX negotiation and court approval process (1.0); conference call with Brazilian Ministry of Finance re: restructuring of the BNDES aircraft (1.0).	A Andreeva	4.60
28 June 2021	Attend internal W&C call re: status of leases and LOI (0.3); attend Fleet decisions call with AMX and Skyworks to discuss simulators, new MAX deliveries and GECAS open issue (1.2); email with J. Martinez re: NAC draft lease (0.1); email with A. Andreeva re: NAC draft lease (0.1); email with J. Hayden re: chorus review (0.1); review BBAM engine issues (0.2); email with J. Martinez re: BBAM engine issues (0.1); email with T. Ferguson re: NAC review (0.1); call with Skyworks re: MTU arrangements and lease statuses (0.4); email with I. Renzi re: Chorus MTU arrangement (0.1); edit TN MTU agreements (0.4); email with	T Wolynski	4.00

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
	AMX re: TN MTU letters (0.1); review updated Wings draft (0.5); review Aviator redactions (0.3).		
28 June 2021	Review tax provision in DAE lease mark-up (0.5); draft comments to Lessor counsel's mark-up (1.5); transmit same (0.1).	J Hayden	2.10
28 June 2021	Revise TrueNoord Lease Agreement.	D Grotts	0.30
28 June 2021	Review and revise SMBC MSN 43706 lease and coordinate with team regarding same (1.8); review and revise TrueNoord MSN 19000672 lease (1.5); attend W&C internal status call and review notes (0.8); review email correspondence re: engine sublease and side letter for MSN 35210 over prior week (0.5).	J Kaplan	4.60
28 June 2021	Prepare issues list for DAE 12 B737 MAX lease.	J Godly	5.20
28 June 2021	Coordinate and correspond with all parties and review documents re: AerCap delivery and JSA payoff of MSN 43756 and AerCap delivery and Santander payoff of MSN 43713 (2.2); call with W&C team to discuss status/next steps (0.3); review documentation/CPs re: ALC Engine Subleases (0.3); review correspondence re: BBAM A&R Lease re: MSN 34954 (0.2); review draft CPs to Fuyo lease prepared by H&K (1.0); review draft: ALC MAX leases (0.3); review and provide comments to draft NAC lease and review LOI re: same (3.3).	J Martinez	7.60
28 June 2021	Attend bi-weekly update meeting re: lease status (0.3); revise lease re: AMX-Wings MSN 35115 (3.3); review closing documents in preparation for delivery re: AMX-BBAM 39017 lease (0.8).	T Ferguson	4.40
28 June 2021	Attend meeting to discuss AMX work streams (0.3); draft correspondence regarding SR Technics GTA Extension (0.2); draft correspondence regarding Ex-Im LOI and claims (0.3); prepare markup of MUFG LOI and draft correspondence regarding MUFG loan transfer (0.9); draft correspondence regarding Chorus Lease Amendment (0.8); draft correspondence regarding UCC/Willkie document request and upload documentation to AlixPartners data room (1.1); draft correspondence regarding Fuyo LOI (0.1); draft correspondence regarding CAE B737 MAX -8 simulator LOI (0.2).	I Renzi	3.90
28 June 2021	(Long-term Fleet restructuring) Review and revise proposed redactions for the Aviator Lease (2.8); correspond with parties regarding the Aviator Lease (0.7); correspond with parties regarding post-closing matters for the JSA aircraft (1.4); participate in internal status meeting call (0.3).	M Reznick	5.20
28 June 2021	Assist J. Martinez with the International Registry filings.	M Ledesma	1.10
29 June 2021	Attend Fleet Strategy call with AMX and SkyWorks (1.2); call with SkyWorks regarding process for approvals and implementation of lease restructurings (1.0); finalize terms of GE engine purchase agreement (1.5).	C Hansen	3.70
29 June 2021	Conference call re: Clover claims with DPW and CC.	R Smith	0.30
29 June 2021	Provide further comments and questions on term sheets for five JOLCOs.	S Collins	1.50

