

**Objection Deadline: October 15, 2021**

Brett H. Miller  
Todd M. Goren  
Craig A. Damast  
Debra M. Sinclair  
WILLKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111  
bmiller@willkie.com  
tgoren@willkie.com  
cdamast@willkie.com  
dsinclair@willkie.com

*Counsel to the Official Committee of Unsecured Creditors*

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

In re:	)	
	)	Chapter 11
	)	
GRUPO AEROMÉXICO, S.A.B. de C.V., <i>et al.</i> ,	)	Case No. 20-11563 (SCC)
	)	
Debtors. <sup>1</sup>	)	(Jointly Administered)
	)	

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

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

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

Period for which Compensation and Reimbursement is Sought:	August 1, 2021 through August 31, 2021 (the " <u>Fee Period</u> ")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,432,511.00 (80% = \$1,146,008.80)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$15,862.30
Total Compensation and Expenses for which Interim Allowance is Sought:	\$1,448,373.30
Total Compensation and Expenses to be Paid Under Interim Compensation Order:	\$1,161,871.10

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the *Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021*, dated June 29, 2021 [Docket No. 1367] and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated September 8, 2020 [Docket No. 360] (the “Interim Compensation Order”), Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this fourth monthly fee statement (the “Monthly Fee Statement”).<sup>3</sup> By this Monthly Fee Statement, Willkie seeks (a) compensation in the amount of \$1,432,511.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$286,502.20, for a total fee request of \$1,146,008.80; and (b) reimbursement of reasonable expenses incurred by Willkie during the Fee Period in the amount of \$15,862.30.

**Itemization of Services Rendered and Disbursements Incurred**

1. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie’s attorneys and paraprofessionals during the

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

Fee Period with respect to each of the subject matter categories established by Willkie in accordance with its internal billing procedures.

- **Exhibit B** is a schedule providing certain information regarding Willkie's attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals have expended a total of 1,274.6 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Willkie's time detail and records of fees and expenses incurred during the Fee Period.

### **Representations**

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

### **Notice and Objection Procedures**

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

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

4. Objections to the Monthly Fee Statement, if any, must be filed and served upon Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Brett H. Miller, Esq. and Todd Goren, Esq.; Email: BMiller@willkie.com; TGoren@willkie.com) no later than October 15, 2021 (the “Objection Deadline”). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amounts of fees or expenses at issue.

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

WHEREFORE, Willkie respectfully requests that allowance be made for compensation in the amount of \$1,432,511.00 for the actual, reasonable and necessary legal services rendered to

the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$286,502.20 for a total fee request of \$1,146,008.80, together with reimbursement of expenses in the amount of \$15,862.30, and further requests such other and further relief as the Court deems just and proper.

Dated: September 30, 2021  
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Brett H. Miller  
Brett H. Miller  
Todd M. Goren  
Craig A. Damast  
Debra M. Sinclair  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111  
bmiller@willkie.com  
tgoren@willkie.com  
cdamast@willkie.com  
dsinclair@willkie.com

*Counsel to the Official Committee of  
Unsecured Creditors*

**Exhibit A**

**Statement of Fees by Subject Matter**

<b>Matter</b>	<b>Total Hours Billed</b>	<b>Total Fees Requested</b>
Asset Analysis and Recovery (PC001)	0.0	\$0.00
Asset Disposition (PC002)	0.0	\$0.00
Assumption and Rejection of Leases (PC003)	186.7	\$211,593.00
Budgeting (Case) (PC005)	1.6	\$1,422.00
Business Operations (PC006)	22.1	\$25,344.50
Case Administration (PC007)	83.6	\$91,589.00
Claims Administration & Objections (PC008)	3.2	\$3,111.50
Corporate Governance & Board Matters (PC009)	0.1	\$106.00
Employee Benefits & Pensions (PC010)	0.0	\$0.00
Employment & Fee Applications (PC011)	21.5	\$21,182.00
Financing & Cash Collateral (PC013)	32.9	\$34,138.50
Other Litigation (PC014)	19.4	\$20,190.50
Meetings and Communications with Committee (PC015)	48.5	\$61,843.50
Plan & Disclosure Statement (PC017)	271.2	\$300,290.50
Relief from Automatic Stay and Adequate Protection (PC019)	0.0	\$0.00
Reporting (PC020)	0.4	\$426.00
Tax (PC021)	0.0	\$0.00
Valuation (PC022)	0.0	\$0.00
Discovery (PC023)	326.5	\$336,905.50
Hearings (PC024)	1.2	\$1,608.00
Claims Investigation (PC026)	0.0	\$0.00
Lien Investigation (PC027)	13.6	\$15,061.00
Intercompany Claims (PC028)	1.4	\$1,484.00
Other Motions/Applications (PC029)	4.7	\$5,016.00
Time Entry Review (PC032)	5.2	\$2,392.00

Mediation (PC034)	230.8	\$301,199.50
Governmental/Regulatory (PC035)	0.0	\$0.00
<b>Total Requested</b>	<b>1,274.6</b>	<b>\$1,434,903.00</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>		<b>(\$2,392.00)</b>
<b>Total Requested</b>	<b>1,274.6</b>	<b>\$1,432,511.00</b>

**Exhibit B**

**Attorney and Paraprofessional Information**

<b>Name</b>	<b>Year Admitted or No. of Years with Firm</b>	<b>Department</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b>					
James Dugan	1994	Litigation	\$1,800	43.6	\$78,480.00
Weston Eguchi	2006	Corporate & Financial Services (“ <b>Corporate</b> ”)	\$1,275	6.1	\$7,777.50
Todd Goren	2003	Business Reorganization & Restructuring (“ <b>BR&amp;R</b> ”)	\$1,350	145.1	\$195,885.0
Jeffrey B. Korn	2001	Litigation	\$1,550	18.1	\$28,055.00
Brett H. Miller	1992	BR&R	\$1,500	174.9	\$262,350.00
<b>Counsel / Senior Counsel</b>					
Cindy Chernuchin	1985	Corporate	\$1,225	0.2	\$245.00
Craig A. Damast	1992	BR&R	\$1,070	171.0	\$182,970.00
<b>Associates</b>					
Natalia Benitez	2020	Litigation	\$775	94.9	\$73,547.50
Pablo Benjumea Guitierrez	2021 (Illinois)	Corporate	\$775	1.4	\$1,085.00
Allison Berkowitch	2019	Litigation	\$930	21.8	\$20,274.00
Agustina Berro	2013	BR&R	\$1,170	3.5	\$4,095.00
Joseph Brandt	2021	BR&R	\$615	105.2	\$64,698.00
James H. Burbage	2016	BR&R	\$1,115	55.8	\$62,217.00
Hye-Kyung (Monica) Chang	2008	Litigation	\$545	2.3	\$1,253.50
Matthew V. Dunn	2016	BR&R	\$1,060	157.0	\$166,420.00
Kyle Mathews	2015	Litigation	\$1,170	79.4	\$92,898.00
Debra M. Sinclair	2014	BR&R	\$1,170	147.6	\$172,692.00
<b>Law Clerks</b>					
Michele St. Julien		Litigation	\$460	16.9	\$7,774.00
<b>Paraprofessionals</b>					
Alison R. Ambeault	15 ½ years	Associate Director, Practice Support	\$460	18.5	\$8,510.00
Christian Arriola	10 years	Litigation Technology	\$325	3.0	\$975.00

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

		Support			
Ashley Halloran	2 months	BR&R Paralegal	\$280	4.3	\$1,204.00
Elena Stamoulis	20 ½ years	Library Manager	\$265	0.5	\$132.50
Joy Watson	5 years	Asst. Manager, Litigation Technology Support	\$390	3.5	\$1,365.00
<b>Total Requested:<sup>2</sup></b>				<b>1,274.6</b>	<b>\$1,434,903.00</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>					<b>\$(2,392.00)</b>
<b>Total Requested</b>				<b>1,274.6</b>	<b>\$1,432,511.00</b>

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<sup>2</sup> The blended rate for attorneys is \$1,142.93 per hour. The blended rate for paraprofessionals is \$408.94 per hour.

**Exhibit C**

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

<b>Expense</b>	<b>Amount</b>
Postage / Messenger / Overnight Delivery	\$197.41
Teleconferencing	\$179.77
Reproduction	\$935.38
Air Freight	\$15.09
Data Acquisition (including Legal Research)	\$2,939.70
Outside Consultants (including e-discovery provider)	\$813.20
Transcript Costs	\$10,781.75
<b>Total Requested:</b>	<b>\$15,862.30</b>

**Exhibit D**

**Time Detail**

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

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

## OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO AEROMEXICO

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22115353  
Client/Matter No. 128273.00001  
September 30, 2021

### FOR PROFESSIONAL SERVICES RENDERED

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

Assumption and Rejection of Leases and Contracts	\$	211,593.00
Budgeting (Case)	\$	1,422.00
Business Operations	\$	25,344.50
Case Administration	\$	91,589.00
Claims Administration and Objections	\$	3,111.50
Corporate Governance and Board Matters	\$	106.00
Employment and Fee Applications	\$	21,182.00
Financing and Cash Collateral	\$	34,138.50
Other Litigation	\$	20,190.50
Meetings and Communications with Creditors	\$	61,843.50
Plan and Disclosure Statement	\$	300,290.50

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Reporting	\$ 426.00
Discovery	\$ 336,905.50
Hearings	\$ 1,608.00
Lien Investigation	\$ 15,061.00
Intercompany Claims	\$ 1,484.00
Other Motions/Applications	\$ 5,016.00
Mediation	\$ 301,199.50
Disbursements and Other Charges	<u>15,862.30</u>
<b>Total this Invoice</b>	<u><u>\$ 1,448,373.30</u></u>

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**Assumption and Rejection of Leases and Contracts**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/2/21	T G	Correspondence w/ Debtors re MAX motion (.4) and call w/ W&C and DPW re same (.5).	0.90	\$ 1,215.00
8/2/21	MVD	Review unredacted lease related to debtors' 737MAX motion.	0.30	318.00
8/2/21	J B	Draft and revise Committee objection to Debtors' DAE Leases (737 MAX) motion.	1.80	1,107.00
8/3/21	CAD	Correspondence w/ M. Dunn, FTI regarding Debtors' motion to assume amended leases w/ Aviator Ireland AMX 188, DAC and Aviator Ireland AMX 216, DAC and resolve lessors' claims (.1) and review/analyze same (.2).	0.30	321.00
8/3/21	CAD	Various correspondence w/ internal working group, T. Graulich (Davis Polk) regarding status of Debtors' motion to acquire additional MAX aircraft/extension of objection deadline/further dialogue (.4); various subsequent correspondence w/ internal working group, FTI regarding issues w/ motion and possible objection (.8).	1.20	1,284.00
8/3/21	T G	Correspondence w/ DPW re MAX motion (.3) and correspondence w/ FTI and team re same and status of objection (.6).	0.90	1,215.00
8/3/21	MVD	Draft objection to Debtors' 737MAX motion.	0.50	530.00
8/3/21	J B	Revise objection to DAE Leases motion re: economic-related diligence and input from FTI team.	2.10	1,291.50
8/3/21	DMS	Work on 737MAX Objection.	3.20	3,744.00
8/4/21	CAD	Correspondence w/ T. Goren, T. Graulich (Davis Polk) regarding status of Debtors' motion to acquire additional MAX aircraft and objection deadline.	0.10	107.00
8/4/21	DMS	Review and revise objection to 737 Max motion.	0.90	1,053.00
8/4/21	B M	Review the FTI analysis of the 737Max motion and discuss the outline of the UCC concerns (2.2); correspond with the Debtors regarding the	2.60	3,900.00

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		737Max motion and extension of the UCC time to object (.4).		
8/4/21	T G	Correspondence w/ FTI re MAX motion (.4); correspondence w/ team re same (.3); call w/ M Bilbao (FTI) re same (.2).	0.90	1,215.00
8/4/21	MVD	Analyze and assess Debtors' analysis regarding acquisition of new aircraft related to 737MAX motion.	0.90	954.00
8/4/21	J B	Revise objection to Debtors' motion to assume new 737MAX aircraft (DAE Leases) re: comments from FTI team, D. Sinclair, and M. Dunn.	3.50	2,152.50
8/4/21	JCD	Review correspondence and draft brief re: objection to 737MAX leases (.7); correspondence with parties re amended protective order (.3).	1.00	1,800.00
8/5/21	DMS	Review and revise 737MAX objection (0.8); call with litigators re 737Max motion (0.3); follow up with B. Miller, T. Goren, J. Dugan re same (0.4).	1.50	1,755.00
8/5/21	CAD	Correspondence w/ Y. Zahoroda (Milbank), R. Engelke regarding unredacted motion to assume certain aircraft leases (MSNs 4001 and 4011).	0.10	107.00
8/5/21	CAD	Correspondence w/ D. Sinclair regarding Debtors' response to FTI diligence questions regarding additional MAX aircraft (.1) and review/analyze same (.2); correspondence w/ T. Graulich (Davis Polk), internal working group regarding extension of committee's objection deadline regarding Debtors' motion to acquire additional MAX aircraft (.1); various correspondence w/ internal working group regarding discovery issues regarding Debtors' motion to acquire additional MAX aircraft (.8); correspondence w/ internal working group regarding status of committee's objection to Debtors' motion to acquire additional MAX aircraft (.1).	1.30	1,391.00
8/5/21	T G	Correspondence w/ team re MAX objection status.	0.30	405.00
8/5/21	B M	Correspond with the Debtors and FTI regarding the 737Max motion and the UCC position (.6); review and comment on the UCC discovery	1.30	1,950.00

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8/5/21	MVD	demands regarding the 737Max motion (.7). Review contract assumption summary.	0.20	212.00
8/5/21	J B	Research re: business judgment standard issues (1.5); Revise and update Committee objection to 737MAX motion re: D. Sinclair and FTI comments (2.0); draft sealing motion in connection with objection to 737MAX motion (.7).	4.20	2,583.00
8/5/21	MVD	Phone call with litigation team re 737MAX objection and related discovery requests (.3); phone call with B. Roy and R. Faldetta (FTI) re objection to Debtors' 737MAX motion (.2); phone call with FTI team and litigation team re 737MAX objection and related discovery (.5).	1.00	1,060.00
8/6/21	DMS	Review FTI comments to 737 MAX objection (.1) and corr with J. Brandt, M. Dunn re same (0.2); review and revise 737 MAX objection (1.8).	2.10	2,457.00
8/6/21	DMS	Review and revise 737 MAX objection.	2.90	3,393.00
8/6/21	CAD	Correspondence w/ T. Goren, T. Graulich (Davis Polk) regarding Debtors' motion to acquire additional MAX aircraft (.1); review/analyze current drafts of committee's objection to such motion (2x) (1.3); various correspondence w/ internal working group regarding same and comments (1.2); various correspondence w/ B. Roy/M. Bilbao/R. Faldetta (FTI), internal working group regarding same and additional comments (1.3); correspondence w/ D. Sinclair regarding comments to objection (.2).	4.10	4,387.00
8/6/21	T G	Review and revise objection to motion to enter into MAX leases (1.8); call w/ DPW re same (.3); call w/ team re same (.6).	2.70	3,645.00
8/6/21	B M	Review and comment on the UCC limited objection to the DAE lease motion and proposed discovery (1.7); correspond with the Debtors regarding the DAE lease motion (.4).	2.10	3,150.00
8/6/21	A A	Bluebook and cite check 737Max objection.	0.70	322.00
8/6/21	DMS	Further revise 737MAX Objection.	2.00	2,340.00

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8/6/21	JCD	Review draft of 737MAX objection (.6) and call with B. Miller and T. Goren (.4).	1.00	1,800.00
8/6/21	J B	Update and revise objection to 737MAX motion (DAE Leases) re: FTI comments and input.	2.50	1,537.50
8/6/21	MVD	Revise/supplement objection to Debtors' 737MAX motion (1.4); phone call with Willkie team re objection to Debtors' 737MAX motion (.6).	2.00	2,120.00
8/7/21	DMS	Review FTI comments to 737MAX objection and revise objection (0.4); corr with Willkie team re same (0.1).	0.50	585.00
8/7/21	T G	Review and revise drafts of objection to MAX motion (.9); correspondence w/ team re same (.4); correspondence w/ FTI re same (.4).	1.70	2,295.00
8/7/21	B M	Review and comment on the UCC limited objection to the DAE lease motion (1.4); correspond with the Debtors regarding UCC discovery request for the DAE lease motion (.4); review memorandum regarding the DAE lease motion and the business judgment rule (.8).	2.60	3,900.00
8/7/21	A A	Assist w/ preparation of filing of 737Max objection (1.4); prepare and file same, including redactions (.5); coordinate service of same (.1); email chambers w/ copy of same (.1).	2.10	966.00
8/7/21	JCD	Review revised objection to 737MAX leases.	0.80	1,440.00
8/7/21	DMS	Revisions to 737MAX objection (2.5), related calls/correspondence with Willkie team (2.3); coordinate filing of same (0.5).	5.30	6,201.00
8/7/21	J B	Revise and coordinate filing of Committee objection to 737 MAX (DAE Leases) motion (2.7)	2.70	1,660.50
8/7/21	MVD	Revise/supplement objection to 737MAX motion (.9) and prepare same for filing (.3); revise/supplement sealing motion for objection to 737MAX motion (.3).	1.50	1,590.00
8/8/21	CAD	Correspondence w/ Gibson Dunn, internal working group regarding unredacted committee's limited objection to Debtors' motion to acquire additional MAX aircraft and	0.80	856.00

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		joinder in request for adjournment (.5); correspondence w/ M. Dunn, internal working group regarding conversation w/ L. Moak regarding committee's limited objection (.3).		
8/8/21	B M	Correspond with the Debtors regarding the DAE Lease Limited Objection and discovery requests of the UCC (.7); review and comment on the UCC discovery requests (.4).	1.10	1,650.00
8/8/21	MVD	Phone call with L. Moak (ASPA) re: objection to 737MAX motion.	0.20	212.00
8/8/21	JCD	Correspondence with team and FTI regarding 737MAX lease objection.	0.80	1,440.00
8/9/21	CAD	Correspondence w/ S. Piraino (Davis Polk) regarding chambers' request for chambers' conference regarding Debtors' motion to acquire additional MAX aircraft and committee's objection (.3); review/analyze ad hoc claimants' joinder to committee's objection (.1); participate in chambers conference w/ internal working group, T. Graulich (Davis Polk), Judge Chapman regarding Debtors' MAX aircraft motion, committee's objection, and possible resolution (.5); correspondence w/ internal working group regarding DAE LOI terms (regarding MAX aircraft) (.3); correspondence w/ internal working group regarding Debtors' MAX aircraft motion, conversation w/ Davis Polk, and possible resolution (.2); correspondence w/ M. Melcer (Davis Polk), internal working group regarding adding committee's objection to Debtors' MAX aircraft motion to proposed sealing order (.1) and review/analyze same (.2).	1.70	1,819.00
8/9/21	T G	Review ad hoc joinder to MAX objection and correspondence w/ Gibson re same (.4); review LOI re same (.8); correspondence w/ DPW re same (.3).	1.50	2,025.00
8/9/21	B M	Negotiation with the Debtors and DAE regarding the 737Max Lease motion (1.8); review of the form of interim order (.3); memorandum regarding the proposed interim relief for the DAE motion (.6).	2.70	4,050.00
8/9/21	MVD	Review Gibson group's joinder to limited	0.10	106.00

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8/9/21	MVD	objection to Debtors' 737MAX motion. Review draft sealing motion for 737max motion (.2); communication with FTI regarding Debtors' proposed assumption of contracts (.2).	0.40	424.00
8/9/21	JCD	Conference call with team re: status of objection and resolution of same.	0.60	1,080.00
8/10/21	CAD	Review/analyze Debtors' fourth notice of assumption of executory contracts and unexpired leases.	0.20	214.00
8/10/21	CAD	Correspondence w/ M. Melcer (Davis Polk) regarding CNO and revised proposed order in connection w/ DAE sealing motion (.1) and review/analyze same (.1); various correspondence w/ internal working group regarding possible resolution of committee's objection to Debtors' MAX aircraft motion/adjournment of Landess deposition (.4); review/analyze proposed interim order regarding Debtors' MAX aircraft motion (2x) (.6) and various correspondence w/ internal working group regarding same and comments (.9); correspondence w/ B. Miller, committee members regarding same (.1).	2.20	2,354.00
8/10/21	T G	Review and revise updated drafts of 737MAX order (.6); correspondence w/ team re same (.3); correspondence/calls w/ DPW re same (.4)	1.30	1,755.00
8/10/21	MVD	Review Debtors' draft interim order re 737Max motion.	0.70	742.00
8/10/21	DMS	Review interim 737MAX order and letter of intent (0.6); revise same (0.4); corr with Willkie team, S. Szanzer (DPW) re same and related discovery (0.3); corr with N. Cohen (FTI), J. Brandt re Delta agreements (.1); review revised 737MAX order (.2).	1.60	1,872.00
8/11/21	CAD	Review/analyze signed order authorizing Debtors to acquire additional MAX aircraft (.1); discuss substantive objection to Debtors' MAX aircraft motion w/ D. Sinclair (.2).	0.30	321.00
8/11/21	CAD	Review/analyze CNOs regarding Debtors' motions to assume (as amended) lease agreement and claims settlement w/ North Shore Aviation; certain aircraft lease aircraft agreements and claims settlement w/ Aviator	0.30	321.00

