

Hearing Date and Time: November 16, 2021, at 11:00 a.m. (EDT)
Objection Date and Time: November 9, 2021, at 4:00 p.m. (EDT)

THE LEE GROUP PLLC
1725 I St. NW – Suite 300
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Kenneth R Lee

*Special Airline Transaction Counsel to the Debtors and
Debtors in Possession*

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

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**COVER SHEET TO THE SECOND INTERIM APPLICATION OF THE
LEE GROUP PLLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
SPECIAL AIRLINE TRANSACTION COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION FOR THE PERIOD FROM JUNE 1,
2021 THROUGH SEPTEMBER 30, 2021**

In accordance with Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, incorporating the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases* [General Order M-447], among other guidelines (the “**Local Guidelines**”), the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of*

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.

Expenses for Retained Professionals [ECF No. 360] (the “**Interim Compensation Order**”) and the *Order Authorizing the Employment and Retention of The Lee Group pllc as Special Airline Transaction Counsel for the Debtors Nunc Pro Tunc to April 15, 2021* [ECF No. 1437] (the “**Retention Order**”), The Lee Group pllc (“**The Lee Group**” or “**TLG**”), Special Airline Transaction Counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this summary (this “**Summary**”) of fees and expenses sought as actual and necessary in the fee application to which this Summary is attached (the “**Application**”) for the period of June 1, 2021 through September 30, 2021 (the “**Fee Period**”).

General Information

Name of Applicant:	The Lee Group pllc Special Airline Transaction Counsel to the Debtors and Debtors in Possession
Authorized to Provide Services to:	Grupo Aeroméxico, S.A.B. de C.V., <i>et al.</i>
Petition Date:	June 30, 2020
Retention Date:	July 19, 2021 <i>nunc pro tunc</i> to April 15, 2021
Date of Order Approving Retention:	July 19, 2021

Summary of Fees and Expenses Requested for the Compensation Period

Time Period Covered by This Application:	June 1, 2021 through September 30, 2021
Total Compensation Requested:	\$396,960.00
Total Expenses Requested:	\$0.00
Total Compensation and Expenses Requested:	\$396,960.00

Summary of Past Requests for Compensation and Prior Payments

**Compensation Sought in This Application
Already Paid Pursuant to a Compensation
Order but Not yet Allowed:**

\$229,448.00

**Expenses Sought in This Application
Already Paid Pursuant to a Compensation
Order but Not yet Allowed:**

\$0.00

**Total Compensation and Expenses
Sought in This Application Already Paid
Pursuant to a Compensation Order but
Not yet Allowed:**

\$229,448.00

Summary of Rates and Other Related Information for the Compensation Period

**Blended Rate in This Application for All
Partners, of Counsel, and Associates:**

\$500.00

**Blended Rate in This Application for All
Timekeepers:**

\$500.00

**Number of Professionals Included in
This Application:**

1

**Difference Between Fees Budgeted and
Compensation Sought for This Period:**

N/A

**Number of Professionals Billing Fewer
Than 15 Hours During This Period:**

0

Increase in Rates Since Date of Retention: N/A

This is a(n): ___ monthly x interim ___ final application

Summary of Prior Monthly Fee Statements of The Lee Group pllc

Period Covered and ECF No.	Total Fees Requested	Total Expenses Requested	Total Fees and Expenses Requested	Fees Paid	Expenses Paid	Total Balance Remaining to be Paid
6/1/21-6/30/21 ECF No. 1499	\$99,900.00	\$0.00	\$99,900.00	\$79,920.00	\$0.00	\$19,980.00
7/1/21-7/31/21 ECF No. 1663	\$97,950.00	\$0.00	\$97,950.00	\$78,360.00	\$0.00	\$19,590.00
8/1/21-8/31/21 ECF No. 1798	\$88,960.00	\$0.00	\$88,960.00	\$71,168.00	\$0.00	\$17,792.00
9/1/21-9/30/21 ECF No. 1947	\$110,150.00	\$0.00	\$110,150.00	\$0.00	\$0.00	\$110,150.00
Totals	\$396,960.00	\$0.00	\$396,960.00	\$229,448.00	\$0.00	\$167,512.00

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

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.²**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**SECOND INTERIM APPLICATION OF THE LEE GROUP PLLC FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS SPECIAL AIRLINE TRANSACTION COUNSEL
TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD
FROM JUNE 1, 2021 THROUGH SEPTEMBER 30, 2021**

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 Southern District of New York, incorporating the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases* [General Order M-447], among other guidelines (the “**Local Guidelines**”), 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**,” and together with the Local Guidelines, the “**Fee Guidelines**”), and the *Order*

² 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.

