

Objection Deadline: November 2, 2021

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

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

**COMBINED NINTH AND TENTH FEE STATEMENT OF ROTHSCHILD &
CO US INC. AND ROTHSCHILD & CO MEXICO S.A. DE C.V. FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS INVESTMENT
BANKERS FOR THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JULY 1, 2021 THROUGH AUGUST 31, 2021**

Name of Applicant:	Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. de C.V. (collectively, “Rothschild & Co”)	
Applicant’s Role in Case:	Investment bankers for the debtors and debtors in possession	
Date Order of Employment Signed:	Order entered on January 21, 2021 retaining Rothschild & Co, <i>nunc pro tunc</i> to June 30, 2020	
Time period covered by this statement:	Beginning of Period	End of Period
	July 1, 2021	August 31, 2021
Summary of Total Fees and Expenses Requested:		
Total fees requested in this statement:	\$400,000.00 (80% of \$500,000.00)	
Total expenses requested in this statement:	\$13,844.48	
Total fees and expenses requested in this statement:	\$413,844.48	
This is a(n): <u> X </u> Monthly Application ___ Interim Application ___ Final Application		

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

1. This statement (the “**Fee Statement**”) is the combined ninth and tenth statement of Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. de C.V. (collectively, “**Rothschild & Co**”), investment banker to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed pursuant to sections 327, 328, 330 and 331 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 Bankruptcy Local Rules for the Southern District of New York (the “**Local Rules**”), the *Order Approving Debtors’ Application to Employ and Retain Rothschild & Co. US Inc. and Rothschild & Co Mexico S.A. De C.V. as Investment Bankers to the Debtors Effective Nunc Pro Tunc to the Petition Date* [Docket No. 828], 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* [Docket No. 360] (the “**Interim Compensation Order**”). Rothschild & Co requests: (a) payment of compensation in the amount of \$400,000.00 (80% of \$500,000.00 of fees on account of reasonable and necessary professional services rendered to the Debtors by Rothschild & Co for July and August 2021); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$13,844.48 incurred by Rothschild & Co during the period July 1, 2021 through and including August 31, 2021 (the “**Fee Period**”).

2. Further, **Exhibit A**: (a) identifies the individuals that rendered services in each subject matter; (b) describes each activity or service that each individual performed; (c) states the number of hours (in increments of one-half of an hour) spent by each individual providing the services; and (d) provides a summary of expenses by type, as well as a detailed itemization and description of actual and necessary costs and expenses incurred by Rothschild & Co during the Fee Period.

3. Further, the tables below display a summary of hours spent by each professional and expenses incurred on each project matter during the Fee Period.

Summary of Hours of Service by Rothschild & Co During the Fee Period

Professional	Position	Total hours
Homer Parkhill	Co-Head of Restructuring, North America	105.5
Daniel Nicolaievsky	Co-Head of Mexico	4.5
Victor Leclercq	Co-Head of Mexico	5.0
Rolf Arnold	Director	265.0
Michael Sutter	Vice President	218.5
Andres Marquez	Vice President	32.0
Rogelio Canales	Vice President	21.5
Syed Haq	Associate	37.0
James Lazar	Associate	39.0
Simon Shnayder	Associate	44.0
Pratyush Hiremath	Associate	55.5
Laura Preciado	Analyst	31.0
Nived Gopakumar	Analyst	172.5
Total		1,031.0

Summary of Expenses for the Fee Period

Expense Category	Amount
Travel	-
Taxis/Tolls/Parking	-
Hotel	-
Legal Fees	13,455.00
Miscellaneous	-
Meals	-
Presentation	-
Copies	-
Research/Database	-
Telephone/Communications	389.48
Courier Services	-
Total	\$13,844.48

4. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Fee Statement due to delays caused by accounting and processing. Rothschild & Co reserves the right to seek allowance of such fees and expenses not included herein.

Notice and Objection Procedures

5. Rothschild & Co has provided notice of this Fee Statement to: (i) Grupo Aeroméxico, S.A.B. de C.V., Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500, Attn.: Daniel Martinez Martinez and Patricia Bobadilla, Email: dmartinezm@aeromexico.com, mbobadilla@aeromexico.com; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Stephen Piraino, Email: timothy.graulich@davispolk.com, stephen.piraino@davispolk.com; (iii) counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn.: Brett Miller and Todd Goren, Email: bmiller@willkie.com, tgoren@willkie.com; and (iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.:

Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov; and (v) Counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn.: Richard J. Cooper, Luke A. Barefoot, Thomas S. Kessler, Email: rcooper@cgsh.com, lbarefoot@cgsh.com, tkessler@cgsh.com.

6. Objections to the Fee Statement, if any, must be served upon the Notice Parties no later than **November 2, 2021** (the “**Objection Deadline**”), setting forth the nature of the objection and specific amount of fees and expenses at issue.

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7. WHEREFORE, pursuant to the Interim Compensation Order, Rothschild & Co requests: (a) payment of compensation in the amount of \$400,00.00 (80% of \$500,000.00 of fees on account of reasonable and necessary professional services rendered to the Debtors by Rothschild & Co for July and August); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$13,844.48.

Dated: October 18, 2021

/s/ Homer Parkhill

Homer Parkhill
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Investment Banker to the Debtors and Debtors in Possession