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		Ireland, and certain lease agreement and claims settlement w/ FGL Aircraft Ireland.		
8/11/21	MVD	Review interim order re DAE motion.	0.30	318.00
8/11/21	MVD	Review standstill agreement for short term CEBURES and related notice of presentment for 9019 order to determine whether UCC has input on same.	0.70	742.00
8/12/21	DMS	Work on supplemental objection to 737 MAX Motion.	1.20	1,404.00
8/12/21	CAD	Review signed orders authorizing assumption on amended basis of aircraft lease agreements and claims settlement w/ Aviator Ireland, assumption on amended basis of aircraft lease agreement and claims settlement w/ FGL Aircraft Ireland, and certain engine lease agreement and claims settlement w/ North Shore Aviation.	0.30	321.00
8/12/21	CAD	Correspondence w/ J. Brandt regarding entry of Debtors' sealing motion regarding MAX aircraft motion (.1) and review/analyze same (.1).	0.20	214.00
8/12/21	T G	Call w/ FTI re MAX motion/next steps.	0.90	1,215.00
8/12/21	B M	Discussions with the Debtors regarding the DAE Motion, Interim Order entered by Judge Chapman and procedures for the Final Order, including discovery (.7); review of the FTI analysis of the 737Max leases (.4).	1.10	1,650.00
8/12/21	DMS	Call with M. Dunn re 737MAX Motion.	0.20	234.00
8/12/21	MVD	Phone call with D. Sinclair re supplemental objection to Debtors' DAE motion (.2); review sealing order for Debtors' DAE motion (.2); revise/supplement objection to Debtors' DAE/737MAX motion (.7); phone call with J. Brandt re supplemental objection to Debtors' DAE/737Max motion (.5).	1.60	1,696.00
8/15/21	J B	Draft and revise final order objection to 737MAX (DAE Leases) Motion.	1.30	799.50
8/16/21	DMS	Review and revise 737MAX Objection to final order.	0.40	468.00
8/16/21	B M	Discussions with the Debtors and FTI regarding the 737Max leases (.8); review memorandum	1.20	1,800.00

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8/16/21	MVD	regarding the 737Max leases (.4). Review/revise objection to Debtors' 737Max motion.	1.20	1,272.00
8/17/21	DMS	Call with FTI, J. Korn and litigation team re 737MAX depositions.	0.10	117.00
8/18/21	DMS	Call with Willkie and FTI teams re depo prep for 737MAX objection.	1.00	1,170.00
8/18/21	MVD	Phone call with Willkie team re 737Max objection.	0.20	212.00
8/18/21	MVD	Conduct research regarding failure to satisfy business judgment standard i/c/w Debtors' 737MAX motion.	1.10	1,166.00
8/18/21	J B	Call with Willkie and FTI teams re: 737 MAX final order objection diligence.	0.20	123.00
8/19/21	DMS	Review corr with FTI team re 737MAX purchase (.1) and corr with M Dunn re same (.1).	0.20	234.00
8/19/21	CAD	Correspondence w/ B. Roy/N. Cohen (FTI), internal working group regarding Debtors' MAX aircraft motion and expected delivery months for various MAX aircraft.	0.20	214.00
8/19/21	T G	Correspondence w/ FTI re timing of MAX inductions.	0.20	270.00
8/20/21	DMS	Call with T. Goren re 737MAX objection (0.3); review deposition testimony and work on objection to 737MAX motion (3.3).	3.60	4,212.00
8/20/21	CAD	Correspondence w/ D. Sinclair, T. Goren regarding outline of committee objection to Debtors' motion to acquire MAX aircraft.	0.30	321.00
8/20/21	DMS	Further revise 737MAX Objection.	3.70	4,329.00
8/20/21	CAD	Review/analyze Debtors' motion to enter into new simulator purchase agreement w/ CAE.	0.30	321.00
8/20/21	T G	Call w/ D Sinclair re MAX objection (.3); review outline re same (.3); correspondence w/ FTI re same (.4).	1.00	1,350.00
8/20/21	MVD	Review transcript of Kocovski for testimony relevant to objection to Debtors' 737Max motion.	1.20	1,272.00
8/20/21	J B	Revise 737MAX final order objection re: D. Sinclair comments (3.0); research re: business judgment standard issue (1.5).	4.50	2,767.50
8/21/21	MVD	Revise/supplement objection to 737Max	0.70	742.00

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		motion.		
8/21/21	DMS	Work on 737MAX objection (1.5); work on 737MAX objection (5.2); correspondence with FTI re same (.3).	7.00	8,190.00
8/22/21	DMS	Review draft FTI declaration ISO 737MAX objection.	0.70	819.00
8/22/21	T G	Review and revise objection to MAX motion.	0.60	810.00
8/22/21	MVD	Draft reservation of rights to Debtors' 737Max motion.	1.20	1,272.00
8/22/21	MVD	Draft FTI declaration regarding 737Max objection.	1.30	1,378.00
8/22/21	J B	Revise 737MAX final order objection re: deposition transcript citations.	2.10	1,291.50
8/23/21	CAD	Review/analyze Debtors' motion to assume (as amended) certain aircraft lease agreements w/ UMB Bank, GAE, and SMBC and approving claims settlement (.3); correspondence w/ M. Dunn, FTI regarding same (.1); correspondence w/ internal working group, B. Roy (FTI) regarding same and clearance (.2); review/analyze Debtors' motion to reject aircraft lease (Pinata Leasing) (.2); correspondence w/ internal working group, B. Roy regarding same and issues (.2).	1.00	1,070.00
8/23/21	CAD	Review/analyze draft of committee's supplemental objection to Debtors' motion to acquire MAX aircraft (2x) (.9); review/analyze FTI comments to letter (.6); correspondence w/ internal working group regarding same (.2).	1.70	1,819.00
8/23/21	DMS	Review and revise 737MAX Objection and corr with M. Dunn re same.	1.10	1,287.00
8/23/21	T G	Review and revise objection to 737MAX motion (.8); correspondence w/ team re same (.3).	1.10	1,485.00
8/23/21	JCD	Review revised objections to 737MAX lease motion.	0.60	1,080.00
8/23/21	B M	Discussions with the Debtors and FTI regarding the resolution of the DAE motion for 12 737MAX aircraft (1.2); review the deposition transcripts regarding the DAE motion (1.6); review memorandum regarding the DAE motion issues (.4); correspond with FTI	3.70	5,550.00

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8/23/21	MVD	regarding the 737MAX aircraft (.5). Phone call with D. Sinclair and N. Cohen (FTI) re objection to 737Max motion (.2); follow up call with D. Sinclair and N. Cohen (FTI) re same (.1).	0.30	318.00
8/23/21	MVD	Revise/supplement FTI declaration in support of objection to 737Max motion.	1.70	1,802.00
8/23/21	MVD	Revise/supplement objection to 737Max motion.	1.50	1,590.00
8/23/21	DMS	Review and revise declaration of Neal Cohen in support of 737MAX Objection (.8); call with M. Dunn, N. Cohen re 737MAX objection (.2) and related corr with Willkie team (.1); review 737MAX objection (.3) and discuss same with Willkie and FTI teams (.5); review FTI comments to 737MAX objection (.4) and correspondence with FTI and M. Dunn re same (.2).	2.50	2,925.00
8/24/21	DMS	Review 737MAX Objection (0.7); review 737 MAX ROR (0.1); corr with Willkie and FTI teams re same (0.6).	1.40	1,638.00
8/24/21	CAD	Review and revise committee's supplemental objection to Debtors' motion to acquire MAX aircraft (2x) (.9); various correspondence w/ M. Dunn, D. Sinclair, internal working group regarding same and comments (.8); review/analyze FTI comments to same (.3); review/analyze draft of N. Cohen in support of committee's supplemental objection (.3); review and revise committee's reservation of rights regarding Debtors' motion to acquire MAX aircraft (2x) (1.0) and correspondence w/ internal working group regarding same and comments (.3); subsequent correspondence w/ D. Sinclair regarding final revisions to reservation of rights (.2).	3.80	4,066.00
8/24/21	JCD	Review reservation of rights filing on 737MAX leases.	0.60	1,080.00
8/24/21	T G	Review and revise objection to 737MAX motion (1.2); review and revise RoR re same (.6); call w/ DPW re same (.3).	2.10	2,835.00
8/24/21	B M	Negotiations with the Debtors regarding the resolution of the DAE Lease motion issues (.4);	1.10	1,650.00

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		review and comment on the UCC reservation of rights regarding the DAE motion (.4); memorandum regarding the DAE settlement; call with N. Cohen regarding the DAE settlement (.3).		
8/24/21	A A	Prepare and file Committee Reservation of Rights relating to DAE Final Order.	0.70	322.00
8/24/21	MVD	Revise/supplement reservation of rights to 737Max motion.	1.40	1,484.00
8/24/21	MVD	Revise/supplement objection to 737Max motion.	0.90	954.00
8/24/21	J B	Revise objection to 737 Max motion final order.	0.90	553.50
8/24/21	DMS	Correspondence with FTI re 737MAX objection (.5); review and revise 737MAX objection/ROR (0.7); call with Davis Polk and Willkie teams re same (0.3); correspondence with Willkie team re same (0.4).	1.90	2,223.00
8/24/21	K M	Review draft 737MAX Motion objection.	0.20	234.00
8/25/21	T G	Correspondence w/ Skyworks re JOLCO aircraft (.4); calls w/ B Roy re same (.3).	0.70	945.00
8/25/21	J B	Organize filed stipulations re: JOLCO leases and send stipulations re: same to W. Eguchi.	0.30	184.50
8/26/21	T G	Review Delta agreements re scope questions (1.2); correspondence w/ team re same (.3); correspondence w/ Debtors' advisors re same (.4); correspondence w/ S&S re same (.2); review proposed DAE order (.2) and correspondence w/ D Sinclair re same (.1).	2.40	3,240.00
8/26/21	MVD	Review summary of contracts to be assumed prepared by Alix Partners.	0.20	212.00
8/26/21	DMS	Review Delta documentation (.4) and correspondence with Willkie team regarding same (0.3); review CNO re 737MAX Aircraft (0.2); corr with Willkie and DPW teams re same (0.3); correspondence with Willkie and MNAT teams re Delta contracts (0.2) and review same (0.1).	1.50	1,755.00
8/26/21	JCD	Review latest draft of 737MAX objection.	0.60	1,080.00
8/26/21	CAD	Correspondence w/ M. Melcer (Davis Polk), internal working group regarding CNO and	0.30	321.00

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8/27/21	CAD	proposed final order for DAE leases (12 MAX aircraft) and comments to same (.3). Review/analyze CNO regarding Debtors' motion to enter into new aircraft lease agreements and amend and assume a certain existing lease agreement and approve compromise regarding prepetition claims of DAE.	0.10	107.00
8/27/21	DMS	Call with Debtors and FTI team re Delta contracts and debtors' analysis (0.6); review additional Delta contracts provided by MNAT and summary thereof (0.4).	1.00	1,170.00
8/27/21	T G	Review Delta synergy analysis (.6); review and analyze Delta JCA re same (1.7); call w/ FTI re same (.6); correspondence w/ Delta and bidders re access to Delta documents (.8); correspondence w/ DPW re same (.2) review protective order re same (.4); call w/ M Brod re same (.2); calls w/ D Abbott (x2) re same (.5); calls (x2) w/ B Miller re same (.3)	5.30	7,155.00
8/27/21	DMS	Review debtors' Delta analysis (.2); call with S. Szanzer (DPW) re 737MAX CNO (.1) and correspondence with S. Szanzer (DPW), B. Miller, T. Goren (separately) re same (.2); call with Debtors and FTI team re Delta contracts and debtors' analysis (0.6); review additional Delta contracts provided by MNAT and summary thereof (0.6).	1.70	1,989.00
8/28/21	T G	Call w/ joint bid group advisors re Delta analysis (1.6); correspondence w/ team re analysis of same (.5); correspondence w/ Debtors' advisors re call on same (.2).	2.30	3,105.00
8/28/21	DMS	Review Delta agreements (.5), revise summary (.3) and corr with M Dunn re same (.1); review Delta JCA (.7) and related correspondence with Willkie team (.5); call with Ad Hoc Group advisors and Committee advisors re Delta contracts (in part) (0.5) and related corr with M. Dunn (0.2).	2.90	3,393.00
8/29/21	CAD	Correspondence w/ internal working group, M. Bilbao (FTI) regarding JOLCO update/status.	0.20	214.00
8/30/21	DMS	Call with Debtors, Willkie, FTI, and joint proposal bidders' professionals regarding	1.50	1,755.00

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8/30/21	CAD	Delta's contractual services. Review/analyze final order authorizing assumption of DAE aircraft leases.	0.10	107.00
8/30/21	B M	Correspond with the Debtors and aircraft lessors regarding the JOLCO settlements (.8); memorandum regarding the JOLCO settlements (.3).	1.10	1,650.00
8/30/21	T G	Review Delta agreements re Debtor analysis questions.	0.80	1,080.00
8/30/21	MVD	Review August contract assumption.	0.20	212.00
8/30/21	MVD	Review final DAE Order.	0.10	106.00
8/31/21	MVD	Consideration of issues related to Debtors' contract assumption notice.	0.20	212.00
8/31/21	CAD	Review/analyze Debtors' fifth notice of assumption of executory contracts and unexpired leases (.1) and correspondence w/ J. Brandt regarding same (.1); correspondence w/ J. Brandt regarding Debtors' motion to assume three JOLCO leases (.1) and review/analyze same (.2).	0.50	535.00
8/31/21	CAD	Correspondence w/ M. Landess (Skyworks), B. Roy (FTI), internal working group regarding JOLCO and MAX aircraft updates/status.	0.30	321.00
8/31/21	T G	Correspondence w/ FTI re fleet discussions/JOLCO status (.3); correspondence w/ team re JOLCO assumptions (.3).	0.60	810.00
8/31/21	DMS	Call regarding Delta contract analysis with ad hoc groups and FTI, Willkie teams.	1.50	1,755.00
8/31/21	J B	Call with Committee professionals and Milbank group re: Delta synergies updates (1.3).	1.30	799.50
<b>Sub-Total</b>			<b>186.70</b>	<b>211,593.00</b>

**Budgeting (Case)**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/16/21	DMS	Review MoFo budget (.1) and corr with Willkie team re same (.1).	0.20	\$	234.00
8/16/21	CAD	Correspondence w/ K. Richardson (Morrison &	0.20		214.00

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		Foerster), D. Dinclair regarding fourth interim fee period budget (.1) and review/analyze same (.1).		
8/16/21	T G	Review MoFo UST budget.	0.20	270.00
8/23/21	MVD	Review S&S draft budget.	0.20	212.00
8/23/21	J B	Update S+S budget (Mexican Counsel for Committee).	0.80	492.00
		<b>Sub-Total</b>	<b>1.60</b>	<b>1,422.00</b>

**Business Operations**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/3/21	MVD	Review alternative fleet scenario analysis.	0.40	\$	424.00
8/4/21	CAD	Correspondence w/ R. Faldetta (FTI), internal working group regarding data on Debtors' recent performance (.1) and review/analyze same (.1).	0.20		214.00
8/5/21	CAD	Correspondence w/ internal working group, FTI regarding latest data on Debtors' business performance.	0.20		214.00
8/9/21	MVD	Review vendor tracking workbook prepared by Alix.	0.10		106.00
8/10/21	B M	Call with the Debtors regarding operations issues (.6); call with FTI regarding business operations (.6); memorandum regarding business plan issues (.4).	1.60		2,400.00
8/12/21	MVD	Review flight restrictions chart.	0.30		318.00
8/17/21	B M	Call with the Debtors and FTI to discuss business operations and case issues (.9); call with FTI to discuss open business issues for the UCC (.7).	1.60		2,400.00
8/24/21	MVD	Review FTI deck re cash flow and fleet updates.	0.30		318.00
8/26/21	MVD	Review weekly critical vendor report prepared by Alix Partners.	0.20		212.00
8/26/21	J B	Review Delta agreements re: parent guarantee	0.70		430.50

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		issue.		
8/26/21	J B	Attention to and summarize incremental Delta agreements received from Company.	4.40	2,706.00
8/27/21	B M	Discussions with FTI regarding operations including the Delta code share (.9); review of the Delta agreements and required services (1.8).	2.70	4,050.00
8/27/21	MVD	Phone call with Willkie and FTI teams re Delta (.5); review deck re: Delta's extra contractual services to Debtors (.6).	1.10	1,166.00
8/28/21	MVD	Review slides prepared by FTI re relationship between Debtors and Delta (.3); review Debtors' agreements with Delta and summary of same (.9); compile documents and distribute to Willkie and FTI teams (.3); phone call with N. Cohen (FTI) re Delta agreements (.1); call with advisors to UCC and advisors to both ad hoc groups re Delta's threat to stop performing extra contractual services for Debtors (1.6).	3.20	3,392.00
8/30/21	MVD	Phone call with advisors to Debtors and various creditor groups regarding loss impact of Delta's potential withdrawal of services.	1.60	1,696.00
8/30/21	JCD	Correspondence among parties re: Delta analysis.	0.60	1,080.00
8/31/21	MVD	Review FTI presentation re July results.	0.30	318.00
8/31/21	B M	Call with the Debtors to discuss the current business operations of the Debtors (.9); call with FTI regarding the Debtors' business operations (.8); review of the FTI analysis of the Debtors' business (.5); draft memorandum regarding open business points for the UCC (.4).	2.60	3,900.00
<b>Sub-Total</b>			<b>22.10</b>	<b>25,344.50</b>

**Case Administration**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/1/21	DMS	Call with Willkie/FTI re open workstreams (0.5); call with Gibson Dunn re next steps (0.3).	0.80	\$ 936.00

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8/2/21	A A	T/c w/ D. Sinclair, M. Dunn and J. Brandt re: case status and work streams (in part).	0.30	138.00
8/2/21	J B	Call with D. Sinclair, M. Dunn, and A. Ambeault re: work in progress list updates.	0.50	307.50
8/2/21	MVD	Revise/supplement WIP list (1.0); draft agenda for weekly UCC meeting (.2); weekly call with D. Sinclair, J. Brandt, and A. Ambeault re updates to WIP list (.5).	1.70	1,802.00
8/3/21	CAD	Participate in weekly call w/ committee's professionals regarding today's mediation (regarding exit financing process) debrief, today's committee only session w/ mediator, strategy, and agenda for tomorrow's creditors' committee meeting (.8); correspondence w/ M. Dunn regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1).	1.00	1,070.00
8/3/21	MVD	Prepare for weekly UCC meeting.	0.30	318.00
8/3/21	MVD	Weekly UCC professionals' call re mediation, exit financing, and other topics.	0.70	742.00
8/3/21	DMS	Weekly call with Committee professionals and Debtors professionals re: exit financing, plan, mediation (.8); correspondence with Willkie team re open workstreams (1.2).	2.00	2,340.00
8/4/21	MVD	Phone call with Willkie and FTI teams re mediation and objection to 737MAX motion (.6); prepare for same (.1).	0.70	742.00
8/4/21	J B	Call with Willkie and FTI teams re: exit financing proposal updates and mediation preparation.	0.60	369.00
8/5/21	MVD	Phone call with Willkie team and AHG advisors re mediation, exit financing, and other topics.	0.40	424.00
8/5/21	J B	Call with Willkie and Ad Hoc Group counsel (Akin) re: mediation updates and Committee objection to DAE Motion updates.	0.30	184.50
8/6/21	CAD	Review/analyze notice of scheduled omnibus hearing date.	0.10	107.00
8/9/21	CAD	Review/analyze ad hoc claimholders group 2019 statement.	0.10	107.00
8/9/21	MVD	Review Gibson group's 2019 statement.	0.20	212.00
8/9/21	MVD	Prepare agenda for weekly UCC meeting (.3);	1.10	1,166.00

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8/10/21	CAD	update works in progress list to reflect current work streams and delegation of work (.8). Correspondence w/ M. Dunn regarding today's call w/ Santamarina & Steta regarding status of matters w/ Mexican law implications (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial matters/case status (mediation status/Debtors' MAX motion status and possible resolution/fleet update) (.8); participate in weekly committee professionals' call regarding same and agenda for tomorrow's creditors' committee meeting (.6); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); correspondence w/ internal working group regarding draft agenda for tomorrow's committee meeting (.2) and review/analyze same (.1); participate in weekly call w/ internal working group regarding WIP list and agenda for tomorrow's committee meeting (.4).	2.50	2,675.00
8/10/21	DMS	Corr with M. Dunn re agenda.	0.10	117.00
8/10/21	T G	Call w/ Debtors' professionals re mediation, exit financing and operations update (.8); follow-up call w/ FTI re same (.6).	1.40	1,890.00
8/10/21	A A	Weekly team call w/ D. Sinclair, M. Dunn and J. Brandt re: case status and workstream.	0.30	138.00
8/10/21	JCD	Participate in professionals call re: mediation, exit strategy, plan (.6); participate in WFG call re: same (.6).	1.20	2,160.00
8/10/21	AGB	Standing call with Mexico counsel.	0.10	117.00
8/10/21	J B	Call with Debtors professionals and Committee professionals re: case, mediation, and exit financing updates.	0.80	492.00
8/10/21	J B	Call with D. Sinclair, M. Dunn, and A. Ambeault re: work in progress list updates (.3); call with FTI and Willkie teams re: matter updates and Committee call agenda (.6); call with Willkie internal team re: matter updates and agenda for Committee call (.4).	1.30	799.50