Authorizing the Employment and Retention of The Lee Group pllc as Special Airline Transaction Counsel for the Debtors Nunc Pro Tunc to April 15, 2021 [ECF No. 1437] (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*, entered September 8, 2020 [ECF No. 360] (the “**Interim Compensation Order**”), The Lee Group pllc (“**The Lee Group**”), Special Airline Transaction Counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this *Second Interim Application for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from June 1, 2021 Through September 30, 2021* (this “**Application**”).³ By this Application, The Lee Group seeks allowance of compensation for actual and necessary professional services rendered in the amount of \$396,960.00. The Lee Group does not seek the reimbursement of expenses by this Application.

JURISDICTION

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On June 30, 2020 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 13, 2020, the United States Trustee for the

³ The period from June 1, 2021 through and including September 30, 2021, is referred to herein as the “**Fee Period**.”

Southern District of New York (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**UCC**”) pursuant to section 1102 of the Bankruptcy Code [ECF No. 92]. No request has been made for the appointment of a trustee or examiner in these chapter 11 cases. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* [ECF No. 30].

4. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [ECF No. 20] filed on July 1, 2020 (the “**Sanchez Baker Declaration**”) and the Declaration of Alejandro Sainz in Support of the Debtors’ Chapter 11 Petitions and Certain of the First Day Pleadings [ECF No. 21] filed on July 1, 2020 (the “**Sainz Declaration**” and, together with the Sánchez Baker Declaration, the “**First Day Declarations**”).

5. On September 8, 2020, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

THE LEE GROUP’S RETENTION

6. On July 19, 2021, the Court entered the Retention Order authorizing the Lee Group’s retention by the Debtors. The Retention Order, attached hereto as **Exhibit B** and incorporated herein by reference, allows the Debtors to compensate and reimburse The Lee Group in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Guidelines, and the Interim Compensation Order.

7. The Retention Order also authorizes the Debtors to compensate The Lee Group at its hourly rates charged for services of this type and for the firm’s actual, necessary expenses

incurred in connection with such services rendered during the Fee Period. Among other things, it permits The Lee Group to render the following services:

- a) Assist the Debtors in the negotiation, documentation, and/or administration of agreements and other transactions (including agreements and transactions in which TLG participated previously) in connection with:
 - i. Distribution arrangements with global distribution systems, as well as with alternative distribution platforms and channels;
 - ii. Commercial arrangements with corporate customers, traditional and online travel agencies and other sales entities;
 - iii. Agreements related to the Debtors' reservation, ticketing and related systems technology;
 - iv. Operational software program agreements related to aircraft operation, flight personnel scheduling and other operational activities;
 - v. Software program agreements related to revenue management programs and group sales activities;
 - vi. Equipment purchases and services agreements for providing WiFi services onboard the Debtors' aircraft;
 - vii. Miscellaneous software license agreements supporting the Debtors' information technology department;
 - viii. Commercial and financial agreements related to the participation of the Debtors in the Club Premier loyalty program, including related cobrand credit cards issued by the Debtors' bank cobrand program sponsors;
 - ix. Bilateral and trilateral agreements with the Debtors' partner airlines for the reciprocal participation in each other's frequent flyer programs; and
 - x. Maintenance and technical agreements.
- b) Support the Debtors and their professionals in connection with the evaluation of certain contracts previously negotiated by TLG, such as distribution, loyalty, technology and related contracts for, among other things, potential assumption or rejection, and with negotiations in connection thereto; and
- c) Support the Debtors in connection with miscellaneous fleet-related matters that are not part of the overall fleet restructuring process handled by the Debtors' other professionals.

