Objection Deadline: November 15, 2021

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Co-Counsel to the Debtors and Debtors in Possession

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)**

FOURTEENTH MONTHLY FEE STATEMENT OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM SEPTEMBER 1, 2021 THROUGH SEPTEMBER 30, 2021

Name of Applicant	Morris, Nichols, Arsht & Tunnel LLP
Applicant's Role in Case	Co-Counsel to Grupo Aeroméxico, S.A.B. de C.V., *et al.*,
Date Order of Employment Signed	September 22, 2020 [Docket No. 444]
Period for which compensation and reimbursement is sought	September 1, 2021 through September 30, 2021

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

Summary of Total Fees and Expenses Requested	
Total compensation requested in this statement	**$311,250.40** (**80% of $389,063.00**)
Total reimbursement requested in this statement	**$0.00**
Total compensation and reimbursement requested in this statement	**$311,250.40**
This is a: _X_ Monthly Statement ___ Interim Application ___ Final Application	

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), the United States Trustee's *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expense filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the "**U.S. Trustee Guidelines**"), the *Order Approving Application of Debtors for Entry of an Order Under 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014 and 2016, and S.D.N.Y. LBR 2014-1 and 2016-1, Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Co-Counsel for the Debtors* Nunc Pro Tunc *to July 23, 2020* [Docket No. 444] (the "**Retention Order**"), and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated September 8, 2020 [Docket No. 360] (the "**Interim Compensation Order**"), Morris, Nichols, Arsht & Tunnell LLP ("**Morris Nichols**"), co-counsel for the above-captioned debtors and debtors in possession (collectively, the "**Debtors**"), submits

this *Monthly Statement of Services Rendered and Expenses Incurred for the Period from September 1, 2021 through September 30, 2021* (this "**Fee Statement**").[2] By this Fee Statement, Morris Nichols seeks (i) compensation in the amount of $311,250.40, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Morris Nichols incurred in connection with such services during the Fee Period (i.e., $389,063.00) and (ii) payment of $0.00 for the actual, necessary expenses that Morris Nichols incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a chart of the number of hours expended and fees incurred (on an aggregate basis) by Morris Nichols partners, associates, paraprofessionals and legal assistants during the Fee Period with respect to each of the project categories Morris Nichols established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Morris Nichols incurred $389,063.00 in fees during the Fee Period. Pursuant to this Fee Statement, Morris Nichols seeks reimbursement for 80% of such fees, totaling $311,250.40.

2. Attached hereto as **Exhibit B** is a chart of Morris Nichols professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each

[2] The period from September 1, 2021 through and including September 30, 2021, is referred to herein as the "**Fee Period**."

professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is $601.32.[3] The blended hourly billing rate of all paraprofessionals is $346.04.[4]

3. Attached hereto as **Exhibit C** is a chart of expenses that Morris Nichols incurred or disbursed in the amount of $0.00 in connection with providing professional services to the Debtors during the Fee Period. These expense amounts are intended to cover Morris Nichols' direct operating costs, which costs are not incorporated into Morris Nichols' hourly billing rates. Only the clients for whom the services are actually used are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would unfairly impose additional cost upon clients who do not require extensive photocopying, delivery and other services.

4. Attached hereto as **Exhibit D** are the time records of Morris Nichols for the Fee Period organized by project category with a daily time log describing the time spent by each attorney and other professional during Fee Period as well as an itemization of expenses.

Notice and Objection Procedures

5. Notice of this Fee Statement shall be served by hand or overnight delivery upon (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,

[3] The blended hourly billing rate of $601.32 for attorneys is derived by dividing the total fees for attorneys of $386,225.50 by the total hours of 642.3.

[4] The blended hourly billing rate of $346.04 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of $2,837.5 by the total hours of 8.2.

stephen.piraino@davispolk.com; (iii) counsel to the Committee, (a) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019, Attn.: Benjamin Butterfield and Juan Delgado, Email: bbutterfield@mofo.com, jdelgado@mofo.com; (b) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn.: Brett H. Miller, Todd M. Goren, Craig Damast, and Debra M. Sinclair, Email: bmiller@willkie.com, tgoren@willkie.com, cdamast@willkie.com, dsinclair@willkie.com; (iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov; 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 (collectively, the "**Notice Parties**").

6. Objections to the Fee Statement, if any, must be served upon the Notice Parties no later than **November 15, 2021** (the "**Objection Deadline**"), setting forth the nature of the objection and specific amount of fees and expenses at issue.

7. The Debtors will provide notice of this Fee Statement in accordance with the Interim Compensation Order. The Debtors submit that no other or further notice be given.

[Remainder of Page Left Blank Intentionally]

WHEREFORE, Morris Nichols, in connection with services rendered on behalf of the Debtors, respectfully requests (i) compensation in the amount of $311,250.40 which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Morris Nichols incurred in connection with such services during the Fee Period (i.e., $389,063.00) and (ii) payment of $0.00 for the actual, necessary expenses that Morris Nichols incurred in connection with such services during the Fee Period.

Dated: October 21, 2021
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Joseph C. Barsalona II
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Andrew R. Remming (admitted *pro hac vice*)
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