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8/10/21	K M	Participate in weekly Willkie team call to discuss current assignments and case strategy.	0.50	585.00
8/10/21	DMS	Weekly call with M. Dunn, J. Brandt, A. Ambeault to discuss works in progress list (.3); weekly call with FTI and Willkie teams re: case strategy (.6); weekly call with Debtors' and committees' professionals re: plan, mediation (.8); weekly team call re: works in progress, tasks (.4).	2.10	2,457.00
8/10/21	MVD	Phone call with D. Sinclair, J. Brandt, and A. Ambeault regarding current work streams and delegation of work going forward (.3); update works in progress list (.6); weekly call with UCC professionals and Debtors' professions regarding mediation, exit financing, the Debtors' fleet, and other topics (.8); weekly call with Willkie team regarding mediation, exit financing, discovery, Debtors' business operations, and other topics (.4); prepare for weekly UCC meeting (.3); prepare agenda for weekly UCC meeting (.3); weekly call with UCC's professionals regarding mediation, exit financing, 737max objection, and other topics (.7).	3.50	3,710.00
8/10/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ team re UCC call topics (.4).	0.80	1,080.00
8/11/21	DMS	Corr with Willkie and FTI teams re open workstreams.	0.50	585.00
8/11/21	CAD	Correspondence w/ internal working group regarding cancellation of tomorrow's omnibus hearing (.1); review/analyze notice of cancellation of tomorrow's omnibus hearing (.1).	0.20	214.00
8/12/21	DMS	Biweekly update call with Akin, Ducera, Willkie and FTI teams re: bids, case strategy, mediation.	0.50	585.00
8/12/21	CAD	Telephone conference w/ internal working group, S. Star (FTI) and ad hoc group professionals regarding exit financing and mediation status update.	0.50	535.00
8/12/21	MVD	Weekly phone call with advisors to Ad Hoc Group re mediation, exit financing, and other	0.50	530.00

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		topics.		
8/16/21	A A	Weekly team meeting w/ D. Sinclair, M. Dunn and J. Brandt re: case status and upcoming tasks.	0.40	184.00
8/16/21	MVD	Follow up phone call with Willkie and FTI teams regarding exit financing.	0.40	424.00
8/16/21	J B	Call with D. Sinclair, M. Dunn, and A. Ambeault re: work in progress list updates.	0.30	184.50
8/16/21	K M	Conference call with Willkie and FTI teams to discuss 737MAX Leases objection and draft proposed bid.	0.30	351.00
8/16/21	DMS	Weekly call with A. Ambeault, M. Dunn, J. Brandt re works in progress list (0.4); review WIP and agenda for circulation by M. Dunn (0.2).	0.60	702.00
8/16/21	MVD	Phone call with D. Sinclair, J. Brandt, and A. Ambeault to review and update WIP list (.4); update WIP list (.7); draft agenda for weekly UCC meeting (.3).	1.40	1,484.00
8/16/21	MVD	Phone call with UCC and Debtors' professional re exit financing (.5); follow up phone call with Willkie and FTI teams re exit financing (.4).	0.90	954.00
8/17/21	CAD	Participate in weekly call w/ internal working group, Santamarina & Steta regarding pending matters w/ Mexican law implications (.5); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (exit financing/mediation update; Debtors' MAX aircraft motion; fleet update) (.9); participate in weekly call w/ committee professionals regarding same and agenda for tomorrow's creditors' committee meeting (.9); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); correspondence w/ internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding WIP list and agenda for tomorrow's committee meeting (.5).	3.20	3,424.00
8/17/21	T G	Call w/ Debtors re mediation, fleet, operations	1.80	2,430.00

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8/17/21	MVD	update (.9); follow-up call w/ FTI re same (.9). Weekly call with S&S re exit financing, fiduciary duties, mediation, and other topics.	0.60	636.00
8/17/21	MVD	Weekly call with UCC's professionals re exit financing and mediation.	0.80	848.00
8/17/21	MVD	Weekly Willkie team call regarding exit financing, mediation, and other topics.	0.50	530.00
8/17/21	MVD	Weekly call with UCC professionals and Debtors' professionals regarding mediation, exit financing, potential plan constructions, 737Max motion, and other topics.	0.80	848.00
8/17/21	AGB	Standing call with Mexico counsel re: pending matters w/ Mexican law implications.	0.50	585.00
8/17/21	J B	Call with Willkie internal team re: workstream updates and case administration.	0.40	246.00
8/17/21	DMS	Weekly call with the debtors' professionals re: plan process, mediation, exit financing (0.9); weekly call with UCC professionals only re: same (0.9); weekly team call re: discovery, mediation (0.4).	2.20	2,574.00
8/17/21	MVD	Prepare for weekly UCC meeting (.2); prepare agenda for weekly UCC meeting (.1); update WIP list (.3).	0.60	636.00
8/18/21	DMS	Corr with N. Benitez and K. Mathews re notices of appearance.	0.10	117.00
8/18/21	DMS	Review email correspondence with Willkie team re open workstreams.	0.40	468.00
8/18/21	DMS	Weekly UCC professionals call re: case status.	0.30	351.00
8/19/21	MVD	Weekly data room review with M. Healy and J. Brandt.	0.10	106.00
8/19/21	MVD	Phone call with Willkie and FTI teams re valuation materials and exit financing.	0.80	848.00
8/20/21	CAD	Correspondence w/ internal working group regarding LATAM case developments and impact on/relevance for this case.	0.20	214.00
8/23/21	DMS	Weekly call re open work streams with M. Dunn.	0.50	585.00
8/23/21	MVD	Weekly phone call with D. Sinclair to update WIP list (.5); prepare for same (.1); update and supplement WIP list (1.1); review letter from Boeing regarding maintaining confidentiality of information (.1); prepare agenda for weekly	2.10	2,226.00

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8/24/21	CAD	UCC meeting (.3). Participate in weekly call w/ Santamarina & Steta regarding status of pending matters w/ Mexican law implications (.4); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (exit financing issues/status and fleet update) (1.1); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.9); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding WIP list and agenda for tomorrow's committee meeting (.4); correspondence w/ internal working group regarding upcoming key calendar dates and deadlines (.2).	3.40	3,638.00
8/24/21	T G	Call w/ Debtors' advisors re mediation, exit financing, fleet update (1.1); follow-up call w/ FTI re same (.8).	1.90	2,565.00
8/24/21	B M	Call with the Debtors' professionals and FTI regarding business operation issues (1.2); call with FTI regarding business operations and reports to the UCC (.9).	2.10	3,150.00
8/24/21	J B	Call with Committee and Debtors' professionals re: exit financing updates and other matter updates.	1.20	738.00
8/24/21	J B	Call with FTI and Willkie teams re: exit financing and matter updates and all professionals call debrief (in part).	0.70	430.50
8/24/21	DMS	Weekly call with Davis Polk, Rothschild, SkyWorks, Willkie, FTI teams re case updates (1.1); weekly call with FTI and Willkie teams re: mediation, case strategy (.9).	2.00	2,340.00
8/24/21	MVD	Revise agenda for weekly UCC meeting (.1); revise/supplement WIP list (.2); prepare for weekly UCC meeting (.3); weekly phone call with Willkie team re exit financing, mediation,	0.90	954.00

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8/24/21	MVD	and other topics (.3). Standing call with C. Damast and S&S re exit and 737Max motion (.4); weekly call with UCC's professionals and Debtors' professionals re exit financing, mediation, 737Max motion, and other topics (1.2); weekly phone call among UCC's professionals re exit financing, potential plan issues, the Debtors' fleet, and other topics (.8).	2.40	2,544.00
8/25/21	CAD	Correspondence w/ A. Ambeault regarding calendar and docket update/deadlines.	0.20	214.00
8/25/21	CAD	Correspondence w/ internal working group regarding DIP milestones, defaults, and cure.	0.40	428.00
8/25/21	JCD	Participate in team call with FTI re: exit strategy, doc review, bids.	0.80	1,440.00
8/26/21	CAD	Various correspondence w/ internal working group regarding Delta agreements and relevant provisions/analysis (.5) and review/analyze same (.4).	0.90	963.00
8/26/21	MVD	Phone call with advisors to Ad Hoc Group re exit financing and mediation.	0.60	636.00
8/26/21	J B	Call with FTI and Willkie team re: mediation and exit financing updates.	0.60	369.00
8/27/21	CAD	Correspondence w/ J. Carlos Machorro (Santamarina & Steta), internal working group regarding Interject issues and ramifications for Debtors (.2); review notice of cancellation of 8/30 hearing and CNO regarding Debtors' motion to approve Newrest settlement (.1).	0.30	321.00
8/30/21	DMS	Weekly call with M. Dunn and A. Ambeault re works in progress list (.4); prepare for same (.1).	0.50	585.00
8/30/21	CAD	Review notice of cancellation of today's hearing.	0.10	107.00
8/30/21	A A	Weekly team meeting w/ D. Sinclair and M. Dunn re: upcoming deadlines and filings.	0.40	184.00
8/30/21	MVD	Weekly call with D. Sinclair and A. Ambeault to update WIP list (.4); revise/supplement WIP List (.4); draft agenda for weekly UCC meeting (.2).	1.00	1,060.00
8/31/21	MVD	Phone call with UCC's professionals and members/professionals for both ad hoc creditor groups regarding Delta and exit financing	1.30	1,378.00

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8/31/21	CAD	process. Correspondence w/ J.C. Machorro (Santamarina & Steta) regarding status of Interjet's concession and slots at Mexico City airport and impact on Debtors (.1) and review/analyze memo regarding same (.2); participate in weekly call w/ internal working group, Santamarina & Steta regarding pending matters w/ Mexican law implications (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (exit financing/process update; exclusivity and planned motions; JOLCO/fleet update) (.8); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.9); correspondence w/ M. Dunn, internal working group regarding draft agenda for committee meeting (.1) and review/analyze same (.1); correspondence w/ J. Kirchgraber (FTI), internal working group regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); participate in weekly call w/ internal group regarding WIP, agenda for tomorrow's committee meeting, and things to be done (.4).	3.00	3,210.00
8/31/21	T G	Call w/ Debtors' advisors re exit financing/fleet update (.7); follow-up call w/ FTI re same (1.1); related follow up (.1).	1.90	2,565.00
8/31/21	K M	Call with Debtors' and the Committee's Professionals to discuss bankruptcy updates.	0.70	819.00
8/31/21	DMS	Call with A Ambeault re open work streams (0.4); correspondence with Willkie and S&S team re same (0.3); weekly call with Willkie and FTI teams re: exit financing, bids, case strategy (1.0); weekly call with Willkie team re: same (0.4); weekly call with Debtors and FTI team re: mediation bids (0.7).	2.80	3,276.00
8/31/21	MVD	Revise agenda for weekly UCC meeting (.2); revise/supplement WIP list (.2); weekly phone call among Willkie team re exit financing, exclusivity motion, discovery, and other topics (.4).	0.80	848.00

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8/31/21	MVD	Weekly call among Debtors' advisors and UCC's advisors regarding exit financing, mediation, discovery, and 737Max motion (.7); weekly phone call among UCC's professionals regarding exit financing, exclusivity motion, discovery, and other topics (1.1).	1.80	1,908.00
8/31/21	J B	Call with Committee professionals and Debtors' professionals re: exit financing updates fleet updates, and other matter updates (in part) (.6); call with Committee professionals re: agenda for tomorrow and case updates (in part) (1.0); call with internal Willkie team re: case administration and updates (.3).	1.90	1,168.50
8/31/21	JCD	Calls with UCC professionals and bankruptcy team re: update.	1.20	2,160.00
<b>Sub-Total</b>			<b>83.60</b>	<b>91,589.00</b>

**Claims Administration and Objections**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/9/21	CAD	Correspondence w/ J. Brandt regarding ASPA notice of transfer of claim (.1) and review/analyze same (.1).	0.20	\$	214.00
8/9/21	MVD	Review ASPA notice of claim transfer.	0.10		106.00
8/9/21	J B	Draft update re: claims trading update for M. Dunn to add to work in progress list.	0.30		184.50
8/12/21	CAD	Correspondence w/ M. Dunn, FTI regarding executed standstill agreements for short term CEBURES and notice of presentment for amended 9019 order (.1) and review/analyze same (.1).	0.20		214.00
8/16/21	CAD	Correspondence w/ M. Dunn, V. Caudillo (FTI) regarding notice of presentment of amended 9019 order regarding CEBURES standstill agreements.	0.20		214.00
8/20/21	CAD	Review/analyze notice of presentment of amended order approving settlement regarding certain short-term CEBURES (extension of standstill agreement).	0.20		214.00

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8/23/21	CAD	Correspondence w/ S. Redelik (claimant), B. Miller, T. Graulich (Davis Polk) regarding wrong debtor claim.	0.10	107.00
8/23/21	MVD	Prepare email to UST reporting monthly claims trading activity of UCC.	0.30	318.00
8/25/21	CAD	Various correspondence w/ M. Landess (Skyworks), internal working group, M. Bilbao/B. Roy (FTI) regarding JOLCO update and potential claims/issues.	0.80	856.00
8/25/21	J B	Research re: ASPA claims trading issue (.3); draft email for internal team re: same (.1).	0.40	246.00
8/26/21	DMS	Review correspondence re critical vendor report.	0.10	117.00
8/27/21	CAD	Review/analysis of Debtors' motion to approve an unsecured claim settlement w/ the Clover Parties.	0.20	214.00
8/31/21	CAD	Review/analyze E. Jubb response to omnibus claims objection.	0.10	107.00
<b>Sub-Total</b>			<b>3.20</b>	<b>3,111.50</b>

**Corporate Governance and Board Matters**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/10/21	MVD	Review notes re foreign investment authorizations prepared by S&S.	0.10 \$	106.00
<b>Sub-Total</b>			<b>0.10</b>	<b>106.00</b>

**Employment and Fee Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/2/21	CAD	Review/analyze Alix June 2021 monthly fee statement (.1) and Rothschild June 2021 monthly fee statement (.1).	0.20 \$	214.00
8/2/21	MVD	Revise/supplement second monthly fee statement.	0.50	530.00
8/2/21	MVD	Review S&S June fee statement.	0.30	318.00

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8/2/21	A A	Review Willkie monthly fee statement (.2); prepare/file same (.3); prepare S+S monthly fee statement for filing (.2); file same (.2); coordinate service of monthly fee statements (.1).	1.00	460.00
8/2/21	J B	Review June monthly fee statement of S+S (Mexican counsel to Committee).	0.50	307.50
8/3/21	CAD	Correspondence w/ D. Sinclair regarding draft of amended second interim fee application of Santamarina & Steta and revisions (.2) and review/analyze same (.2); subsequent correspondence w/ internal working group regarding same/US Trustee/next steps (.2).	0.60	642.00
8/3/21	T G	Review amended S&S fee application.	0.30	405.00
8/3/21	T G	Review June fee statement.	0.40	540.00
8/3/21	MVD	Review FTI's June fee statement.	0.60	636.00
8/3/21	A A	Prepare and file FTI's 10th and 11th monthly fee statements (.4); coordinate service of same (.1).	0.50	230.00
8/3/21	DMS	Review and revise S&S second interim fee application (.2) and correspondence with Willkie team re same (.2).	0.40	468.00
8/3/21	J B	Revise S+S second amended interim fee application re: D. Sinclair comments.	0.50	307.50
8/4/21	DMS	Correspondence with U.S. Trustee re Santamarina fee application.	0.10	117.00
8/4/21	A A	Prepare and file S+S Amended Interim Fee Application (.3); coordinate service of same (.1).	0.40	184.00
8/6/21	CAD	Review/analyze notice of filing of 13th supplemental ordinary course professionals list.	0.10	107.00
8/7/21	CAD	Review and revise/analyze current draft of committee's limited objection to Debtors' motion to acquire additional MAX aircraft (2x) (1.3); various correspondence w/ FTI regarding comments to same and review same (.9); various correspondence w/ internal working group regarding comments/revisions to and finalizing same for filing (1.7); correspondence w/ A. Ambeault, chambers regarding chambers	4.70	5,029.00

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		copy of limited objection (.1); correspondence w/ M. Dunn, committee members regarding filed copy of limited objection (.1); correspondence w/ M. Dunn, S. Piraino regarding service copy of limited objection and request to join in Debtors' sealing motion (.2); review/analyze draft of committee's motion to file certain portions of limited objection under seal (.3) and correspondence w/ internal working group regarding same (.1).		
8/10/21	CAD	Review/analyze July 2021 Morrison & Foerster monthly fee statement.	0.10	107.00
8/11/21	MVD	Corr. with M. Healy (FTI) re W9/wiring instructions to facilitate payment of bills.	0.30	318.00
8/12/21	MVD	Review and revise billing records for month of July to be included in fee application.	4.70	4,982.00
8/16/21	MVD	Review S&S July 2021 fee statement.	0.20	212.00
8/20/21	CAD	Review/analyze July 2021 Alix monthly fee statement (.1); review/analyze notice of filing of fourteenth supplemental ordinary course professionals list (.1).	0.20	214.00
8/23/21	MVD	Review FTI's fifth supplement declaration in connection with retention app.	0.30	318.00
8/24/21	DMS	Review monthly fee statement.	0.30	351.00
8/24/21	DMS	Review July monthly billing detail (1.2) and corr with M. Dunn, J. Brandt, A. Ambeault re same (.3).	1.50	1,755.00
8/24/21	CAD	Review/analyze notice of filing of fifteenth supplemental ordinary course professionals list.	0.10	107.00
8/24/21	J B	Review Willkie July 2021 fee statement.	0.30	184.50
8/26/21	DMS	Review supplemental FTI declaration (.2) and correspondence with S. Star, B. Miller, T. Goren re same (.1).	0.30	351.00
8/27/21	CAD	Review/analysis of Davis Polk June 2021 monthly fee statement.	0.10	107.00
8/27/21	A A	Prepare and file FTI supplemental retention declaration.	0.40	184.00
8/30/21	MVD	Review monthly billing detail to be included in monthly fee statement.	0.80	848.00
8/31/21	DMS	Review S&S monthly fee statement (.1) and	0.20	234.00

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8/31/21	CAD	correspondence with J. Brandt re same (.1). Review/analyze Morris Nichols July 2021 monthly fee statement.	0.10	107.00
8/31/21	J B	Review S+S monthly fee statement (.1) for July 2021 (.3) and draft email to A. Remis (S+S) re same (.1).	0.50	307.50
<b>Sub-Total</b>			<b>21.50</b>	<b>21,182.00</b>

**Financing and Cash Collateral**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/2/21	MVD	Review memo regarding equity participation rights prepared by S&S.	0.40	\$ 424.00
8/2/21	DMS	Call with Gibson Dunn re exit financing.	0.70	819.00
8/3/21	MVD	Consideration of issues regarding treatment of equity under foreign law.	0.50	530.00
8/4/21	DMS	Call with Akin re mediation/exit financing process.	0.40	468.00
8/4/21	MVD	Review prior correspondence with Debtors regarding exit financing process.	0.70	742.00
8/5/21	MVD	Review correspondence from earlier in case to be shared with Apollo's advisors.	0.50	530.00
8/5/21	MVD	Review 5/24 letter from Apollo to company re exit financing.	0.60	636.00
8/5/21	MVD	Phone call with Apollo's advisors re exit financing.	1.30	1,378.00
8/5/21	DMS	Call with Cleary, Evercore, Willkie, FTI re exit financing process (1.3); call with Akin Gump, Ducera, Willkie, FTI re exit financing process (0.4).	1.70	1,989.00
8/8/21	MVD	Consideration of issues regarding labor's position on exit financing proposals.	0.30	318.00
8/9/21	MVD	Review prior communications with company to be shared with Apollo's advisors.	0.40	424.00
8/10/21	DMS	Call with Gibson Dunn/Willkie teams re exit financing process.	0.50	585.00
8/10/21	MVD	Weekly call with S&S re exit financing and other topics.	0.10	106.00
8/10/21	J B	Call with AHG of Unsecured Claimants counsel	0.50	307.50

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		(Gibson) and Committee counsel (Willkie) re: exit financing and mediation related updates.		
8/12/21	DMS	Review Apollo presentation materials.	0.20	234.00
8/12/21	MVD	Review Apollo deck re exit financing proposals.	0.40	424.00
8/15/21	MVD	Review FTI's template bid structure for comparing exit financing proposals.	0.30	318.00
8/16/21	MVD	Phone call with Willkie, FTI, Evercore, Cleary, and Seabury teams regrading exit financing proposals.	0.70	742.00
8/16/21	MVD	Review comparison of exit financing proposals.	0.30	318.00
8/16/21	MVD	Phone call with Willkie and FTI teams re exit financing.	0.90	954.00
8/17/21	MVD	Draft letter to board regarding exit financing proposals.	2.20	2,332.00
8/17/21	MVD	Review slides prepared by FTI comparing exit financing bids.	0.40	424.00
8/17/21	MVD	Phone call with advisors to ad hoc group re exit financing.	0.60	636.00
8/17/21	MVD	Consideration of appropriate disclaimer language to be included in FTI's presentation re exit financing proposals.	0.20	212.00
8/18/21	MVD	Review illustrative equity financing analysis prepared by Gibson Dunn.	0.30	318.00
8/19/21	MVD	Review slides prepared by FTI re exit financing proposals.	0.40	424.00
8/19/21	MVD	Phone call with UCC advisors and advisors to ad hoc group re exit financing.	0.30	318.00
8/19/21	J B	Call with AHG counsel (Akin) re: exit financing proposal and case updates (.3); call with FTI re: Akin call debrief and updates (.5).	0.80	492.00
8/20/21	MVD	Review presentation for UCC prepared by FTI re exit financing.	0.30	318.00
8/20/21	MVD	Review joint exit financing proposal from ad hoc claim holder and bondholder groups.	0.80	848.00
8/21/21	DMS	Review W. Eguchi analysis re notes reinstatement and corr with W. Eguchi re same.	0.50	585.00
8/21/21	MVD	Revise/supplement letter to Board re joint proposal.	0.20	212.00
8/21/21	MVD	Review exit financing bid comparison prepared by FTI.	0.30	318.00