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
29 June 2021	(Long-term Fleet restructuring) Attend closing call for the delivery of AerCap msn 43756 (0.3); correspondence with Lufthansa Technik re: services agreement for ESN 994218 (0.1); respond to questions from Aeromexico re: lease credit under ALC LOI (0.3); Fleet strategy call (1.0); coordinate with W&C team on preparing and distributing an issues list arising from DAE's mark-up of the lease for 12 new Boeing aircraft (0.6); calls with Skyworks and AMX re: DAE's mark-up (2.0); correspondence with Skyworks re: status of DAE's unsecured claim (0.2); coordinate the preparation of redactions to the DAE LOI (0.2); correspondence with Davis Polk re: motion and order to approve the DAE LOI (0.4); revise the MUFG LOI and coordinate its distribution to Skyworks (0.7); call with Sidley re: status of the E190 LOI with GECAS (0.1); call with Skyworks re: open issues on the GECAS LOI (0.4); respond to Sidley's questions re: GECAS LOI (0.1).	A Andreeva	6.40
29 June 2021	Emails with Skyworks re: FUYO LOI and lease status (0.2); emails with T. Ferguson re: NAC review (0.2); call with Skyworks and AMX re: DAE open issues (1.0); email response to DPW re: Aviator motion (0.1); attend Fleet decisions call to discuss GECAS engine issues, MRL, Ministry of Finance aircraft, Orix LOI, ACG, Truenoord and Chorus MTU arrangements and MUFG (0.8); email with AMX re: Avolon LC (0.1); email with I. Renzi re: Chorus MTU side letter (0.1); email with AMX re: Chorus MTU exclusivity (0.1).	T Wolynski	2.60
29 June 2021	Revise TrueNoord Lease Agreement.	D Grotts	1.00
29 June 2021	Review and revise TrueNoord MSN 19000672 lease (3.5); review email correspondence re: engine sublease and side letter for MSN 35210 (0.4).	J Kaplan	3.90
29 June 2021	Prepare DAE issues list (5.0); attend call with AMX on the DAE issues list (2.5); follow up with AMX on the issues list (4.0).	J Godly	11.50
29 June 2021	Coordinate AerCap delivery and JSA payoff of MSN 43756 (1.5); review and correspond with Pillsbury re: ALC MAX Leases (0.3); review letter of intent and provide comments to draft form of NAC Lease (5.9).	J Martinez	7.70
29 June 2021	Revise lease re: AMX-Wings MSN 35115 (0.6); review opposing counsel lease draft re: AMX-NAC Form lease (0.5).	T Ferguson	1.10
29 June 2021	Draft correspondence regarding SR Technics GTA Extension (0.4); draft correspondence regarding Ex-Im FOD Engine (0.6); prepare markup of MUFG LOI (0.8); draft correspondence regarding Chorus Lease Amendment (0.4); draft correspondence regarding UCC/Willkie document request and upload documentation to AlixPartners data room (0.2).	I Renzi	2.40
29 June 2021	(Long-term Fleet restructuring) Review and revise post-closing items for JSA (1.8); correspond with parties regarding post-closing items (0.3).	M Reznick	2.10
30 June 2021	Call with DPW team regarding status of Fleet negotiations (0.6); call with SkyWorks and W&C Tokyo regarding JOLCO restructurings (0.8); review most recent SMBC and Yamasa JOLCO LOIs (2.2); review proposed redactions for DAE LOI, GE engine lease, Avolon lease (1.2).	C Hansen	4.80
30 June 2021	Further emails regarding JOLCO term sheet for msn 44427.	S Collins	0.50

