

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

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In re:	Chapter 11
Grupo Aeroméxico, S.A. de C.V., et al.	Case No. 20-11563 SCC
Debtor.	

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In re:	Chapter 11
Aerovías México, S.A. de C.V.,	Case No. 20-11561 SCC
Debtor.	

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In re:	Chapter 11
Aerolitoral, S.A. de C.V.,	Case No. 20-11561 SCC
Debtor.	

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In re:	Chapter 11
Aerovías Empresa de Cargo, S.A. de C.V.,	Case No. 20-11561 SCC
Debtor.	

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**MOTION OF PETER J. BEHMKE AND JONATHAN C. CROSS TO WITHDRAW AS
ATTORNEYS OF RECORD PURSUANT TO LOCAL BANKRUPTCY RULE 2090-1(e)**

This motion (the “Motion”) seeks, pursuant to Rule 2090-1(e) of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), an order withdrawing Peter J. Behmke, Esq. (“Behmke”) and Jonathan C. Cross, Esq. (“Cross”) of the law firm Herbert Smith Freehills New York

LLP as attorneys of record for Development Bank of Japan Inc., KFW IPEX-Bank GmbH, and the Chugoku Bank, Ltd. (the “Lenders”), and states as follows:

1. The Lenders have transferred their interests to a third party in that certain Loan Facility Agreement, dated November 27, 2017 (along with all exhibits, annexes, and schedules thereto, and as amended restated, supplemented or otherwise modified and in effect, the “Loan Agreement”) by and among Caracara Ltd. and Lobelia Leasing, Inc., as borrower, Caracara Ltd. as representative borrower, Natixis, New York Branch, as security agent, and original facility agent, the lenders party thereto, and Natixis, as swap counterparty.

2. The Lenders therefore no longer have an interest in the above-captioned proceedings and the work of Mssrs. Behmke and Cross on the matter on behalf of the Lenders is concluded.

3. Messrs. Behmke and Cross will continue to serve as counsel of record for NTT TC Leasing Co., Ltd., which has not transferred its interest under the Loan Agreement.

4. Based on the foregoing, good cause exists to permit Mssrs. Behmke and Cross to withdraw as attorneys of record for the Lenders under Local Rule 2090-1(e).

WHEREFORE, it is respectfully requested that the Court enter an order in the form attached hereto as Exhibit A.

Dated: October 20, 2021
New York, New York

Respectfully submitted,

By: /s/ Peter J. Behmke
Peter J. Behmke
Jonathan C. Cross
HERBERT SMITH FREEHILLS
NEW YORK LLP
450 Lexington Avenue
New York, NY 10017
tel. (917) 542-7600
Peter.Behmke@hsf.com
Jonathan.Cross@hsf.com

*Attorneys for Development Bank of
Japan Inc., KFW IPEX-Bank GmbH,
the Chugoku Bank, Ltd., and NTT TC
Leasing Co., Ltd.*