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8/21/21	MVD	Phone call with professionals for ad hoc groups of claim holders and bond holders, respectively, regarding joint exit financing proposal (.8); follow up call with Willkie and FTI teams re same (.5).	1.30	1,378.00
8/21/21	J B	Call with claims holder and bondholders groups re: joint proposal (in part) (.5) (Gibson and Akin); call with Willkie internal team re: debrief from claims holder and bondholders call (.5).	1.00	615.00
8/23/21	J B	Attention to Debtors' debt documents re: guarantee analysis.	1.00	615.00
8/23/21	MVD	Review information regarding proposal to Mexican shareholders (.3); review letter from L. Moak to potential exit financing parties (.2); draft email to DPW regarding UCC's additions to draft exit financing documents (.4); review debt/equity exit financing proposals (.6).	1.50	1,590.00
8/24/21	MVD	Review revised exit financing proposed equity documents.	0.50	530.00
8/25/21	MVD	Review DIP i/c/w final valuation materials (2.1); consideration of issues related to updates to exit financing proposals (.4); review letter from L. Moak to potential exit financing parties (.2); review notes prepared by W. Eguchi re Debtors' ability to reinstate certain of its senior notes (.6).	3.30	3,498.00
8/26/21	MVD	Review revised exit financing documents.	0.80	848.00
8/26/21	J B	Call with UCC professionals and AHG of note holders professionals (Akin) re: exit financing updates.	0.60	369.00
8/26/21	JCD	Participate in call with Ad Hoc group re: exit financing.	0.60	1,080.00
8/30/21	MVD	Consideration of issues related to involvement of Mexican shareholders in exit financing process.	0.30	318.00
8/30/21	MVD	Review revised debt and equity exit financing documents.	0.40	424.00
8/31/21	MVD	Phone call with FTI re joint exit financing proposal term sheet.	0.70	742.00
8/31/21	MVD	Prepare chart matching Delta's services to objectives outlined in JCA.	1.00	1,060.00

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8/31/21	MVD	Phone call with J. Brandt re recent developments in exit financing process.	0.30	318.00
8/31/21	MVD	Review DIP to determine Debtors' cure period for various events of default.	0.50	530.00
8/31/21	T G	Review DIP Agreement re exclusivity questions.	0.40	540.00
<b>Sub-Total</b>			<b>32.90</b>	<b>34,138.50</b>

**Other Litigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/14/21	JCD	Correspondence re: revisions to protective order.	0.60	\$ 1,080.00
8/17/21	MVD	Draft motion for the appointment of a chapter 11 trustee.	1.40	1,484.00
8/17/21	MVD	Draft motion to appoint trustee.	1.20	1,272.00
8/18/21	DMS	Review Newrest settlement materials.	0.50	585.00
8/18/21	DMS	Review trustee motions (1.8) and correspondence with M. Dunn re trustee motion arguments (.4).	2.20	2,574.00
8/18/21	MVD	Draft motion for the appointment of a chapter 11 trustee.	2.40	2,544.00
8/19/21	MVD	Review research prepared by J. Brandt regarding appointment of examiner and trustee.	0.90	954.00
8/19/21	MVD	Review sample motions for the appointment of a trustee.	0.50	530.00
8/19/21	MVD	Draft motion for the appointment of a chapter 11 trustee.	3.60	3,816.00
8/19/21	J B	Research re: appointment of examiners issue (3.5) and draft email summary re: same (1.0).	4.50	2,767.50
8/20/21	MVD	Review memo prepared by S&S re appointment of chapter 11 trustee.	0.40	424.00
8/26/21	JCD	Review discovery (.3) and correspondence with counsel for Delta and Apollo (.3).	0.60	1,080.00
8/31/21	JCD	Review revised motion to terminate exclusivity.	0.60	1,080.00
<b>Sub-Total</b>			<b>19.40</b>	<b>20,190.50</b>

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**Meetings and Communications with Creditors**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/2/21	CAD	Correspondence w/ internal working group, committee members regarding mediation statement (regarding exit financing process) and redactions.	0.60 \$	642.00
8/2/21	T G	Meeting w/ B Oberg (Hain Capital) re case status.	0.60	810.00
8/3/21	T G	Call w/ Akin re exit financing status/mediation (.5); call BNY re mediation status (.4).	0.90	1,215.00
8/4/21	DMS	Weekly meeting with creditors' committee and UCC professionals re: exit financing, bids.	0.60	702.00
8/4/21	CAD	Prepare/review materials for (.3) and participate in (.7) weekly creditors' committee meeting regarding legal and financial matters/case status (update on yesterday's mediation statement/737 MAX motion and possible objection/business update).	1.00	1,070.00
8/4/21	T G	Prepare for (.5) and participate in (.7) Committee call re mediation/exit financing status and operations update; review FTI materials re same (.3).	1.50	2,025.00
8/4/21	MVD	Weekly UCC meeting re mediation, exit financing, operations, and other topics.	0.70	742.00
8/4/21	JCD	Participate in weekly UCC call re: mediation, financing, strategy.	0.80	1,440.00
8/4/21	J B	Call with Committee and Committee professionals re: mediation update, exit financing update, and general matter updates.	0.70	430.50
8/10/21	T G	Call w/ Gibson re mediation status, 737MAX motion, investigation (.5); correspondence w/ Gibson re same (.3); correspondence w/ Akin re exit financing status (.3).	1.10	1,485.00
8/10/21	T G	Call w/ C. Plaza (Riker) re case update.	0.30	405.00
8/10/21	B M	Review and comment on the agenda, exhibits and handouts for the 8/11 UCC meeting to discuss case issues (1.3); call with the UCC chairperson regarding the 8/11 meeting agenda	2.80	4,200.00

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		(.4); call with BNP Paribas regarding the exit financing process (.4); call with Glass regarding case issues (.3); call with the Gibson group regarding case issues (.4).		
8/11/21	DMS	Weekly meeting with creditors committee and professionals re: mediation, exit financing..	1.10	1,287.00
8/11/21	T G	Prepare for (.3) and participate on (1.1) Committee call re mediation status, recent motions.	1.40	1,890.00
8/11/21	B M	Preparation (.1) and participation (1.1) on the UCC weekly call; correspond with creditors regarding the mediation order (.6).	1.80	2,700.00
8/11/21	MVD	Weekly UCC meeting re mediation, exit financing, and other topics.	1.10	1,166.00
8/11/21	J B	Call with Committee and Committee professionals re: mediation, case, and exit financing updates.	1.10	676.50
8/11/21	CAD	Prepare/review materials for (.2) and participate in (1.1) weekly creditors' committee meeting regarding legal and financial updates/case status (mediation/exit financing/Debtors' MAX aircraft motion and interim order/fleet update/Mexican law update).	1.30	1,391.00
8/12/21	DMS	Weekly meeting with committee members re: mediation, exit financing (0.4) and review financial advisor update related to same (0.2).	0.60	702.00
8/17/21	T G	Call w/ C Plaza re case status (.5); call w/ team re: UCC call topics/next steps (.4); review agenda and materials for UCC call (.3); correspondence/call w/ B Oberg (Hain) re case status (.3).	1.50	2,025.00
8/17/21	B M	Review and comment on the agenda, exhibits and handouts for the 8/18 UCC meeting to discuss open case issues (1.5); call with the UCC chairperson to discuss open case issues (.4).	1.90	2,850.00
8/18/21	DMS	Attend weekly committee meeting re: case status, mediation, exit financing (in part).	0.70	819.00
8/18/21	CAD	Prepare/review materials for (.2) and participate in (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (mediation update/Debtors' 737 MAX aircraft motion/Newrest settlement).	1.00	1,070.00

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8/18/21	T G	Prepare for (.3) and participate on (.8) Committee call re mediation status, MAX update, etc.; call w/ B Oberg (Hain) re exit financing status (.3).	1.40	1,890.00
8/18/21	B M	Preparation (.4) and attendance (.8) at the UCC meeting to discuss open case issues.	1.20	1,800.00
8/18/21	MVD	Weekly UCC meeting regarding exit financing, mediation, and other topics.	0.80	848.00
8/19/21	CAD	Correspondence w/ M. Dunn, committee members regarding mediation and bid status and scheduling call.	0.10	107.00
8/20/21	CAD	Prepare/review materials for (.2) and participate in (.7) special creditors' committee meeting regarding overview of exit financing proposals and Rothschild (Debtors') valuation.	0.90	963.00
8/20/21	T G	Prepare for (.4) and participate on (.7) Committee call re mediation/exit financing status; review FTI materials for same (.4).	1.50	2,025.00
8/20/21	B M	Call with the UCC to discuss open mediation issues.	0.70	1,050.00
8/20/21	MVD	Meeting with UCC re mediation and exit financing.	0.70	742.00
8/20/21	J B	Call with Committee re: joint proposal and exit financing updates.	0.70	430.50
8/24/21	T G	Review and revise agenda for UCC call (.2); review ASPA letter and correspondence w/ B Miller re same (.4).	0.60	810.00
8/24/21	B M	Review and comment on the agenda, exhibits and handouts for the 8/25 UCC meeting to discuss case issues (1.6); call with the UCC chair to discuss the 8/25 meeting agenda (.4); call with ASPA to discuss the UCC meeting and concerns with the exit financing process (.5); draft memorandum regarding ASPA concerns (.4).	2.90	4,350.00
8/25/21	DMS	Weekly meeting with UCC plus Willkie and FTI teams re: mediation, bids.	0.70	819.00
8/25/21	CAD	Prepare/review materials for (.2) and participate in (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (mediation/exit financing update; discovery update; Debtors' 737MAX aircraft motion update; recently filed Debtors' motions;	1.00	1,070.00

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		business update).		
8/25/21	T G	Prepare for (.3) and participate on Committee call re mediation/fleet update (.8); review FTI materials for same (.5).	1.60	2,160.00
8/25/21	B M	Preparation (.5) and participation (.8) on the UCC call to discuss open case issues; call with Alpert regarding the Final Valuation Materials (.3); call with Kaplan regarding case status (.3).	1.90	2,850.00
8/25/21	MVD	Weekly UCC meeting re exit financing, mediation, recent filings, operations, and other topics.	0.80	848.00
8/25/21	J B	Call with Committee and Committee professionals re: exit financing updates, business updates, and other case updates (.8); prepare for same (.2).	1.00	615.00
8/25/21	K M	Participate in conference call with Committee on case update/strategy.	1.00	1,170.00
8/27/21	B M	Call with ASPA regarding the next steps in the exit financing process (.6); call with Kaplan regarding claims trading (.2).	0.80	1,200.00
8/31/21	MVD	Prepare for weekly UCC meeting.	0.30	318.00
8/31/21	B M	Review and comment on the agenda, exhibits and handouts for the 9/1 UCC meeting (1.3); call with the UCC chair regarding the 9/1 agenda (.4).	1.70	2,550.00
8/31/21	T G	Call w/ C Plaza (Riker) re case update (.5); call w/ team re case status, UCC call topics (.3); review and revise agenda and materials for UCC call (.3).	1.10	1,485.00
<b>Sub-Total</b>			<b>48.50</b>	<b>61,843.50</b>

**Plan and Disclosure Statement**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/3/21	CAD	Correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding Mexican law issues regarding implementation of exit financing (.1) and review/analyze memo regarding same (.3).	0.40	\$	428.00

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8/6/21	B M	Discussions with the Debtors, Delta and Ad Hoc Groups regarding exit financing options (2.1); memorandum regarding exit financing issues (.4); review FTI materials regarding exit financing proposals (.7).	3.20	4,800.00
8/6/21	A H	Research precedent for J. Brandt re: adjournments.	1.50	420.00
8/8/21	CAD	Correspondence w/ Gibson Dunn, internal working group regarding waterfall analysis.	0.40	428.00
8/9/21	CAD	Correspondence w/ J. Kirchgraber (FTI), internal working group regarding Rothschild draft waterfall recovery analysis (.2); correspondence w/ internal working group, S. Star regarding discussion w/ counsel for Mexican shareholders and next steps regarding exit financing process (.2).	0.40	428.00
8/9/21	MVD	Analyze and assess Alix's partial responses to FTI's subcon diligence questions.	0.30	318.00
8/9/21	MVD	Analyze and assess Rothschild's draft of waterfall recovery analysis.	0.50	530.00
8/10/21	DMS	Review debtors' subcon analysis.	0.20	234.00
8/10/21	CAD	Correspondence w/ J. Leon-Orantes (Santamarina & Steta), internal working group regarding foreign investment authorizations and next steps.	0.30	321.00
8/10/21	T G	Review deconsolidation analysis from Debtors.	0.40	540.00
8/10/21	MVD	Review subcon analysis prepared by Alix in response to FTI's diligence requests.	0.20	212.00
8/11/21	MVD	Consideration of current subcon analysis.	0.20	212.00
8/12/21	CAD	Correspondence w/ D. Kerr (BNY Mellon), S. Star (FTI), internal working group regarding issues w/ distribution of Mexican shares (rather than ADRs) under a chapter 11 plan (.2); correspondence w/ J. Massey (Cleary), internal working group, FTI regarding Apollo's analysis of competing exit financing proposals (.3) and review/analyze same (.3); correspondence w/ T. Goren, FTI regarding same (.1); correspondence w/ B. Miller, R. Cooper (Cleary), D. Aronson (Evercore) regarding same and Apollo materials	1.20	1,284.00

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8/13/21	T G	(.3). Call w/ FTI re status of exit financing proposals/next steps (1.0); correspondence w/ FTI and team re same (.4).	1.40	1,890.00
8/13/21	CAD	Correspondence w/ B. Miller regarding discussion w/ G. Hughes (Seabury) regarding Apollo proposal and next steps.	0.10	107.00
8/13/21	B M	Negotiations with the ad hoc groups on their exit financing proposals (2.3); correspond with Apollo regarding its exit financing proposal and the Final DIP Order procedures (.7); review and comment on the FTI analysis of the exit financing proposals (1.4) calls with FTI regarding the plan financing proposals (.9).	5.30	7,950.00
8/15/21	CAD	Correspondence w/ R. Faldetta/M. Bilbao/S. Star (FTI), internal working group regarding draft proposed bid structure (.4) and review/analyze same (.2).	0.60	642.00
8/15/21	CAD	Correspondence w/ J. Kirchgraber (FTI), internal working group regarding waterfall recovery analysis for several scenarios.	0.40	428.00
8/16/21	DMS	Call with FTI team re exit financing bid structure.	0.90	1,053.00
8/16/21	DMS	Call with Gibson Dunn re exit financing process.	0.40	468.00
8/16/21	DMS	Call with Willkie and FTI teams to discuss exit financing process (0.5); corr with M. Dunn, J. Brandt re same (0.3); related follow up (.2).	1.00	1,170.00
8/16/21	DMS	Call with Davis Polk, Rothschild, Willkie and FTI teams re exit financing process and next steps.	1.10	1,287.00
8/16/21	DMS	Call with Apollo, Cleary, FTI, Willkie teams re exit financing process.	0.80	936.00
8/16/21	DMS	Call with Willkie and FTI teams re exit financing process next steps.	0.50	585.00
8/16/21	CAD	Telephone conference w/ internal working group, FTI regarding draft strawman bid structure and comments/today's Apollo call and issues (.9); telephone conference w/ Debtors' and committee's professionals regarding exit financing/bid and mediation status and next steps (1.1); debrief call w/ internal working group, FTI regarding same and next steps/things	3.90	4,173.00

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		to be done (.5); telephone conference w/ committee and Apollo professionals regarding views on competing bids/business plan (.8); debrief call w/ committee professionals (.4); review/analyze Apollo bid analysis comparison (.2).		
8/16/21	DMS	Draft outline for motion to terminate exclusivity.	1.00	1,170.00
8/16/21	T G	Review FTI straw man exit financing term sheet (.8); call w/ FTI re same (.9).	1.70	2,295.00
8/16/21	JHB	Corr. w/ D. Sinclair re: exclusivity termination motion.	0.20	223.00
8/16/21	MVD	Consideration of issues related to motion to terminate exclusivity.	0.60	636.00
8/16/21	J B	Call with Apollo re: plan negotiations and proposal comparisons (.8); call with FTI and Willkie re: Apollo call debrief (.4).	1.20	738.00
8/16/21	J B	Research re: precedent motions to terminate exclusivity and appoint a chapter 11 trustee.	1.50	922.50
8/17/21	DMS	Call with J. Burbage re exclusivity termination motion.	0.40	468.00
8/17/21	DMS	Call with Akin, Willkie teams re exit financing process.	0.50	585.00
8/17/21	DMS	Work on exclusivity motion/review exclusivity case law.	1.50	1,755.00
8/17/21	DMS	Review and revise board letter re exit financing proposals.	0.80	936.00
8/17/21	CAD	Conduct and review/analyze exclusivity research (.7); participate in call w/ internal working group, ad hoc group professionals regarding exit financing process/possible revised bid and mediation update (.5); various correspondence w/ internal working group, FTI regarding presentation of comparison of investor group and Apollo proposals/comments (.7) and review/comment on same (.5).	2.40	2,568.00
8/17/21	JHB	Call re: discovery requests w/r/t motion to termination exclusivity (.5); update calls with D. Sinclair (.5) and M. Dunn (.3); review background materials including mediation statement, pleadings and various exhibits (3.4); review exclusivity termination motion precedent (1.4); begin drafting motion to	11.20	12,488.00

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		terminate exclusivity (5.1).		
8/17/21	MVD	Revise/supplement motion to terminate exclusivity.	1.10	1,166.00
8/17/21	MVD	Phone call with D. Sinclair, J. Burbage, K. Mathews, and J. Brandt re exclusivity and trustee motions.	0.40	424.00
8/17/21	J B	Call with internal Willkie team re: exclusivity and trustee motion work streams (.3); draft summary re: legal standards for exclusivity termination motion and trustee motion (1.5).	1.80	1,107.00
8/17/21	J B	Draft exclusivity termination motion (2.0); draft chapter 11 trustee motion (1.6).	3.60	2,214.00
8/17/21	K M	Call with Aeromexico Bankruptcy team to discuss the draft exclusivity motion and attendant discovery.	0.40	468.00
8/18/21	CAD	Various correspondence w/ internal working group regarding draft of committee letter to Debtors' board regarding exit financing proposals and comments (.9) and review and revise same (2x) (1.1); correspondence w/ D. Sinclair, M. Dunn regarding same and comments (.2); correspondence w/ internal working group regarding contemplated joint exit financing proposal from two ad hoc groups (.2); various correspondence w/ internal working group, FTI regarding Debtors' valuation materials posted to data room (.5) and review/analyze same (.2); correspondence w/ internal working group, Gibson Dunn regarding ad hoc trade claimants' updated proposal (.2) and review/analyze same (.2); correspondence w/ internal working group regarding absolute priority rule research (.3) and brief review of research regarding same (.4).	4.20	4,494.00
8/18/21	JHB	Draft and revise motion to terminate exclusivity.	12.40	13,826.00
8/18/21	MVD	Review case law re gifting.	0.40	424.00
8/18/21	MVD	Revise draft exclusivity termination motion.	0.60	636.00
8/18/21	MVD	Review draft of Debtors' final valuation materials.	0.30	318.00
8/18/21	J B	Research re: precedent declarations in support	2.70	1,660.50

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		of exclusivity termination motions (2.0) and draft email to J. Burbage summarizing same (.7).		
8/18/21	J B	Research re: plan gifting issue (2.8) and draft email summary for D. Sinclair re: same (.7).	3.50	2,152.50
8/18/21	DMS	Review T. Goren comments to board letter re exit financing process (.2); review and revise board letter re plan proposals (.4); review gifting research and corr with M. Dunn, J. Brandt re same (.1); further revise board letter (.2).	1.10	1,287.00
8/19/21	DMS	Review gifting research (.1) and corr with J. Brandt, M. Dunn re same (.1).	0.20	234.00
8/19/21	DMS	Review and revise board letter re exit financing proposals.	0.70	819.00
8/19/21	DMS	Review and revise exclusivity termination motion.	0.30	351.00
8/19/21	CAD	Correspondence w/ D. Botter (Akin), internal working group regarding exit financing status update (.2); correspondence w/ J. Brandt, internal working group regarding absolute priority rule/gifting research (.1) and review/analyze same (.4); various correspondence w/ internal working group regarding additional comments to committee letter to Debtors' board regarding exit financing process and joint proposal (.8) and review/revise same (2x) (1.2); correspondence w/ D. Sinclair, FTI regarding same (.3); correspondence w/ internal working group regarding motion to terminate exclusivity and plan term sheet (.2); telephone conference w/ committee and ad hoc group professionals regarding status of bid and possible joint proposal (.3); telephone conference w/ internal working group, FTI regarding status of bids/valuation/mediation/next steps (.5); correspondence w/ internal working group, FTI regarding presentation for committee regarding overview of bids and Debtors' valuation (.2) and review/analyze same (.3).	4.50	4,815.00
8/19/21	T G	Review research re absolute priority rule/gifting (.4); review report on Latam plan process and	1.90	2,565.00