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
30 June 2021	(Long-term Fleet restructuring) Attend Fleet strategy call (1.0); review Skyworks' comments to the MUFG LOI (0.2); coordinate with W&C team on distributing the updated MUFG LOI to Vedder (0.1); meet with C. Hansen to discuss the status of JOLCO restructurings (0.3); review and comment on the LOI for the BBAM JOLCO (0.6); correspondence with Davis Polk re: approval of the lease amendment with North Shore Aviation for the GENx engine (0.3); call with Aeromexico's legal team re: open legal issues in the DAE lease (0.2); review and revise the proposed redactions of the DAE LOI (1.0); correspondence with DAE's counsel re: court approval process (0.3); respond to Aeromexico's inquiry re: short-term lease extension for ESN 956259 (0.1); review Ministry of Finance's mark-up of the LOI (0.2); review and revise the Fleet status chart for Aeromexico (0.2).	A Andreeva	4.50
30 June 2021	Edit Chorus MTU Agreement (0.5); email with AMX and Skyworks re: Chorus MTU Agreement (0.1); review of Wings lease (0.7); email with T. Ferguson re: edits to Wings lease (0.2); correspondences with AMX re: Merx and BBAM deliveries (0.1); email with Skyworks and I. Renzi re: Chorus lease edits (0.2); attend Fleet call with Skyworks and AMX to discuss status of LOIs and leases (0.2).	T Wolynski	2.00
30 June 2021	Review tax provision in Chorus lease mark-up (0.3); draft responses to Lessor counsel's mark-up (0.1).	J Hayden	0.40
30 June 2021	Revise draft TrueNoord Lease Agreement (2.6); call with G. Munger re: same (0.2).	D Grotts	2.80
30 June 2021	Review AMX and Skyworks comments to the TrueNoord MSN 19000672 lease and revise lease accordingly (1.5) and discuss changes with D. Grotts (0.5).	J Kaplan	2.00
30 June 2021	Redact DAE LOI (1.2); revise DAE lease (2.5).	J Godly	3.70
30 June 2021	Coordinate and correspond with all parties re: AerCap delivery and Santander payoff of MSN 43713 (0.7); review and provide comments to draft form of NAC Lease (4.5); prepare revised/duplicated drafts of ALC MAX leases and lease credit side letters (3.0).	J Martinez	8.20
30 June 2021	Date and compile executed deliverables and draft correspondence to JSA and H&K teams regarding the same in respect of MSN 43709 (0.7); draft correspondence to Aeromexico team regarding post-closing items in respect of MSN 43709 (0.2); attend internal all hands call (0.5).	A Maury	1.40
30 June 2021	Revise and distribute draft lease re: AMX-Wings MSN 35115 (1.3); review ferry flight agreement and net worth certificate re: AMX-BBAM MSN 39017 (0.4); revise lease re: AMX-BBAM MSN 39017 (0.3).	T Ferguson	2.00
30 June 2021	Draft correspondence regarding Chorus Lease Amendment (1.2); draft correspondence regarding Ex-Im LOI and claims (0.2); draft correspondence regarding SR Technics GTA Extension (0.7); draft correspondence regarding MUFG transfer agreement and discuss the same with Davis Polk (0.8); prepare revised MUFG LOI (1.1); review and comment on LTH ESN 994218 T&M Repair Agreement (0.3); review the Ministry's comments to MOE LOI (0.2).	I Renzi	4.50
30 June 2021	(Long-term Fleet restructuring) Review Merx CPs (0.4); correspond with parties regarding the Merx transaction (1.1); correspond with colleague regarding an issue on the Aviator Lease (0.4).	M Reznick	1.90

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DATE	DESCRIPTION	TIMEKEEPER	HOURS
SUBTOTAL: Long-term fleet restructuring			872.50

Retention and Fee Applications

15 June 2021	Emails with A. Venes re interim fee application.	R Boone	0.20
15 June 2021	Address email from R. Boone re: preparation of third interim fee application (0.2); prepare/revise shell of third interim fee application (0.8).	A Venes	1.00
16 June 2021	Draft and revise interim fee application (1.7); emails with C Hansen re: same (0.2).	R Boone	1.90
16 June 2021	Send Word version of second interim application to R. Boone (0.1); revise and send Word version of third interim application draft to R. Boone (0.2).	A Venes	0.30
17 June 2021	Draft and revise interim fee application.	R Boone	3.60
17 June 2021	Call with R. Boone re: finalizing W&C third interim fee application (0.1); correspond with B. Bravo re: same (0.2); review and revise third interim fee application (3.9); email to R. Boone re: same (0.1); correspond further with R. Boone re: next steps/status (0.2).	A Venes	4.50
18 June 2021	Emails with A. Venes (0.4); emails with C Hansen (0.5); draft and revise interim fee application (2.3).	R Boone	3.20
18 June 2021	Finalize, e-filing and serving third interim fee application of W&C (3.4); update internal pleadings file (0.2).	A Venes	3.60
SUBTOTAL: Retention and Fee Applications			18.30