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		correspondence w/ team re impact on AMX (.4); review and analyze deconsolidation analysis (.8) and correspondence w/ J Brody re same (.3).		
8/19/21	JHB	Finalize draft exclusivity termination motion (.4); review and update plan term sheet (1.2).	1.60	1,784.00
8/19/21	DMS	Revise exclusivity termination motion (5.9); call with Akin re exit financing process (0.3); call with Willkie and FTI teams re same (0.9).	7.10	8,307.00
8/19/21	MVD	Review unsecured creditor plan term sheet.	0.20	212.00
8/19/21	MVD	Review research re gifting prepared by J. Brandt.	0.30	318.00
8/19/21	J B	Draft and revise email summary re: Plan gifting research.	0.50	307.50
8/19/21	K M	Participate in conference call with Willkie and FTI teams to discuss Debtors' valuation and Ad Hoc Group bids. `	0.60	702.00
8/20/21	DMS	Call with J Burbage re exclusivity termination motion and related issues.	0.50	585.00
8/20/21	CAD	Review/analyze FTI slides/presentations regarding overview of bids and Rothschild valuation for committee (.6) and Judge Lane (.1); various correspondence w/ J. Brody (Gibson Dunn), internal working group, FTI, committee members regarding joint bondholder/claimholder exit financing proposal, issues, and next steps (.6) and review/analyze same (.4); correspondence w/ M. Dunn, D. O'Brien (FTI) regarding draft of committee letter to board regarding joint ad hoc bid proposal (.2).	1.90	2,033.00
8/20/21	JHB	Review D. Sinclair comments to exclusivity motion and circulate (.6); review and provide comments to sealing motion (1.0); attend UCC update call (.6); review revised bid (.4).	2.60	2,899.00
8/20/21	JCD	Review motion to terminate exclusivity.	0.80	1,440.00
8/20/21	MVD	Revise/supplement letter to Board re joint proposal.	0.40	424.00
8/20/21	J B	Draft sealing motion for termination motion.	1.00	615.00
8/21/21	CAD	Correspondence w/ J. Leon-Orantes	3.20	3,424.00

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		(Santamarina & Steta) regarding absolute priority rule/gifting issues, shareholder support agreement, and Mexican law implications (.4) and ; review/analyze joint bondholder/BSPO and claimholder exit financing proposal (.5); telephone conference w/ internal working group, FTI, investor group, and claimholder group professionals regarding joint exit financing proposal and issues/next steps (.9); follow up/debrief call w/ internal working group, FTI regarding same (.5); various correspondence w/ internal working group, FTI regarding revised draft of committee letter to board regarding joint exit financing proposal (.3) and review/analyze same (.2); correspondence w/ J. Brandt, committee members regarding same (.1); correspondence w/ J. Kirchgraber (FTI) regarding updated comparison of joint proposal vs. other proposals (.1) and review/analyze same (.2).		
8/21/21	B M	Review and discuss the joint proposal from the ad hoc groups for exit financing with the ad hoc groups, the Debtors and FTI (3.2); correspond with the Debtors regarding the joint proposal (.7); correspond with the UCC regarding the joint proposal (.4).	4.30	6,450.00
8/21/21	DMS	Call with Akin, Gibson, Willkie, FTI, Moelis, Ducera teams re exit financing bid (.9); call with Willkie and FTI teams re exit financing process and next steps (.5).	1.40	1,638.00
8/22/21	B M	Review and comment on the Joint proposal exit financing from the ad hoc groups (1.2); calls with the Debtors and FTI to discuss the joint proposal (.7); correspond with the Debtors' board regarding the joint proposal from the ad hoc groups (.5); correspond with the UCC regarding the joint proposal from the ad hoc groups (.4).	2.80	4,200.00
8/22/21	CAD	Correspondence w/ internal working group regarding revisions to letter to Debtors' board regarding joint exit financing proposal (.3) and review/analyze same (.2); correspondence w/ D. Sinclair, T. Graulich (Davis Polk) regarding	0.80	856.00

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		final version of letter (.1); correspondence w/ M. Dunn, Akin, Gibson, committee members regarding same and new final valuation materials deadline (.2).		
8/22/21	J B	Draft FTI declaration in support of exclusivity termination motion.	5.40	3,321.00
8/22/21	DMS	Call with Davis Polk and Willkie teams re status of exit financing proposals (.7); review and revise letter to board regarding exit financing proposals (.5).	1.20	1,404.00
8/23/21	DMS	Review joint proposal exit financing term sheets.	1.60	1,872.00
8/23/21	CAD	Various correspondence w/ internal working group, M. Bilbao (FTI) regarding comments to draft equity and debt commitment letters/term sheets (1.0) and brief review/analysis of same (.4); correspondence w/ internal working group regarding L. Moak letter regarding ASPA issues w/ exit financing proposals (.1) and review/analyze same (.1); correspondence w/ T. Graulich, internal working group, respective counsel for exit financing proponents regarding joint proposal and economics (.1).	1.70	1,819.00
8/23/21	DMS	Review M. Dunn email to DPW re exit financing term sheet comments.	0.20	234.00
8/23/21	T G	Review exit financing commitment docs (.9); correspondence w/ FTI (.4) and team (.3) re same.	1.60	2,160.00
8/24/21	CAD	Correspondence w/ B. Miller, internal working group regarding call w/ ASPA counsel regarding exit financing/joint proposal issues (.2); correspondence w/ J. Delgado (Morrison & Foerster), internal working group regarding discussion w/ Debtors' Mexican counsel regarding exit financing proposals (.2).	0.40	428.00
8/24/21	JHB	Update call with D. Sinclair re: case development.	0.50	557.50
8/24/21	J B	Update plan term sheet re: joint proposal term sheets.	0.90	553.50
8/25/21	DMS	Review exclusivity motion and samples.	0.40	468.00
8/25/21	DMS	Call with team re motion to terminate exclusivity (0.4); follow up call with W. Eguchi	0.90	1,053.00

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		(0.3); follow up correspondence with Willkie and FTI teams (0.2).		
8/25/21	CAD	Review/analyze letter to bidders from ASPA advisors regarding exit financing process (.1); correspondence w/ J. Rubin (Akin), internal working group regarding joint bidders' revisions to exit financing proposal (to address Debtors' issues) (.1) and review/analyze same (.1); correspondence w/ internal working group regarding motion to terminate exclusivity and issues (.3); telephone conference w/ internal working group regarding same and next steps (.5); correspondence w/ J. Rubin (Akin), P. Tomasco (Quinn Emanuel) regarding draft term sheet for potential equity investment by Mexican shareholders (.1) and review/analyze same (.2); correspondence w/ internal working group regarding purchased labor claims and obligation to support a complying plan proposed by the company and analysis of same (.3); correspondence w/ B. Miller, committee members regarding final valuation materials update (.2).	1.90	2,033.00
8/25/21	T G	Review draft motion to terminate exclusivity (.8) and call w/ team re same (.5).	1.30	1,755.00
8/25/21	DMS	Revise exclusivity termination motion.	0.30	351.00
8/25/21	JHB	Review discovery productions and revise exclusivity motion (3.2); t/c with J. Brandt re: Plan Term Sheet (.2); review joint proposal and provide comments to J. Brandt re: same (.5); call with AMX team re: terminating exclusivity (.5); review B. Miller emails re: mediation update (.2). ````	4.60	5,129.00
8/25/21	MVD	Conduct research re: other cases involving successful creditor-led plans.	1.80	1,908.00
8/25/21	MVD	Phone call with Willkie team to discuss exclusivity motion.	0.50	530.00
8/25/21	MVD	Review sample plans from other airline cases.	0.70	742.00
8/25/21	A H	Research precedent confirmed chapter 11 plans from airline cases for J. Brandt.	0.50	140.00
8/25/21	J B	Research re: airline chapter 11 plan precedent.	0.50	307.50

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8/25/21	DMS	Call with W. Eguchi re treatment of JOLCO lease claims.	0.40	468.00
8/25/21	J B	Draft plan term sheet re: motion to terminate exclusivity (4.3); call with Willkie internal team re: plan-related pleadings work stream updates (.5).	4.80	2,952.00
8/26/21	CAD	Various correspondence w/ internal working group, FTI, Santamarina & Steta regarding exit financing status, Delta issues, and strategy (.7); correspondence w/ W. Eguchi regarding Unsecured Notes reinstatement analysis (.1) and review/analyze same (.2); telephone conference w/ committee and ad hoc group professionals regarding exit financing/bid status, final valuation materials issues, strategy, and next steps (.9); correspondence w/ J. Leon-Orantes (Santamarina & Steta), N. Cohen (FTI), internal working group regarding public versions of resolutions issued by Mexican Federal Economic Competition Commission (.1) and review/analyze same (.2); review/analyze current draft (Davis Polk comments) of exit term loan term sheet (.4); correspondence w/ S. Star (FTI), internal working group regarding joint proposal issues and analysis (.2).	2.80	2,996.00
8/26/21	CAD	Review/analyze current draft of committee's motion to terminate exclusivity (1.5) and correspondence w/ internal working group regarding comments to same (.3).	1.80	1,926.00
8/26/21	DMS	Work on revisions to exclusivity motion (1.2) and corr with J Burbage re same (.2).	1.40	1,638.00
8/26/21	T G	Review DIP agreement re potential plan scenarios (.8); correspondence w/ team re same (.4); review Debtors' mark-up of debt financing docs (.7).	1.90	2,565.00
8/26/21	B M	Review and comment on the draft motion to terminate exclusivity (1.4); correspond with the ad hoc group regarding the draft motion to terminate exclusivity (.4); memorandum regarding the exclusivity issues (.3).	2.10	3,150.00
8/26/21	JHB	Discussion with D. Sinclair re: case update and next steps on exclusivity termination motion	2.90	3,233.50

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		(.5); prepare for call with K. Matthews re: plan discovery (.3); call with K. Matthews re: discovery and exclusivity termination motion (.4); turn D. Sinclair comments to exclusivity motion (1.7).		
8/26/21	MVD	Conduct research on and review plans led by creditors.	3.70	3,922.00
8/26/21	MVD	Revise/supplement motion to terminate exclusivity.	0.60	636.00
8/26/21	A H	Research precedent Chapter 11 confirmed plans filed by creditors and related confirmation orders for M. Dunn.	1.80	504.00
8/26/21	A H	Circulate out calendar invites with deadline, objection, and hearing date information.	0.50	140.00
8/26/21	DMS	Review and revise exclusivity motion and term sheet (2.1); call with Akin re exclusivity and next steps (0.6); call with J. Burbage re mediation and exclusivity motion/related documents (.5).	3.20	3,744.00
8/27/21	DMS	Review exclusivity motion (.6) and correspondence with J Burbage re comments to same (.2).	0.80	936.00
8/27/21	DMS	Review plan term sheet and begin revising same.	1.10	1,287.00
8/27/21	DMS	Call with C. Damast re exclusivity motion (0.2); call with J. Burbage re same (0.2).	0.40	468.00
8/27/21	CAD	Correspondence w/ internal working group regarding committee's motion to terminate exclusivity and drafting strategy (.5); correspondence w/ M. Dunn, internal working group regarding template committee chapter 11 plans (.3); correspondence w/ T. Graulich (Davis Polk), internal working group regarding Delta agreements and purported extra services (.2); review/analyze Debtors' management's presentation regarding purported impact of Delta not performing purported services outside of Delta agreements (.4); various correspondence w/ internal working group, FTI, Debtors, joint bidders regarding same (1.1); telephone conference w/ internal working group, FTI regarding same, analysis and next steps (.5); correspondence w/ internal working	8.90	9,523.00

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		group, Akin, Milbank regarding Delta documents and analysis (.3); review and revise current draft of committee's motion to terminate exclusivity (5.2); telephone conference (.2) and correspondence (.2) w/ D. Sinclair regarding same and revisions/next steps.		
8/27/21	JHB	Revise draft exclusivity motion per internal comments (4.6); review emails pertaining to various ancillary issues (.5); review FTI materials re: Delta services (.4); call with FTI re: same (.5); call with D. Sinclair re: exclusivity motion (.2).	6.20	6,913.00
8/27/21	T G	Correspondence w/ FTI re plan considerations (.3); review draft exclusivity motion (.8).	1.10	1,485.00
8/28/21	DMS	Review and revise exclusivity termination motion.	0.80	936.00
8/28/21	CAD	Telephone conference w/ committee professionals, investor group professionals regarding Debtors' management's presentation on purported services rendered by Delta outside scope of Delta agreements (primarily joint cooperation agreement) and counterarguments and analysis (1.6); correspondence w/ internal working group, investor group professionals regarding presentation on Debtors' importance to Delta (.1); various correspondence w/ internal working group regarding analysis of Delta documents (.4) and review/analyze same (.4); review and revise current draft of committee's motion to terminate exclusivity (1.5); correspondence w/ J. Burbage regarding same and comments (.1).	4.10	4,387.00
8/28/21	JCD	Participate in call with ad hoc group re: motion to terminate exclusivity and status of bids.	1.00	1,800.00
8/28/21	JHB	Revise draft exclusivity motion per C. Damast and D. Sinclair comments.	2.40	2,676.00
8/28/21	B M	Review and comment on the UCC draft motion to terminate exclusivity and prosecute a creditor led plan (2.3); correspond with the Ad Hoc Groups regarding the motion to terminate exclusivity (.4).	2.70	4,050.00
8/29/21	CAD	Correspondence w/ J. Burbage, internal working group regarding current draft of	1.80	1,926.00

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		committee motion to terminate exclusivity (.4) and review/analyze revised draft (.6); correspondence w/ B. Miller, T. Goren, D. Sinclair regarding same (.2); correspondence w/ M. Sutter (Rothschild), internal working group regarding supporting details for purported extra services performed by Delta (.3) and review/analyze same (.2); correspondence w/ T. Goren, M. Sutter (Rothschild) regarding management presentation on purported Delta "extra" services (.1).		
8/29/21	DMS	Review and revise exclusivity termination motion.	2.90	3,393.00
8/29/21	T G	Review updated draft exclusivity motion (.8) and correspondence w/ team re same (.3).	1.10	1,485.00
8/29/21	JCD	Review latest draft of motion to terminate exclusivity.	0.70	1,260.00
8/29/21	JHB	Review and circulate C. Damast comments to exclusivity termination motion (1.1); review various emails re: additional edits to motion (.2).	1.30	1,449.50
8/30/21	CAD	Correspondence w/ internal working group, J. C. Machorro/J. Leon-Orantes (Santamarina & Steta) regarding individual Mexican shareholders/board members and holdings/potential causes of action (.6); telephone conference w/ Debtors' management, committee professionals, joint bidders' professionals regarding purported Delta "extra" services outside of agreements (1.5); review and revise current draft of committee's motion to terminate exclusivity (3.9) and various correspondence w/ internal working group regarding same and comments (.8); telephone conference w/ internal working group regarding latest draft of motion to terminate exclusivity and related discovery (.6); discuss draft motion to terminate exclusivity and comments w/ D. Sinclair (.2); correspondence w/ internal working group, FTI, joint bidders' professionals regarding FTI presentation to principals regarding Delta's purported "extra" services (.5); correspondence w/ B. Miller, committee	8.20	8,774.00

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		members regarding final valuation materials update (.1).		
8/30/21	DMS	Correspondence with Willkie team re plan term sheet.	0.30	351.00
8/30/21	T G	Review and revise exclusivity motion (1.7); call w/ team re same (.5); correspondence w/ team and Gibson re same (.3); review updated debt commitment term sheets (.6).	3.10	4,185.00
8/30/21	MVD	Phone call with Willkie team regarding motion to terminate exclusivity.	0.60	636.00
8/30/21	MVD	Phone call with J. Kirchgraber (FTI) re economics of exit financing proposals to be included in exclusivity termination motion.	0.10	106.00
8/30/21	MVD	Phone call with D. Sinclair and J. Kirchgraber re economics of exit financing proposals to be included in motion to terminate exclusivity.	0.40	424.00
8/30/21	MVD	Revise/supplement motion to terminate exclusivity.	0.40	424.00
8/30/21	JHB	Review various AXM emails re: exclusivity (.4); meeting re: exclusivity motion draft (.5); revise exclusivity motion draft (3.1); review plan term sheet and respond to D. Sinclair re: same (.7).	4.70	5,240.50
8/30/21	K M	Review and respond to correspondence regarding draft motion to terminate exclusivity (.1); respond to questions regarding confidentiality designations and discovery (.1).	0.20	234.00
8/30/21	K M	Conference call with Committee's Mexican counsel to discuss the draft motion to terminate exclusivity.	1.30	1,521.00
8/30/21	JCD	Review revisions to motion to terminate exclusivity.	0.70	1,260.00
8/30/21	DMS	Review and revise exclusivity termination motion (.7); call with Willkie team regarding exclusivity termination motion (.6); review T. Goren comments to exclusivity motion (.3); and corr with J. Burbage re same (.1); review and revise plan term sheet (0.7); call with J Kirchgraber and M Dunn re valuation issues (0.3); work on exclusivity termination motion revisions (1.2) and related correspondence with Willkie team (.5); further revise exclusivity termination motion (2.6).	7.00	8,190.00

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8/31/21	DMS	Call with C. Damast re exclusivity motion (0.2); call with J. Burbage re same (0.3).	0.50	585.00
8/31/21	CAD	Review and revise current draft of committee motion to terminate exclusivity (2x) (3.3); various correspondence w/ internal working group regarding same and review/analysis of additional comments (.9); discuss same w/ D. Sinclair (2x) (.3); correspondence w/ J. Burbage regarding same (2x) (.5); correspondence w/ J. Carlos Machorro (Santamarina & Steta), internal working group regarding information on Mexican board members (.1) and review/analyze same (.1); telephone conference w/ internal working group, FTI, clients part of joint exit financing proposal and their advisors regarding Delta agreements, purported services outside those agreements, and counter-analysis (.8); various correspondence w/ internal group, Debtors' professionals regarding documents produced for citation in motion to terminate exclusivity and possible sharing of documents/protective order (.7); correspondence w/ E. Jerrard (Davis Polk), internal working group regarding update on final valuation materials process (.1) and review/analyze same (.1)	6.90	7,383.00
8/31/21	B M	Review and comment on the draft motion to terminate exclusivity (1.7); review corporate documents related to the Joint Proposal (1.4); memorandum regarding options related to the Debtors' exclusivity period (.5).	3.60	5,400.00
8/31/21	T G	Review and revise draft exclusivity motion (1.4); review key documents cited in same (.8); correspondence w/ team re same (.4); call w/ Akin, Gibson and Milbank re Delta analysis (.6); follow-up discussions w/ M Brod (.2) and M Williams (.2) re same; correspondence w/ bidder reps re same (.4); calls/correspond w/ N Cohen re same (.3); call w/ investor group re same (1.3).	5.60	7,560.00
8/31/21	JHB	Plan term sheet discussion with FTI and internal WFG team (.5); call with D. Sinclair re: same (.4); UCC professionals call re: exclusivity (.9);	5.20	5,798.00

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		internal WFG call re: same (.5); revise exclusivity motion and circulate to FTI and SS teams (2.9).		
8/31/21	K M	Review key documents and search for related documents from document productions (2.9); review work product from N. Benitez (.2); conference Call with Willkie team to discuss current assignments and case updates (.5); call with Willkie, Milbank, and FTI teams to discuss Delta analysis (.6).	4.20	4,914.00
8/31/21	DMS	Call with FTI re substantive consolidation and plan term sheet (.7); call with J Kirchgraber re subcon (.2); review and revise exclusivity motion (1.3); call with joint proposal advisors regarding Delta contracts/bid (1.0).	3.20	3,744.00
8/31/21	J B	Call with FTI and Willkie teams re: Plan term sheet updates and diligence (.7); research re: classification of GUCs and guarantee claims issue (.9).	1.60	984.00
8/31/21	K M	Review drafts of motion to terminate exclusivity for redactions.	1.30	1,521.00
8/31/21	WTE	Emails w Willkie team re JOLCO developments (0.1); review JOLCO stipulations, lease, guarantee and related agreements (0.8); conf call w Willkie team re exclusivity (0.4).	1.30	1,657.50
<b>Sub-Total</b>			<b>271.20</b>	<b>300,290.50</b>

**Reporting**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
8/11/21	MVD	Review summary of 2019 filings prepared by FTI.	0.20	\$ 212.00
8/24/21	CAD	Review/analyze Debtors' June 2021 monthly operating report.	0.10	107.00
8/26/21	CAD	Review/analyze Debtors' third periodic report.	0.10	107.00
<b>Sub-Total</b>			<b>0.40</b>	<b>426.00</b>

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**Discovery**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/1/21	K M	Review summaries of first-level document review (.5); review document protocol (.6); review and analyze documents produced by Debtors (1.5).	2.50	\$	2,925.00
8/2/21	A B	Team corr. re upcoming discovery-related tasks.	0.10		93.00
8/4/21	CAD	Correspondence w/ J. Dugan, various counsel regarding status of draft amended confidentiality stipulation and protective order.	0.20		214.00
8/4/21	A B	Team correspondence re protective order.	0.10		93.00
8/4/21	K M	Review and respond to case correspondence re: discovery.	0.20		234.00
8/5/21	DMS	Review bankruptcy rules re discovery (.1) and corr with Willkie bankruptcy and litigation teams re same (.1).	0.20		234.00
8/5/21	DMS	Correspondence with Willkie team re discovery procedures.	0.20		234.00
8/5/21	N B	Search for model deposition notices (.3); draft deposition notices relating to the motion for authorization to enter into new lease agreements (.5); draft 30(b)(6) deposition notice for Debtors re same (.4).	1.20		930.00
8/5/21	T G	Correspondence w/ team re MAX objection discovery (.4); review draft discovery (.8).	1.20		1,620.00
8/5/21	MVD	Review discovery requests related to Debtors' 737MAX motion.	0.60		636.00
8/5/21	A B	Call with K. Mathews re RFPs (0.3); draft RFPs (1.1); call with FTI re 737MAX discovery requests (0.5); call with J. Dugan and K. Mathews re RFPs (0.3); revise RFPs (1.2); review corr. re Apollo discussion (0.1).	3.50		3,255.00
8/5/21	JCD	Review draft discovery requests in connection with 737MAX objection (.7); call with litigation team re: discovery requests (.4).	1.10		1,980.00
8/5/21	J B	Call with Willkie team re: discovery requests in connection with Committee objection to DAE Motion (.4); call with J. Dugan, D. Sinclair re:	0.70		430.50

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8/5/21	K M	discovery requests for 737MAX Objection (.3). Prepare for conference call to discuss 737MAX Lease Motion (.9); conference call w/ Davis Polk, Willkie to discuss 737MAX Lease Motion (.3); phone call with A. Berkowitch re: depositions (.2); draft and revise notices of deposition and requests for production (2.6); review correspondence related to 737MAX leases (.7); review and analyze Debtors' filing regarding 737MAX leases (1.1); review case correspondence regarding mediation, 737MAX Motion, protective order, and ongoing discovery requests (1.1).	6.90	8,073.00
8/6/21	CAD	Various correspondence w/ internal working group regarding draft discovery (document requests and notices of deposition) regarding committee's objection to Debtors' motion to acquire additional MAX aircraft (.8) and review/analyze same (2x) (.5); correspondence w/ internal working group regarding providing copies of discovery to Davis Polk (.2); correspondence w/ T. Graulich (Davis Polk), internal working group regarding scope of such contemplated discovery (.3).	1.80	1,926.00
8/6/21	N B	Draft deposition notice for M. Landess (1.6); update draft document requests and 30(b)(6) deposition notice (1.9); incorporate edits from bankruptcy and litigation teams (.6); review drafts for confidential information (.9); circulate updated versions to team for review (.1); prepare documents for finalizing and serving (.4).	5.50	4,262.50
8/6/21	T G	Review and revise discovery requests for Debtors.	0.40	540.00
8/6/21	A B	Team corr. re document requests and deposition notice revisions (0.6); revise deposition notices and RFPs (2.2).	2.80	2,604.00
8/6/21	K M	Review correspondence and case documents to revise deposition notices (1.2); calls with Debtors' counsel to discuss 737MAX discovery requests (.3); finalize, and serve 737MAX discovery requests (.6).	2.10	2,457.00
8/6/21	JCD	Review and revision of discovery requests in	1.20	2,160.00

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8/7/21	N B	connection with objection to 737MAX leases. Incorporate J. Dugan and B. Miller's comments to the 30(b)(6) topics (.5); correspond with J. Dugan regarding serving documents (.2); prepare documents for serving (.1); serve the deposition notices and requests for production to Debtors (.2).	1.00	775.00
8/7/21	CAD	Correspondence w/ J. McClammy (Davis Polk), J. Dugan regarding receipt of committee's document requests and deposition notices regarding Debtors' motion to acquire additional MAX aircraft and committee's objection.	0.20	214.00
8/7/21	K M	Review case correspondence related to mediation, discovery, and protective order (.6), and draft response to served document requests (.9).	1.50	1,755.00
8/7/21	JCD	Review discovery requests (.2) and correspondence with counsel for Debtors re: same (.4).	0.60	1,080.00
8/8/21	N B	Correspond with team regarding the debtors' production of documents and deposition of M. Landess.	0.10	77.50
8/8/21	K M	Review case correspondence re: depositions.	0.10	117.00
8/9/21	CAD	Correspondence w/ L. Buchwald (Davis Polk), J. Dugan regarding status of Debtors' document production regarding motion to acquire additional MAX aircraft and Landess deposition.	0.30	321.00
8/9/21	N B	Review debtors' production of documents in preparation for the deposition of M. Landess (5.1); draft summary of documents regarding same (1.8); coordinate the scheduling of deposition with litigation support vendor (.3); correspond with A. Berkowitch regarding strategy for deposition preparation (.3); call with J. Dugan to discuss index for deposition (.2).	7.70	5,967.50
8/9/21	A A	Coordinate logistics of M. Landess deposition (1.3); corr. w/ A. Berkowitch and N. Benitez re: same (.4).	1.70	782.00
8/9/21	C A	Download Debtor's production from Davis Polk's FTP (.3); Coordinate the loading of	0.80	260.00

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8/9/21	MVD	production to Relativity with vendor (.5). Review draft confidentiality stip and protective order.	0.20	212.00
8/9/21	JCD	Attention to discovery in connection with 737MAX objection (.8); review emails and other documents to prepare for possible deposition (1.5).	2.30	4,140.00
8/9/21	A B	Coordinate deposition logistics (1.4); review documents re 737MAX discovery (2.3); draft summary analysis of same (1.0); corr. with N. Benitez re same (0.3).	5.00	4,650.00
8/9/21	K M	Review and respond to case correspondence re: depositions.	0.10	117.00
8/10/21	N B	Draft index of potential exhibits for deposition of M. Landess (2.6); draft summary of documents reviewed to prepare for deposition (2.7); attend training for virtual deposition (1.0); update exhibit sets based on J. Dugan's review of documents (.6); update draft protective order (.3); update draft letter agreement (.3); review counsel's previous correspondence regarding same (.2); coordinate with vendor to schedule and cancel deposition (.1); draft update of document summaries for K. Mathews (.7).	8.50	6,587.50
8/10/21	T G	Correspondence w/ team re DAE discovery status.	0.40	540.00
8/10/21	MVD	Revise/supplement draft protective order.	0.60	636.00
8/10/21	CAD	Various correspondence w/ T. Goren, J. Dugan, K. Mathews regarding status of and comments to protective order with Debtors, Apollo, Delta, and ad hoc groups (.8) and review/analyze same (.2).	1.00	1,070.00
8/10/21	JCD	Participate in Willkie team call re: 737MAX objection and discovery in connection with same.	0.60	1,080.00
8/10/21	JCD	Revise Protective Order (.6) and correspondence with parties re: same (.4).	1.00	1,800.00
8/10/21	A B	Review 737MAX documents in preparation for Landess deposition (1.5); revise summary memo (1.0); deposition prep and logistics (prepare exhibits; revise exhibit index; corr.	6.50	6,045.00

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		with court reporter and team re attendees and other logistics) (3.1); Exhibit Share training session (0.9).		
8/10/21	K M	Draft and revise protective order and side letter agreement (1.3); review case correspondence relating to 737MAX discovery (.3); review draft stipulation and draft short memorandum on discovery efforts and status for update call with the Committee (.8).	2.40	2,808.00
8/11/21	CAD	Correspondence w/ internal working group, various counsel regarding discovery (document production) status update and status of protective order (.6); correspondence w/ internal working group regarding supplemental discovery regarding Debtors' MAX aircraft motion (.4).	1.00	1,070.00
8/11/21	T G	Review materials produced by Debtors (.8); review updated draft of protective order and side letter (.5); correspondence w/ team re same (.3); correspondence w/ Gibson re protective order (.2).	1.80	2,430.00
8/11/21	T G	Review additional discovery for 737MAX motion (.4) and correspondence w/ team re same (.3).	0.70	945.00
8/11/21	N B	Review previous requests for production and propose supplemental document and deposition requests based on previous review of documents (1.0); update draft protective order and side letter agreement (.4).	1.40	1,085.00
8/11/21	JCD	Revisions to protective order (.6) and correspondence with parties re: same (.2); review and revise 737MAX discovery (.7).	1.50	2,700.00
8/11/21	MVD	Consideration of supplemental discovery requests in connection with Debtors' DAE motion.	0.20	212.00
8/11/21	A B	Corr. re document requests and deposition notice revisions (0.3); draft and revise supplemental RFPs and deposition notices (2.4).	2.70	2,511.00
8/11/21	K M	Correspond with Willkie team to share summary of discovery efforts and document review analysis (.3); correspond with Debtors' counsel regarding productions (.3); correspond with team regarding supplemental document	1.20	1,404.00

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		requests related to 737MAX discovery (.2); correspond with team regarding revisions to protective order (.2); revise protective order (.2).		
8/11/21	MVD	Review updated draft confidentiality stip and protective order (.3); analyze and assess documents produced in discovery re Delta and Apollo (.5).	0.80	848.00
8/12/21	DMS	Review discovery requests drafted by K. Mathews and corr with Willkie team re same.	0.10	117.00
8/12/21	CAD	Correspondence w/ A. Qureshi (Akin), internal working group, other counsel regarding final comments to protective order and side letter (.6) and review/analyze same (.1); correspondence w/ internal working group regarding status of document production (.2); correspondence w/ C. Plaza (Riker Danzig), internal working group regarding status of Delta and Apollo discovery (.2); correspondence w/ K. Mathews, J. McClammy (Davis Polk) regarding amended discovery requests regarding Debtors' MAX aircraft motion (.1) and review/analyze same (.1).	1.30	1,391.00
8/12/21	N B	Update draft protective order and related letter agreement (.8); circulate updated drafts and redlines of same to larger team (.1).	0.90	697.50
8/12/21	C A	Coordinate the loading of Debtor's productions to Relativity with vendor.	0.60	195.00
8/12/21	T G	Review amended discovery requests re 737MAX motion (.4) and correspondence w/ team re same (.4); correspondence w/ FTI re discovery requests (.2); correspondence w/ team re status of protective order (.3).	1.30	1,755.00
8/12/21	JCD	Draft discovery requests in connection with 737MAX motion and objection (.8); internal call to discuss strategy re: same (.5); revisions to protective order (.2) and correspondence re: same (.1).	1.60	2,880.00
8/12/21	MVD	Consider need for additional discovery in connection with Debtors' DAE motion.	0.50	530.00
8/12/21	A B	Prepare supplemental RFPs and deposition notices re 787MAX leases.	0.70	651.00
8/12/21	K M	Call with FTI to discuss 737MAX Motion	2.70	3,159.00

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		opposition (.6); coordinate download and review of additional document productions from Debtors (.6); revise protective order and side letter agreement (.2); draft and revise supplemental 30(b)(6) notice and supplemental RFPs to Debtors re: 737MAX Leases (1.2); serve amended notice of deposition and RFPs to Debtors (.1).		
8/13/21	M S	Check-in call re: next doc review.	0.40	184.00
8/13/21	N B	Call with K. Mathews to discuss document review of debtors' production of documents; update confidentiality order to incorporate parties' edits; begin document review.	1.10	852.50
8/13/21	T G	Review and revise amended protective order and stipulation (.7); correspondence w/ parties (.6) and team (.3) re same.	1.60	2,160.00
8/13/21	JCD	Revisions to Protective Order (.8); correspondence with P.O. Signatories (.2).	1.00	1,800.00
8/13/21	H-K C	Preparation of Debtor document review batches and searches for associates.	0.50	272.50
8/13/21	CAD	Various correspondence w/ internal working group, various counsel regarding final comments to amended confidentiality stipulation and protective order regarding Delta and Apollo document production (.9) and review/analyze same and proposed comments (.4).	1.30	1,391.00
8/13/21	K M	Correspond with counsel at Debtors, Apollo, Delta, and Ad Hoc Group regarding amended protective order and letter agreement (1.6); call with L. Buchwald to discuss 737MAX deposition notice and supplemental document requests (.4); coordinate review of Debtors' second and third document productions (.4).	2.40	2,808.00
8/14/21	CAD	Correspondence w/ internal working group, respective counsel for Apollo, Delta, and ad hoc group regarding final comments to and finalizing amended confidentiality stipulation and protective order.	0.60	642.00
8/14/21	N B	Review debtors' second and third production of documents (2.5); draft update to K. Mathews regarding same (.6).	3.10	2,402.50

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8/14/21	K M	Finalize stipulation (.3); review case correspondence re: depositions (.2); correspond with document review team regarding discovery updates and updates to tagging palette (.2).	0.70	819.00
8/15/21	H-K C	Review associate request for additional issue tags and update of saved searches.	0.10	54.50
8/15/21	N B	Review documents produced by Debtors in response to Rule 2004 discovery.	3.20	2,480.00
8/15/21	K M	Review and analyze documents tagged as relevant relating to Delta.	0.60	702.00
8/16/21	M S	Conduct document review.	4.60	2,116.00
8/16/21	CAD	Correspondence w/ internal working group regarding signed amended confidentiality stipulation and protective order (.1) and review/analyze same (.1); correspondence w/ K. Mathews, various affected counsel regarding same (.1); correspondence w/ C. Rincon (Davis Polk), internal working group regarding discovery in connection w/ Debtors' MAX aircraft motion (.2).	0.50	535.00
8/16/21	T G	Correspondence w/ team re 737MAX discovery (.4); review entered protective order and correspondence w/ team re next steps on same (.4).	0.80	1,080.00
8/16/21	JCD	Attention to discovery in Connection with 737MAX motion (1.0); communications with internal team re: depositions (.8).	1.80	3,240.00
8/16/21	N B	Review and analyze documents produced by Debtors' in response to Rule 2004 discovery requests (3.8); send update to team summarizing same (.8).	4.60	3,565.00
8/16/21	JBK	Attend call with J. Dugan re AlixPartners deposition.	0.60	930.00
8/16/21	JMW	Multiple communications with K. Matthews re: productions (.4); secure retrieval and transfer of document productions (.6).	1.00	390.00
8/16/21	K M	Review and respond to case correspondence regarding 737MAX discovery and productions from Debtors (.4); draft update email regarding Debtors' response to 737MAX Leases discovery request; (.1) coordinate upload and review of Debtors' production (.4) coordinate call to	1.20	1,404.00

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		discuss workplan for current assignments and coordinate litigation assignments (.3).		
8/17/21	DMS	Review discovery materials re exclusivity/trustee motions (0.2); call with J. Dugan, K. Mathews, J. Burbage, M. Dunn, J. Brandt re discovery (0.4).	0.60	702.00
8/17/21	CAD	Correspondence w/ internal working group, various affected counsel regarding side letter accompanying amended confidentiality stipulation and protective order (.2); correspondence w/ internal working group regarding Debtors' document production regarding MAX aircraft motion (.4) and status of Apollo production (.3).	0.90	963.00
8/17/21	M S	Conduct document review.	2.80	1,288.00
8/17/21	T G	Review Debtors' MAX related production (.6); correspondence w/ parties re protective order (.2).	0.80	1,080.00
8/17/21	JCD	Call with D. Sinclair re: discovery for exclusivity and trustee motion (.5); call with FTI re: depositions and issues for depositions this week (.8) .	1.30	2,340.00
8/17/21	N B	Review documents produced by Debtors (5.8); call with J. Korn, J. Dugan, and K. Mathews to discuss 30(b)(6) deposition (.5); prepare potential deposition exhibits for the deposition of B. Kocovski coordinate the preparation of binders of exhibits with A. Ambeault (.3).	6.60	5,115.00
8/17/21	A A	Assist w/ setup of depositions relating to 737MAX Motion.	1.70	782.00
8/17/21	MVD	Phone call with litigation team and FTI to outline strategy for depositions on Debtors 737Max motion.	0.50	530.00
8/17/21	JBK	Prepare for deposition of B. Kocovski (4.0); call with FTI re same (.5).	4.50	6,975.00
8/17/21	JMW	Multiple communications with K. Matthews (.2) and secure retrieval and transfer of document productions for document review (.3).	0.50	195.00
8/17/21	J B	Organize diligence documents for litigation team re: deposition preparation.	0.40	246.00
8/17/21	K M	Conference call with the Willkie Aeromexico	0.50	585.00

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		team to discuss current assignments, including the 737MAX discovery, planned opposition to 737MAX motion, and motion to terminate exclusivity.		
8/17/21	K M	Review case correspondence relating to deposition (.2); coordinate sending supplemental 737MAX production to be uploaded and reviewed (.1); review document review summary from N. Benitez (.2).	0.50	585.00
8/17/21	K M	Review 737MAX discovery documents (1.9); correspond with producing parties regarding document production schedules (.3); circulate key documents from 737MAX discovery to FTI and J. Korn (.2); call with J. Korn and FTI to discuss planned depositions (.3); coordinate logistics for the deposition with Debtors' counsel (.4).	3.10	3,627.00
8/18/21	DMS	Call with FTI and Willkie litigation teams re 737 MAX Deposition preparation (1.0); call with FTI and Willkie bankruptcy teams re 737MAX objection drafting (0.3).	1.30	1,521.00
8/18/21	CAD	Correspondence w/ internal working group regarding status of Debtors' document production regarding Debtors' MAX aircraft motion (.2); correspondence w/ J. Massey (Cleary), internal working group regarding Apollo first production of documents (.2).	0.40	428.00
8/18/21	M S	Conduct document review.	3.20	1,472.00
8/18/21	T G	Correspondence w/ team re production status/side letter resolution (.3); review Debtors' 737MAX key documents (.6).	0.90	1,215.00
8/18/21	JCD	Participate in call with FTI re: deposition preparation (1.0); review outline from FTI re: deposition preparation (.6).	1.60	2,880.00
8/18/21	H-K C	Correspondence w/ team regarding loading of received production volumes to database.	0.10	54.50
8/18/21	N B	Prepare exhibits for depositions of B. Kocovski and M. Landess (4.2); update index regarding same (1.3); correspond with A. Ambeault to prepare and rush deliver binders to J. Korn and K. Mathews with potential deposition exhibits (.2).	5.70	4,417.50

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8/18/21	A A	Prepare materials for J. Korn and K. Mathews for Kocovski deposition.	1.40	644.00
8/18/21	JBK	Prepare for Kocovski deposition (4.0); calls with FTI re same (1.0).	5.00	7,750.00
8/18/21	JMW	Multiple communications with K. Matthews and KLDDiscovery re: doc review platform (.9); secure retrieval and transfer of document productions (.6).	1.50	585.00
8/18/21	K M	Deposition training with Veritext.	0.70	819.00
8/18/21	K M	Coordinate upload and review of documents produced from Delta and Apollo (.2); draft response email to Willkie team regarding production of board minutes from Debtors (.2); coordinate deposition prep with N. Benitez (.4); coordinate Willkie response to Delta's views on the protective order and confidentiality requirements (.6); call with Gibson Dunn to discuss document productions from Debtors (.3); calls with Willkie and FTI teams to discuss draft motions and status of bankruptcy proceeding (.8); review and analyze documents from Debtors' 737MAX production to prepare for deposition of Matt Landess (5.0).	7.50	8,775.00
8/18/21	MVD	Phone call with litigation team and FTI team regarding strategy for deposition related to Debtors' 737Max motion (1.0); follow up call with same parties re same (1.4); consideration of questions to be asked at deposition of Matt Landess in connection with Debtors' 737Max motion (.6).	3.00	3,180.00
8/19/21	CAD	Correspondence w/ K. Mathews regarding B. Kocovski deposition and production of Delta funding agreement (.1); brief review/analysis of B. Kocovski deposition transcript (regarding Debtors' MAX aircraft motion) (.4).	0.50	535.00
8/19/21	T G	Review highlights of Kocovski depo (.6); review and analyze Delta funding agreement (.7).	1.30	1,755.00
8/19/21	H-K C	Create document batches (0.5); conduct targeted searches for documents at associate request (0.1); attention to correspondence regarding receipt and loading of additional volumes for	0.70	381.50

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		review (0.1).		
8/19/21	N B	Participate in deposition of B. Kocovski (3.0); prepare exhibits for deposition (3.2); coordinate with Veritext regarding same (.7); call with J. Korn to discuss deposition logistics (.6); call with team to debrief following deposition (.5).	8.00	6,200.00
8/19/21	EMS	Research re: 30(b)(6) depositions.	0.50	132.50
8/19/21	MVD	Review information produced in discovery regarding funding agreement.	0.40	424.00
8/19/21	DMS	Deposition of Bill Kocovski (3.0) and related follow up with Willkie and FTI teams (.5).	3.50	4,095.00
8/19/21	A A	Assist w/ preparation of depositions of M. Landess and B. Kovicki.	1.30	598.00
8/19/21	JBK	Prepare for (4.0) and depose B. Kocovski (3.0); related follow up (1.0).	8.00	12,400.00
8/19/21	JMW	Multiple communications with K. Matthews and KLDDiscovery re: document productions (.2); secure retrieval and transfer of document productions for review (.3).	0.50	195.00
8/19/21	K M	Call with N. Cohen regarding depositions (.2); prepare for call with N. Cohen (.1).	0.30	351.00
8/19/21	K M	Review and analyze 737MAX Discovery documents in advance of Kocovski Deposition (1.8); coordinate logistics related to depositions; call with J. Korn regarding Kocovski Deposition (.2); correspond with Willkie team regarding Delta Funding Agreement (.1); correspond with Gibson Dunn regarding Delta production and Debtors' RFPs (.3); and correspond with D. Sinclair and J. Brandt regarding legal standards for draft motion (.2).	2.60	3,042.00
8/19/21	K M	Participate in deposition of Bill Kocovski, Debtors' 30(b)(6) witness for 737MAX motion.	3.90	4,563.00
8/20/21	N B	Prepare exhibits for deposition of M. Landess (1.3); call with K. Mathews to discuss deposition logistics (.2); participate in deposition of M. Landess (2.7); coordinate with Veritext regarding technology before deposition (.1); debrief with K. Mathews following deposition (.4).	4.70	3,642.50
8/20/21	MVD	Attend deposition of Matt Landess in connection with Debtors 737Max motion.	2.70	2,862.00