TOTAL	890.80
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TIMEKEEPER SUMMARY	TITLE	HOURS	RATE	USD
C Hansen	Partner	60.50	1,390.00	84,095.00
R Smith	Partner	49.30	1,390.00	68,527.00
S Collins	Partner	20.00	1,260.00	25,200.00
A Andreeva	Partner	79.00	1,200.00	94,800.00
T Wolynski	Partner	54.90	1,200.00	65,880.00
J Hayden	Retired Partner of Counsel	4.20	1,390.00	5,838.00
D Grotts	Level 10+	12.10	1,085.00	13,128.50
R Boone	Level 8	8.90	1,045.00	9,300.50
J Kaplan	Level 5	54.70	940.00	51,418.00
J Godly	Level 4	38.10	920.00	35,052.00
J Martinez	Level 4	128.40	920.00	118,128.00
K Kinder	Level 3	15.10	835.00	12,608.50
A Maury	Level 3	70.80	835.00	59,118.00
T Ferguson	Level 2	51.70	730.00	37,741.00
I Renzi	Level 2	65.90	730.00	48,107.00
M Reznick	Level 2	89.20	730.00	65,116.00
A Farol	Legal Assistant	63.20	385.00	24,332.00
M Ledesma	Legal Assistant	15.40	330.00	5,082.00
A Venes	Legal Assistant	9.40	330.00	3,102.00
TOTAL		890.80		826,573.50

DISBURSEMENT SUMMARY	USD
Miscellaneous Other	1,062.00
Photocopying	98.84
Taxi - Business	72.94
UCC Filing Fees	514.46
Word Processing	544.95

Aerovias de Mexico, S.A. de C.V.
RE: Fleet Restructuring - Chapter 11

OUR REF: 1501275-0049

DISBURSEMENT SUMMARY

USD

TOTAL

2,293.19

EXHIBIT E

Itemized Expenses for June 1, 2021 through June 30, 2021

Miscellaneous Other

Date	Expense Amount
06/11/2021	66.00
06/11/2021	100.00
06/11/2021	100.00
06/11/2021	66.00
06/18/2021	66.00
06/18/2021	66.00
06/18/2021	66.00
06/22/2021	100.00
06/22/2021	100.00
06/22/2021	100.00
06/24/2021	66.00
06/24/2021	66.00
06/25/2021	100.00
Total	\$1,062.00

Outsourced WP Center

Date	Expense Amount
06/01/2021	7.70
06/07/2021	142.45
06/28/2021	70.70
06/28/2021	238.00
06/28/2021	6.30
06/29/2021	79.80
Total	\$544.95

Printing

Date	Expense Amount
06/01/2021	0.84
06/01/2021	1.96
06/01/2021	11.48
06/01/2021	4.06
06/03/2021	1.54
06/03/2021	0.98

Date	Expense Amount
06/03/2021	2.94
06/08/2021	1.68
06/08/2021	2.10
06/08/2021	0.14
06/08/2021	0.14
06/08/2021	3.22
06/08/2021	3.22
06/08/2021	3.22
06/08/2021	3.22
06/08/2021	2.24
06/08/2021	0.14
06/09/2021	0.14
06/09/2021	0.14
06/14/2021	0.56
06/14/2021	1.12
06/16/2021	1.82
06/16/2021	0.56
06/17/2021	3.78
06/17/2021	0.14
06/17/2021	4.76
06/17/2021	0.14
06/17/2021	3.08
06/22/2021	0.56
06/24/2021	1.68
06/29/2021	3.50
06/29/2021	3.50
06/29/2021	0.84
06/29/2021	3.22
06/29/2021	25.34
06/29/2021	0.70
06/30/2021	0.14
Total	\$98.84

Taxi – Business

Date	Expense Amount
06/15/2021	72.94
Total	\$72.94

UCC Filing Fees

Date	Expense Amount
06/22/2021	66.50
06/28/2021	447.96
Total	\$514.46