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8/20/21	K M	Call to N. Benitez to discuss deposition logistics.	0.20	234.00
8/20/21	K M	Correspond and call with L. Buchwald to confirm the confidentiality designation for the Landess Deposition transcript.	0.20	234.00
8/20/21	K M	Draft and revise outline of deposition questions for Deposition of Matthew Landess and coordinate updates to the planned exhibits for the Landess deposition.	2.80	3,276.00
8/20/21	K M	Depose Matt Landess, Debtors' 30(b)(6) witness for the 737MAX motion.	3.00	3,510.00
8/20/21	JCD	Corr with K. Mathews re: Landress deposition.	0.60	1,080.00
8/21/21	N B	Review documents produced by Debtors in response to Rule 2004 document requests.	3.30	2,557.50
8/21/21	MVD	Review summary of Landess deposition prepared by J. Brandt.	0.30	318.00
8/21/21	J B	Review deposition of William Kocovski (2.0); review deposition of Matt Landess (2.1) and draft summary re: Landess deposition for K. Matthews and M. Dunn (1.5).	5.60	3,444.00
8/21/21	K M	Review case correspondence from Internet blackout; (.2) review cases sent from J. Brandt; (1.2) coordinate draft summary of Landess Deposition; (.1) coordinate document review with N. Benitez and M. St. Julien (.1) and review summary of documents reviewed from Apollo document production (.1).	1.70	1,989.00
8/22/21	M S	Conduct document review.	2.10	966.00
8/22/21	N B	Prepare interesting documents produced by Delta, Apollo, and Debtors (.6); review documents produced by Delta and Apollo (3.4); send update to team regarding same (.2).	4.20	3,255.00
8/22/21	K M	Coordinate call with Gibson Dunn to discuss discovery (.2); review correspondence and discovery to prepare for call with Gibson (.1).	0.30	351.00
8/23/21	DMS	Call with K. Mathews, Gibson Dunn re document production.	0.20	234.00
8/23/21	CAD	Correspondence w/ J. Penn (Perkins Coie), internal working group regarding letter to Debtors regarding amended stipulation and protective order.	0.40	428.00

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8/23/21	M S	Summarize key findings from document review of debtors' production.	0.90	414.00
8/23/21	H-K C	Respond to questions regarding production volume lists.	0.10	54.50
8/23/21	N B	Review and analyze interesting documents from productions and draft an update to larger team regarding same (2.1); correspond with M. St. Julien regarding interesting documents (.3); search for documents related to Delta (.5).	2.90	2,247.50
8/23/21	J B	Research re: post-petition interest rate under section 1124(2) issue.	2.50	1,537.50
8/23/21	K M	Call with the Committee and Ad Hoc Group counsel to discuss review of discovery productions and materials to prepare for call with Gibson Dunn (.5); review draft 737MAX objection (.4); draft correspondence responding to questions from Gibson Dunn regarding productions received from Debtors, Delta, and Apollo (.9); draft update email from J. Dugan with information regarding productions and key documents (.5); respond to document question from N. Cohen review Boeing NDA (.2) and correspond with J. Dugan regarding provisions (.1).	2.60	3,042.00
8/23/21	JCD	Call with Gibson Dunn re: results of document discovery.	0.60	1,080.00
8/24/21	DMS	Weekly Willkie team call re: exit financing, bids (0.3); review latest filings (aircraft lease assumption, lease rejection, and simulator purchase) (0.6).	0.90	1,053.00
8/24/21	K M	Correspond with team regarding case updates and calls (.2); pull interesting communications from document review and draft summary (.5).	0.70	819.00
8/24/21	JCD	Call with Willkie team re: update on document productions/discovery (.8); review documents from discovery responses (.8).	1.60	2,880.00
8/25/21	CAD	Correspondence w/ K. Mathews regarding preliminary results of Apollo/Delta/Debtors document production and review/analysis.	0.50	535.00
8/25/21	T G	Review summary of key documents produced.	0.70	945.00
8/25/21	B M	Review materials regarding the UCC investigation regarding the Delta investment in	2.60	3,900.00

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		the DIP loan (2.4); memorandum regarding the status of further documents to be received from the various parties (.2).		
8/25/21	N B	Review team correspondence regarding discovery.	0.30	232.50
8/25/21	MVD	Review documents produced in discovery related to relationship among Debtors/Delta/Apollo.	0.60	636.00
8/25/21	K M	Draft summary of document review work product (.8); draft update on productions (.2); correspond with Delta, Apollo, and Debtors regarding the status of productions (.4); review interesting documents flagged from review (.9). Attention to document productions.	2.30	2,691.00
8/25/21	JCD		0.60	1,080.00
8/25/21	JCD	Participate in Willkie call re: motion to terminate exclusivity.	0.60	1,080.00
8/25/21	DMS	Review correspondence from litigation team re discovery findings (.2); correspondence with Willkie team re discovery summary (.2).	0.40	468.00
8/26/21	CAD	Correspondence w/ K. Mathews, internal working group regarding Debtors' fourth document production (.1); correspondence w/ J. Massey (Cleary) regarding Apollo's second and final document production (.1).	0.20	214.00
8/26/21	H-K C	Creating batches of Debtor's 4th volume of documents.	0.20	109.00
8/26/21	B M	Review the discovery materials received from Delta, Apollo and the Debtors (1.8); memorandum regarding Delta discovery issues (.3).	2.10	3,150.00
8/26/21	C A	Download debtor's production from Morris Nichols' FTP (.2); prepare and coordinate to loading of production to Relativity with vendor (.6).	0.80	260.00
8/26/21	N B	Provide overview of Delta's production for deficiencies (.4); and correspond with K. Mathews regarding same (.2); search for all produced documents related to the business plan (.3); begin review of documents produced by Debtors (2.6).	3.50	2,712.50
8/26/21	K M	Call with J. Burbage to discuss motion to terminate exclusivity and discovery findings	1.10	1,287.00

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		(.2); correspond with N. Benitez regarding documents produced by Delta and Apollo (.2); coordinate upload and review of additional document productions (.1); circulate key and interesting documents to J. Burbage (.1); review documents referring to Debtors' business plan (.5).		
8/27/21	B M	Review the documents received from Delta, Apollo and Debtors (1.4); correspondence with the parties to the Protective Order regarding access to documents for the ad hoc groups (.4); correspond with Akin regarding documents produced (.3).	2.10	3,150.00
8/27/21	CAD	Correspondence w/ K. Mathews, internal working group regarding Debtors' and Apollo's document production status (.2); correspondence w/ internal working group, K. Colman (Hughes Hubbard), M. Williams (Gibson Dunn), A. Qureshi (Akin) regarding Delta documents and protective order (.3).	0.50	535.00
8/27/21	H-K C	Prepare review batches of Apollo second production volume documents.	0.20	109.00
8/27/21	N B	Review and analyze documents produced by Debtors (5.3); send updates to team regarding same (.6); review confidentiality designations of documents in response to external counsel (.7); review protective order for joining procedure (.2); circulate update to K. Mathews re same (.2).	7.00	5,425.00
8/27/21	M S	Conduct document review (diligence).	2.50	1,150.00
8/27/21	C A	Download production from Cleary Gottlieb's FTP (.2); prepare and coordinate to loading of production to Relativity with vendor (.6).	0.80	260.00
8/27/21	JCD	Review results of document productions from Apollo and Delta (.7); attention to issues concerning access to confidential documents by other Chapter 11 case parties (.6).	1.30	2,340.00
8/27/21	A B	Review amended PO and analyze Delta interpretation of prospective application of agreement.	0.40	372.00
8/27/21	K M	Draft analysis of protective order and confidentiality designations to respond to	7.10	8,307.00

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		questions from T. Goren (4.6); coordinate download and review of Apollo's second production (.2); review interesting and key documents to audit against inclusion in the motion to terminate exclusivity (1.1); review document review summary from N. Benitez (.3); correspond with T. Goren and team regarding prior joinder for the protective order and stipulation (.1); coordinate joinder with Milbank (.1); draft update response to Akin Gump on status of discovery review and production (.7).		
8/28/21	N B	Review documents produced by Apollo in response to Rule 2004 discovery (3.2); send update to team regarding same (.6).	3.80	2,945.00
8/28/21	K M	Call with Milbank group to discuss Delta Analysis (.3); review document summaries from N. Benitez (.6); review RFPs sent to Delta (.2).	1.10	1,287.00
8/29/21	CAD	Correspondence w/ K. Coleman (Hughes Hubbard), A. Qureshi (Akin) regarding protective order and Delta agreements (.2); various correspondence w/ K. Mathews, internal working group regarding documents produced by Apollo (.8).	1.00	1,070.00
8/29/21	T G	Review key investigation documents (.9) and correspondence w/ team and S&S re same (.4).	1.30	1,755.00
8/29/21	N B	Review documents related to potential Mexican investment in exit financing (.3); review produced documents re: Mexican investors (.4); circulate updates to K. Mathews regarding same (.4); review correspondence regarding potential discovery requests (.2).	1.30	1,007.50
8/29/21	B M	Review and discuss discovery of the Debtors, Apollo and Delta (1.6); memorandum regarding discovery document (.5).	2.10	3,150.00
8/29/21	MVD	Review information produced in discovery regarding relationship between Apollo and Mexican shareholders.	0.60	636.00
8/29/21	K M	Draft email summary of interesting and hot documents found in discovery review (.8); review documents and circulate summary of hot documents in response to follow up request	1.40	1,638.00

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		from B. Miller (.4); circulate additional relevant documents from N. Benitez (.2).		
8/29/21	JCD	Review results of Committee investigation and correspondence with team re: same.	0.80	1,440.00
8/30/21	B M	Review documents produced by the Debtors, Apollo and Delta related to the participations in the final DIP (2.3); correspond regarding potentially missing documents in the production (.4); call with the Ad Hoc Groups to discuss release of documents not produced to bidders (.6).	3.30	4,950.00
8/30/21	CAD	Correspondence w/ A. Qureshi (Akin), K. Coleman (Hughes Hubbard), internal working group regarding status of Delta production of Delta agreements (.2); correspondence w/ J. Leon-Orantes (Santamarina & Steta), K. Mathews, internal working group regarding certain documents produced by Apollo (.2); correspondence w/ D. Botter (Akin), internal working group regarding documents produced by Debtors (.1).	0.50	535.00
8/30/21	T G	Review and analyze key documents produced by parties (1.1); review Delta document production (.6).	1.70	2,295.00
8/30/21	N B	Search for documents related to the investment in exit financing (1.3); correspond with team regarding same (.4); review protective order provisions regarding sharing information (.3).	2.00	1,550.00
8/30/21	JCD	Call with team re: results of recent Committee investigation.	0.60	1,080.00
8/31/21	H-K C	Attention to request for custodial information of received production volumes.	0.40	218.00
8/31/21	N B	Call with J. Dugan to discuss outstanding questions regarding parties' productions (.4); review Delta, Apollo, and Debtors' productions for deficiencies (2.2); draft email regarding same (.7).	3.30	2,557.50
8/31/21	JCD	Review results of Committee investigation (.6) and correspondence with team re: same (.2); review protective order and advise on effect of same (.4).	1.20	2,160.00
8/31/21	T G	Correspondence w/ team re bidder confidential docs.	0.30	405.00

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**Sub-Total** **326.50** **336,905.50**

**Hearings**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/9/21	DMS	Chambers conference regarding 737MAX motion.	0.40	\$	468.00
8/9/21	T G	Call w/ Court re 737MAX objection/next steps.	0.40		540.00
8/9/21	B M	Conference with Judge Chapman regarding the DAE lease motion.	0.40		600.00
		<b>Sub-Total</b>	<b>1.20</b>		<b>1,608.00</b>

**Lien Investigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/2/21	CAD	Correspondence w/ internal lien investigation team regarding investigation status/next steps.	0.20	\$	214.00
8/3/21	CAD	Correspondence w/ lien investigation internal working group regarding investigation status and next steps.	0.40		428.00
8/3/21	AGB	Call with W. Eguchi re: lien investigation.	0.10		117.00
8/4/21	CAD	Conference w/ internal lien investigation team regarding status, presentation to committee, and next steps.	0.40		428.00
8/4/21	MVD	Prepare for (.1) and attend phone call re lien investigation with W. Eguchi and A. Berro (.8).	0.90		954.00
8/4/21	J B	Call with W. Eguchi, C. Damast, D. Sinclair, M. Dunn, A. Berro re: lien investigation review updates and presentation for Committee.	0.80		492.00
8/10/21	P BG	Weekly status call w/ Willkie team re: lien investigation status.	0.40		310.00
8/10/21	CJC	Review questions from Agustina Berro regarding Cape Town.	0.20		245.00
8/10/21	MVD	Consideration of lien investigation presentation that will be made to UCC.	0.40		424.00

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8/11/21	AGB	Call with W. Eguchi re: lien investigation.	0.30	351.00
8/16/21	CAD	Correspondence w/ D. Sinclair, internal lien investigation working group regarding investigation status and preparation of presentation for committee.	0.20	214.00
8/17/21	P BG	Weekly status call w/ Willkie team re: status of lien investigation.	0.50	387.50
8/19/21	WTE	Emails w Willkie team re reinstatement (0.1); review indenture re same (0.2); draft analysis of reinstatement considerations for Willkie team (0.8).	1.10	1,402.50
8/23/21	CAD	Correspondence w/ internal lien investigation team regarding status of presentation to committee.	0.20	214.00
8/23/21	MVD	Review research prepared by J. Brandt re post-petition interest rate in the context of reinstatement.	0.20	212.00
8/23/21	AGB	Draft lien investigation slides.	2.50	2,925.00
8/24/21	P BG	Weekly status call w/ Willkie team re: lien investigation.	0.50	387.50
8/25/21	CAD	Correspondence w/ A. Berro, B. Renzi (White & Case) regarding open lien investigation diligence items.	0.20	214.00
8/25/21	MVD	Consideration of issues related to JOLCO facility.	0.40	424.00
8/25/21	WTE	Conf call w Willkie team re exclusivity, JOLCOs (0.5); call to D. Sinclair re JOLCOs (0.3); emails w/ A. Berro, J. Brandt re JOLCOs (0.1).	1.00	1,275.00
8/25/21	WTE	Emails w/ D. Sinclair re JOLCOs (0.1); call w/ D. Sinclair re JOLCOs (0.5); review First Day Declaration (0.1); t./c w/ A. Berro re JOLCOs (0.2); review JOLCO lease documents (0.1); emails w/ Willkie, FTI re JOLCO proposal (0.1).	1.10	1,402.50
8/25/21	WTE	Composed email to Willkie team re Reinstatement.	0.50	637.50
8/25/21	WTE	Continue composing email to Willkie team re Unsecured Notes Reinstatement.	1.10	1,402.50
<b>Sub-Total</b>			<b>13.60</b>	<b>15,061.00</b>

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### **Intercompany Claims**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/13/21	MVD	Review cash management order to determine whether company can eliminate intercompany balances without a court order.	1.40	\$	1,484.00
<b>Sub-Total</b>			<b>1.40</b>		<b>1,484.00</b>

### **Other Motions/Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
8/2/21	CAD	Correspondence w/ various counsel regarding adjournment w/ PLM 9019 motion.	0.20	\$	214.00
8/2/21	CAD	Telephone conference w/ internal working group, T. Graulich (Davis Polk), C. Hansen (White & Case) regarding Debtors' pending motion to acquire MAX aircraft, issues, and request for adjournment.	0.40		428.00
8/4/21	MVD	Draft objection to Debtors' 737MAX motion.	2.40		2,544.00
8/16/21	CAD	Correspondence w/ M. Masaro (Davis Polk), internal working group regarding draft 9019 motion regarding settlement of Newrest adversary proceeding (.1) and review/analyze same (.3).	0.40		428.00
8/16/21	DMS	Review CEBURES standstill documentation (.1) and corr with M. Dunn re same (.1).	0.20		234.00
8/16/21	MVD	Review Debtors' Cebures motion.	0.40		424.00
8/17/21	CAD	Review/analyze as filed Debtors' motion to approve settlement between Debtors and Newrest.	0.20		214.00
8/17/21	MVD	Review Debtors' Newrest 9019 motion.	0.50		530.00
<b>Sub-Total</b>			<b>4.70</b>		<b>5,016.00</b>

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## Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
8/1/21	CAD	Review and revise current drafts of mediation statement regarding exit financing process (3x) (7.2); various correspondence w/ internal working group regarding same and comments (.6); correspondence w/ internal group, FTI regarding same (.3); discussions w/ M. Dunn regarding same and additional comments/revisions (.3); telephone conference w/ internal working group, FTI regarding strategy for and comments to mediation statement (.5); telephone conference w/ internal working group, Gibson Dunn regarding mediation statements and draft mediation order (.3); correspondence w/ internal working group, D. Botter (Akin) regarding draft mediation order (.2); subsequent correspondence w/ internal working group regarding comments to draft mediation order (.3) and review/analyze same (.2); correspondence w/ internal working group, FTI regarding exhibits to mediation statement (.2).	10.10	\$ 10,807.00
8/1/21	T G	Review and revise draft mediation statement (1.7); call w/ FTI re same (.6); call w/ Gibson re same (.4); follow-up discussion w/ B Miller (.2); review FTI materials for mediation (.8).	3.70	4,995.00
8/1/21	B M	Review and comment on the UCC mediation statement, the FTI exhibits to the statement, and the mediation order.	4.60	6,900.00
8/1/21	DMS	Mediation statement review/revisions and corr with WFG team re same.	1.20	1,404.00
8/1/21	JCD	Review draft mediation statement (.8); correspondence with team re: same (.6).	1.40	2,520.00
8/1/21	J B	Call with Willkie and FTI teams re: mediation statement draft updates.	0.50	307.50
8/1/21	K M	Conference Call with Willkie and FTI teams to discuss draft mediation statement.	0.50	585.00
8/1/21	MVD	Review draft mediation order (.2); phone call with Willkie and FTI teams re mediation	4.40	4,664.00

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		statement (.6); revise/supplement mediation statement (3.6).		
8/2/21	DMS	Review mediation statement and related correspondence with Willkie/FTI teams.	0.60	702.00
8/2/21	CAD	Various correspondence w/ internal working group, respective counsel for mediation parties regarding comments to and finalizing of draft mediation order (regarding exit financing process) (.9) and review/analyze same (.4); correspondence w/ D. Botter (Akin), internal working group regarding issues w/ draft mediation order (.3); review and revise current draft of mediation statement regarding exit financing process (2x) (3.7) and various correspondence w/ M. Dunn, rest of internal working group, and FTI regarding comments and final changes (1.8); discuss same and final changes to mediation statement w/ R. Faldetta (FTI) and M. Dunn (.2); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding mediation statement (.1); correspondence w/ R. Faldetta (FTI) regarding exhibit for mediation statement (.1); correspondence w/ M. Masaro (Davis Polk), internal group regarding mediation statement submission instructions (.1); correspondence w/ internal working group, FTI regarding finalizing exhibits for mediation statement (.9); telephone conference w/ T. Graulich/S. Piraino (Davis Polk), internal working group regarding tomorrow's mediation sessions, issues, and planning/logistics (.6).	9.10	9,737.00
8/2/21	T G	Review and revise various drafts of mediation statement (2.2); correspondence w/ team re same (.4); review and analyze FTI additional materials and exhibits for mediation statement (.9); correspondence w/ FTI re mediation statement and exhibits (.5); review and revise mediation order (.8); correspondence w/ Akin and DPW re same (.4); call w/ DPW re mediation (.4); correspondence w/ DPW re mediation logistics (.3).	5.90	7,965.00
8/2/21	B M	Finalizing the Mediation Statement and the FTI materials for the mediator (3.8); correspond	5.60	8,400.00

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		with the mediation parties regarding scheduling and next steps (.6); call with the Debtors regarding the mediation process (.7); memorandum regarding the mediation process (.5).		
8/2/21	JCD	Correspondence w/ team re: mediation (.7); correspondence re: amended protective order and revisions to same (.7).	1.40	2,520.00
8/2/21	J B	Review and compile submission version of Mediate Statement (3.2); compile redacted Mediation Statement for circulation to Committee (.6).	3.80	2,337.00
8/2/21	MVD	Review updated time line prepared by FTI to be included as exhibit to mediation statement (.3); review various letters provided by Debtors to include information from same in mediation statement (.4); review draft mediation order (.4); phone call with N. Cohen (FTI) re mediation statement (.3); revise/supplement mediation statement (3.3); correspondence with R. Faldetta (FTI) re mediation statement (.2); phone call with C. Damast re mediation statement (.4); review materials regarding Delta prepared by FTI for inclusion with mediation statement (.3).	5.60	5,936.00
8/3/21	CAD	Correspondence w/ respective counsel for mediation parties regarding current draft of mediation order (regarding exit financing process) (.3) and review/analyze same (2x) (.3); correspondence w/ D. Botter (Akin), internal working group regarding today's mediation and status (.2); follow up telephone conference w/ internal working group, Akin regarding same (.5); correspondence w/ S. Piraino (Davis Polk), internal working group regarding today's mediation sessions and logistics (.2); participate in mediation session w/ all mediation parties and Judge Lane (.8); participate in mediation session w/ internal working group and Judge Lane only (1.5); correspondence w/ internal working group, J. Kirchgraber (FTI) regarding slides for today's mediation session w/ Judge Lane (.3) and review/analyze same (.2).	4.30	4,601.00

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8/3/21	M S	Debrief Call from mediation session with Judge Lane.	0.40	184.00
8/3/21	B M	Mediation preparation with FTI and the UCC representative (4.2); opening mediation session with Judge Lane (.8); UCC mediation session with Judge Lane (1.5); correspond with the mediation parties regarding upcoming mediation sessions (.7).	7.20	10,800.00
8/3/21	T G	Mediation sessions (x2) w/ Judge (2.3); follow-up discussions (x2) w/ FTI re same (1.3); review and analyze additional mediation materials from FTI (.4); correspondence w/ FTI and team re same and key mediation issues (.6); review and analyze updated drafts of mediation order (.4); correspondence w/ S Piraino and team re mediation scheduling (.3).	5.30	7,155.00
8/3/21	JCD	Participate in mediation update calls.	0.80	1,440.00
8/3/21	DMS	Discuss mediation session with Willkie team.	0.50	585.00
8/3/21	MVD	Attend mediation session (UCC only) (1.5); phone call with Willkie and FTI teams re mediation session (.4); review materials prepared by FTI re company performance and exit financing proposals to be presented to mediator (.3); attend mediation session w/ all parties (.8).	3.00	3,180.00
8/3/21	DMS	Attend mediation session w/ all parties (.7); attend mediation session w/ UCC only (1.5).	2.20	2,574.00
8/3/21	J B	Attend mediation session with the Hon. S. Lane, Debtors, the Committee, and other mediation parties and respective counsel (.8); attend mediation session with the Hon. S. Lane, Willkie team, FTI team, and Committee representative (1.5); call with FTI and Willkie teams re: first mediation session follow up and debrief (.7).	3.00	1,845.00
8/4/21	B M	Discussions with the mediation parties regarding upcoming sessions and issues regarding the Final Valuation Materials.	2.60	3,900.00
8/4/21	CAD	Telephone conference w/ internal working group, Akin regarding debrief of yesterday's mediation sessions regarding exit financing	1.80	1,926.00

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		process and next steps (.5); correspondence w/ Judge Lane, internal working group, FTI regarding request for mediation session tomorrow (.5); telephone conference w/ internal working group, FTI regarding discussions w/ Rothschild and strategy for tomorrow's mediation session (.8).		
8/4/21	T G	Call w/ Gibson re mediation status (.3); call w/ Akin re same (.5); correspondence w/ FTI re mediation update (.4) and call w/ FTI re same (.7); review documents re exit financing process for mediator (.3) and correspondence w/ Butterfield and Delgado re same (.2).	2.60	3,510.00
8/5/21	DMS	Call with mediator and UCC professionals.	0.40	468.00
8/5/21	CAD	Participate in committee professionals only mediation session (regarding exit financing process) w/ Judge Lane, internal working group, FTI (.2); follow up debrief session w/ internal working group, FTI (.3); correspondence w/ internal working group, R. Cooper (Cleary) regarding meeting w/ Apollo's and committee's professionals in furtherance of mediation (.3); telephone conference w/ internal working group, FTI, Apollo's professionals regarding Apollo proposal, business plan issues, and proposed next steps (1.3); correspondence w/ B. Miller regarding discussion w/ Delta's counsel (.1) and D. Aronson (Evercore) (.1) regarding mediation and next steps; correspondence w/ B. Miller regarding mediation update and request for discussion w/ Apollo's professionals (.1); correspondence w/ S. Piraino (Davis Polk) regarding status of mediation order and sharing of exit financing proposals (.1); correspondence w/ B. Miller, committee members regarding mediation update and committee professionals' call w/ Apollo's professionals (.1).	2.60	2,782.00
8/5/21	T G	Call w/ Mediator re meeting request (.5); call w/ Akin re mediation status (.4); call w/ Apollo re same (1.3); correspondence w/ FTI re Apollo meetings/next steps (.4); correspondence w/	2.90	3,915.00

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8/5/21	B M	Cleary and team re information sharing (.3). Mediation sessions with Judge Lane (.3) and Apollo (1.3); discussions with the Debtors, Delta and Ad Hoc Groups regarding mediation sessions (1.2); report to the UCC regarding mediation progress (.4).	3.20	4,800.00
8/5/21	MVD	Consideration of issues related to Delta's mediation position.	0.30	318.00
8/5/21	JCD	Review update on mediation.	0.30	540.00
8/5/21	J B	Call with Committee professionals and Apollo re: business plan and valuation discussions and related mediation topics.	1.00	615.00
8/5/21	MVD	Phone call with Willkie and FTI teams re mediation (.3); review FTI's presentation re company's performance update to be presented to mediator (.2); mediation session w/ Judge Lane (.3).	0.80	848.00
8/6/21	CAD	Correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding mediation update (regarding exit financing process) and Mexican shareholders issues/Mexican law implications (.1) and review/analyze same (.1); various correspondence w/ T. Kessler/J. Massey (Cleary), internal working group regarding sharing of respective Apollo and committee (FTI) issues regarding Debtors' business plan (.7); correspondence w/ internal working group regarding business plan letters to be shared w/ Apollo (.2); correspondence w/ S. Star (FTI) regarding presentation for mediator regarding Debtors' outperformance in July and expected for August (.1) and review/analyze same (.1); review/analyze Apollo May 24, 2021 letter to Debtors regarding issues w/ business plan (.2); review/analyze signed mediation order (.1); correspondence w/ M. Dunn, committee members regarding same (.1).	1.70	1,819.00
8/6/21	T G	Correspondence w/ Akin and team re mediation update.	0.40	540.00
8/6/21	MVD	Review mediation order.	0.20	212.00
8/8/21	CAD	Correspondence w/ Gibson Dunn, internal	0.80	856.00

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		working group regarding information sharing issues and possible sharing of additional documents regarding mediation concerning Debtors' exit financing process.		
8/9/21	CAD	Various correspondence w/ internal working group, FTI, Apollo's professionals regarding business plan/information sharing requests by Apollo (.9); correspondence w/ D. Aronson (Evercore), M. Bilbao (FTI), internal working group regarding valuation issues and request for meeting (.4); correspondence w/ S. Star (FTI), internal working group regarding additional materials for mediator (.3).	1.60	1,712.00
8/9/21	T G	Call w/ Quinn Emanuel re Mexican shareholder position (.8); follow-up correspondence w/ FTI re same (.3); correspondence w/ Akin and Gibson re mediation status (.4).	1.50	2,025.00
8/9/21	B M	Mediation discussions with the ad hoc groups, the Debtors and the Mexican Shareholders counsel (2.4); memorandum regarding the mediation progress (.4).	2.80	4,200.00
8/10/21	CAD	Correspondence w/ internal working group, Gibson Dunn regarding mediation and exit financing process and status (.3); telephone conference w/ internal working group, Gibson Dunn regarding same (.5); correspondence w/ B. Miller, Judge Lane requesting additional mediation session (.1).	0.90	963.00
8/10/21	B M	Mediation discussions with the Debtors and the ad hoc groups regarding plan issues (2.4); correspond with Apollo regarding plan issues (.4); memorandum regarding mediation issues (.5).	3.30	4,950.00
8/11/21	DMS	Call with Willkie team and mediator.	0.50	585.00
8/11/21	CAD	Correspondence w/ internal working group regarding today's committee-only mediation session w/ Judge Lane (.3); correspondence w/ internal working group, FTI regarding materials for same (.5); participate in committee-only mediation session (.5).	1.30	1,391.00
8/11/21	T G	Review FTI materials for mediator (.3); call w/ mediator re mediation status (.5);	1.20	1,620.00

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8/11/21	B M	correspondence w/ FTI re same (.4). Mediation sessions with the mediator and various parties (1.3); review materials regarding the various plan proposals (2.6); correspond with the Debtors regarding mediation/plan issues (.4).	4.30	6,450.00
8/11/21	MVD	Attend UCC-only mediation session.	0.50	530.00
8/11/21	J B	Call with Judge Lane and Willkie team re: mediation check-in and updates.	0.50	307.50
8/12/21	CAD	Correspondence w/ internal working group, S. Star regarding Mexican shareholders' and Delta's sessions w/ Judge Lane.	0.20	214.00
8/12/21	T G	Review Apollo mediation materials (.5); correspondence w/ FTI (.4) and Cleary (.2) re same; call w/ Akin/Ducera re mediation status (.5).	1.60	2,160.00
8/12/21	B M	Mediation discussions with the various parties (1.3); review the analysis of the various financing proposals (1.4); discussions with FTI regarding the various plan financing proposals (.8); memorandum regarding plan financing issues (.4).	3.90	5,850.00
8/16/21	CAD	Correspondence w/ J. Brody (Gibson Dunn), T. Goren regarding mediation status/update (.2); telephone conference w/ internal working group, Gibson Dunn regarding same and next steps (.5); correspondence w/ S. Star (FTI), internal working group regarding letter from Mexican shareholders (.1).	0.80	856.00
8/16/21	T G	Call w/ Gibson re mediation status (.4); follow-up call w/ J Brody re same (.3); call w/ Debtors' professionals re same (1.1); follow-up call w/ FTI re same (.4); review Apollo mediation materials (.5); mediation call w/ Apollo (.8); follow-up call w/ team and FTI re same (.4); correspondence w/ Akin re Plan status (.3)	4.10	5,535.00
8/16/21	B M	Mediation sessions with the Debtors, the ad hoc groups and Apollo discussing the plan financing proposals (2.1); review and comment on Apollo and FTI materials regarding the financing proposals (1.6); memorandum regarding mediation progress (.6).	4.30	6,450.00

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8/17/21	CAD	Correspondence w/ B. Miller, committee members (2x) regarding mediation (exit financing) update/status and possible next steps/tonight's all hand mediation session (.3); participate in all hands mediation session w/ Judge Lane and all affected parties (.5).	0.80	856.00
8/17/21	T G	Calls w/ Akin (.6) and Gibson (.4) re mediation status/proposal; follow-up calls w/ D. Botter (.1) and J. Brody (.2) re same; correspondence w/ Akin and Gibson re same (.3); global mediation session with all parties (.5); correspondence/calls w/ B Miller re same (.4); review FTI mediation materials (.6) and call/correspondence w/ M Bilbao re same (.3).	3.40	4,590.00
8/17/21	B M	Discussions with the mediation parties regarding the financing proposals, the Final Valuation Materials, and possible extension of deadlines (2.7); all hands mediation session (.5); memorandum regarding mediation status (.4).	3.60	5,400.00
8/17/21	MVD	Attend mediation session (in part).	0.20	212.00
8/17/21	J B	Call with Judge Lane and all mediation parties (in part).	0.30	184.50
8/18/21	T G	Review Debtors' valuation materials (.6); correspondence w/ FTI re same (.3); review and analyze joint ad hoc groups bid term sheet (.7); calls/correspondence w/ Akin (.4) and Gibson (.5) re same; review and revise letter to Debtors re joint bid (.6); correspondence w/ team re same (.3).	3.40	4,590.00
8/18/21	B M	Mediation discussions with the Debtors and the ad hoc groups regarding their financing proposals (2.4); review the Apollo proposal and the DIP Order (1.1); correspond with the mediator regarding next steps (.3).	3.80	5,700.00
8/19/21	T G	Call w/ Akin re bid status (.3); calls w/ J Brody (x2) re same (.6); correspondence w/ Akin/Gibson re same (.4); call w/ FTI re analysis of bid/valuation materials (.9); review and revise FTI materials re same (.6) and correspondence w/ FTI re same (.3); review and revise letter to Debtors re bid status/valuation	3.80	5,130.00

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8/19/21	B M	(.7). Mediation discussions with the various mediation parties regarding the exit financing proposals and Final DIP Order procedures (3.5); correspond with the UCC regarding mediation status (.4); memorandum regarding mediation issues (.4).	4.30	6,450.00
8/20/21	DMS	Call with mediator, FTI team, and Willkie team regarding next steps.	0.90	1,053.00
8/20/21	DMS	Call with committee re mediation status.	0.60	702.00
8/20/21	CAD	Participate in mediation session w/ internal working group, FTI, and Judge Lane (regarding status of bids and view of Debtors' valuation).	0.90	963.00
8/20/21	T G	Call w/ Judge Lane re mediation status (.9); review joint creditor term sheet (1.2); correspondence w/ FTI/team (.6) and Gibson/Akin (.3) re same; review and revise letter to Debtors re joint proposal (.4); calls w/ B Miller (.3) and M Bilbao (.2) re bid status.	3.90	5,265.00
8/20/21	B M	Mediation discussions with the various mediation parties regarding the exit financing proposals and Final DIP Order procedures (2.9); memorandum regarding mediation issues (.7).	3.60	5,400.00
8/20/21	MVD	Mediation session.	0.90	954.00
8/20/21	J B	Call with Judge Lane, Willkie team, and FTI team re: mediation updates (in part).	0.80	492.00
8/21/21	T G	Call w/ Akin/Gibson re joint proposal (.8); follow-up call w/ FTI re same (.5); call w/ M Williams re PLM (.2); follow-up calls/correspondence w/ M Bilbao re joint proposal issues (.4); correspondence w/ DPW re update call (.2).	2.10	2,835.00
8/22/21	T G	Call w/ DPW re joint proposal/valuation materials (.7); call/correspondence w/ J Brody (.3), B Miller (.2) and M Bilbao (.2) re same (.3); correspondence w/ FTI re same (.4); review and revise updated letter to Board (.4); correspondence w/ Gibson/Akin re valuation materials deadline (.3).	2.80	3,780.00
8/23/21	T G	Call w/ M Brod re mediation status.	0.20	270.00

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8/23/21	B M	Discussions with the mediation parties regarding the Final Valuation Materials and next steps for the exit financing process (3.2); memorandum regarding the Final Valuation Materials (.4).	3.60	5,400.00
8/24/21	T G	Calls w/ M. Brod (.2), J. Brody (.3) and D. Botter (.2) re joint proposal status; call w/ M Bilbao (.2) re same; follow-up discussions w/ B Miller re same (.4); review Debtors' mark-up of joint proposal (1.1); review joint response to Debtors' issues (.3).	2.70	3,645.00
8/24/21	B M	Discussions with the mediation parties regarding the Final Valuation Materials and the various exit financing proposals (4.2); correspond with the mediator regarding the UCC concerns (.3); memorandum regarding open valuation issues (.6).	5.10	7,650.00
8/25/21	CAD	Correspondence w/ B. Miller, Judge Lane regarding status of exit financing status and concerns/request for mediation session (.2); correspondence w/ internal working group, FTI, Santamarina & Steta regarding same (.1).	0.30	321.00
8/25/21	T G	Correspondence w/ DPW, Gibson and Akin re status of joint proposal, final valuation materials (.6); calls w/ B Miller re same (.3); call w/ J Brody re same (.2).	1.10	1,485.00
8/25/21	B M	Discussions with the mediation parties regarding the Final Valuation Materials and the various exit financing proposals (3.8); correspond with the UCC regarding the status of the Final Valuation Materials (.6); memorandum regarding open valuation issues and options for the Debtors (.8).	5.20	7,800.00
8/26/21	CAD	Participate in all hands mediation session w/ Judge Lane regarding exit financing process and status, recent developments, and next steps (1.0); debrief call w/ internal working group, FTI, Santamarina & Steta regarding same (.6); correspondence w/ B. Miller, committee members regarding same and status (.1); correspondence w/ J. Rubin (Akin), other mediation parties regarding copies of all relevant Delta agreements (.1).	1.80	1,926.00

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8/26/21	T G	Mediation call w/ all parties (1.0); follow-up discussion w/ FTI and team re same (.7); correspondence w/ J Brody re same (.1); call w/ Akin/Ducera re same (.6).	2.40	3,240.00
8/26/21	B M	Discussions with the mediation parties regarding the Final Valuation Materials and next steps for the exit financing process (3.8); all hands mediation call (1.0); correspond with the UCC regarding the mediation process (.4).	5.20	7,800.00
8/26/21	DMS	Follow up call with Willkie and FTI teams re mediation next steps (.7); all hands mediation session with Judge Lane (1.0).	1.70	1,989.00
8/26/21	MVD	Attend mediation session (1.0); follow up phone call with Willkie and FTI teams re mediation session (.8).	1.80	1,908.00
8/27/21	B M	Discussions with the mediation parties regarding the Delta materials and next steps (3.9); correspond with the UCC regarding the mediation process (.3).	4.20	6,300.00
8/28/21	B M	Discussions with the Ad Hoc Groups regarding the Delta Analysis (1.3); discussions with FTI regarding the Delta Analysis (1.1); review discovery materials (.8); mediation update memorandum (.4).	3.60	5,400.00
8/30/21	B M	Call with the Debtors and the Ad Hoc Groups regarding the Delta Analysis (1.6); calls w/ FTI and the Ad Hoc Group advisors regarding the Delta Analysis and discovery requests (2.6); correspond to the UCC regarding mediation status (.4).	4.60	6,900.00
8/30/21	T G	Call w/ Debtors and creditor reps re Delta analysis (1.6); correspondence w/ Gibson, Akin and Milbank re same and next steps (.7); call w/ M Williams re same (.3).	2.60	3,510.00
8/30/21	MVD	Draft letter to mediator regarding exit financing process and committee's investigation into same.	1.80	1,908.00
8/31/21	B M	Continued mediation discussions between the parties regarding the ongoing exit financing process.	2.80	4,200.00
<b>Sub-Total</b>			<b>230.80</b>	<b>301,199.50</b>

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	43.60	\$	1,800.00	\$	78,480.00
EGUCHI, WESTON T.	6.10		1,275.00		7,777.50
GOREN, TODD	145.10		1,350.00		195,885.00
KORN, JEFFREY B.	18.10		1,550.00		28,055.00
MILLER, BRETT	174.90		1,500.00		262,350.00
CHERNUCHIN, CINDY J.	0.20		1,225.00		245.00
DAMAST, CRAIG A.	171.00		1,070.00		182,970.00
BENITEZ, NATALIA	94.90		775.00		73,547.50
BENJUMEA GUITIERREZ, PABLO	1.40		775.00		1,085.00
BERKOWITCH, ALLISON	21.80		930.00		20,274.00
BERRO, AGUSTINA G.	3.50		1,170.00		4,095.00
BRANDT, JOSEPH	105.20		615.00		64,698.00
BURBAGE, JAMES H.	55.80		1,115.00		62,217.00
CHANG, HYE-KYUNG	2.30		545.00		1,253.50
DUNN, MATTHEW V.	157.00		1,060.00		166,420.00
MATHEWS, KYLE	79.40		1,170.00		92,898.00
SINCLAIR, DEBRA M.	147.60		1,170.00		172,692.00
ST. JULIEN, MICHELE	16.90		460.00		7,774.00
AMBEAULT, ALISON	13.30		460.00		6,118.00
ARRIOLA, CHRISTIAN	3.00		325.00		975.00
HALLORAN, ASHLEY	4.30		280.00		1,204.00
WATSON, JOYANNE M.	3.50		390.00		1,365.00
STAMOULIS, ELENA M.	0.50		265.00		132.50

**Professional Fees** \$ 1,432,511.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Postage/Messenger/Overnight Delivery	\$ 197.41
Teleconferencing	179.77
Outside Reproduction	935.38
Air Freight	15.09
Data Acquisition	2,939.70
Outside Consultants	813.20
Transcript Costs	10,781.75

**Disbursements and Other Charges** 15,862.30

**Total this Invoice** \$ 1,448,373.30

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

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

### OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO AEROMEXICO

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22115353  
Client/Matter No. 128273.00001  
September 30, 2021

#### Remit To:

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

### FOR PROFESSIONAL SERVICES RENDERED through August 31, 2021

Assumption and Rejection of Leases and Contracts	\$	211,593.00
Budgeting (Case)	\$	1,422.00
Business Operations	\$	25,344.50
Case Administration	\$	91,589.00
Claims Administration and Objections	\$	3,111.50
Corporate Governance and Board Matters	\$	106.00
Employment and Fee Applications	\$	21,182.00

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE  
CITIBANK, N.A.  
ABA NUMBER: 021000089  
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP  
ACCOUNT NUMBER: 09257961  
INTERNATIONAL SWIFT NUMBER: CITIUS33  
REFERENCE: 128273.00001

Please see our Privacy Policy at [willkie.com](http://willkie.com) for important information regarding the Firm's collection and processing of personal data.

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

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

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## REMITTANCE ADVICE

Financing and Cash Collateral	\$	34,138.50
Other Litigation	\$	20,190.50
Meetings and Communications with Creditors	\$	61,843.50
Plan and Disclosure Statement	\$	300,290.50
Reporting	\$	426.00
Discovery	\$	336,905.50
Hearings	\$	1,608.00
Lien Investigation	\$	15,061.00
Intercompany Claims	\$	1,484.00
Other Motions/Applications	\$	5,016.00
Mediation	\$	301,199.50
Disbursements and Other Charges		<u>15,862.30</u>
<b>Total this Invoice</b>	<b>\$</b>	<b><u><u>1,448,373.30</u></u></b>

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