COMPENSATION PAID AND ITS SOURCES

8. All services during the Fee Period for which compensation is requested by The Lee Group were performed for or on behalf of the Debtors. Additionally, The Lee Group has not received any payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with matters covered by this Application. A certification confirming The Lee Group's compliance with the Fee Guidelines is annexed hereto as **Exhibit A**.

9. To the extent that billable time or disbursement charges for services rendered or expenses incurred relate to the Fee Period, but were not processed prior to the preparation of this Fee Application, The Lee Group reserves the right to request compensation for such services and reimbursement of such expenses in a future fee application.

10. These professional services were rendered by The Lee Group's sole member.

RELIEF REQUESTED

11. During the Fee Period, The Lee Group's professionals expended a total of 794.1 hours in connection with providing necessary services. The Lee Group has been able to efficiently provide services by utilizing the expertise of its sole member to effectively advise the Debtors regarding the various matters and areas authorized by the Court. The Lee Group, in connection with services rendered on behalf of the Debtors, respectfully requests allowance of reasonable compensation of such services rendered in the total amount of \$396,960.00 for the Fee Period. Annexed hereto as **Exhibit C** is a list of The Lee Group Professionals and paraprofessionals, the hourly rate charged for their services, the number of hours worked on this matter, and other pertinent information. **Exhibit D** annexed hereto is a list of the various categories and the total fees and total hours expended by subject matter category. The Lee Group maintains computerized,

detailed time records of services rendered by its professionals and paraprofessionals. The detailed records for this Fee Period are annexed hereto as **Exhibit E**. Finally, The Lee Group developed a staffing plan for the Debtors, identifying the professionals who worked on the case. A copy of the staffing plan is annexed hereto as **Exhibit F**.

CASE STATUS

12. On the Petition Date, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors were able to smoothly transition into chapter 11 by obtaining vital first- and second-day relief and engaging in numerous discussions and negotiations with key lenders, lessors, vendors and customers. These discussions and the relief granted have enabled the Debtors to continue to operate successfully and to preserve the value of the Debtors' enterprise while in chapter 11.

13. During the Fee Period, the Debtors continued to work diligently with key stakeholders and made significant progress toward their restructuring goals, including:

- a) obtaining authority to reject certain aircraft-related leases that were not necessary for the Debtors' continued operation or successful reorganization;
- b) negotiating finance stipulations with various lessors to Debtors' aircraft and related equipment;
- c) following up on several obligations to continue implementing and observing covenants of the Debtors' DIP Facility;
- d) completing negotiations with the Debtors' labor unions and drafting related filings and disclosures;
- e) coordinating claims analysis, and drafting related documentation and notices;
- f) assuming certain essential agreements with improved terms, including in relation to certain airport, fuel and related service providers;
- g) seeking and negotiating approvals to implement a Restructuring Plan, including several corporate actions required, as well as implementing Mexican regulatory actions to achieve the foregoing.

- h) analyzing intercompany transactions, related discussions with advisors, and drafting filings to facilitate court approval of such transactions;
- i) progressing negotiations with several of the Debtors creditors and partners in hopes of reaching resolution without the need for litigation to the benefit of all stakeholders;
- j) addressing, and continue to address, extremely in-depth issues surrounding numerous diligence requests from various parties in interest while providing an ever-increasing volume of relevant information;
- k) conducting a rigorous market search process to obtain competitive exit financing offers and negotiate binding commitments of the most favorable offer received;
- l) negotiating and filing documentation in respect of such exit financing; and
- m) preparing and filing a Disclosure Statement and Plan of Reorganization and Amended Disclosure Statement and Amended Plan of Reorganization.

As the foregoing summary demonstrates, the Debtors have accomplished a great deal during the Fee Period and continue to make progress on a number of different fronts.

SUMMARY OF SERVICES RENDERED

14. During the Fee Period, The Lee Group provided critical professional advice and other services, including with respect to complex issues involved in these chapter 11 cases. Summaries of significant services are detailed below in accordance with The Lee Group's internal system of project categories:

<u>Global Distribution System Matters</u>	Total Hours – 183.00	Total Fees - \$91,500
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Under this project category, The Lee Group assisted the Debtors with matters arising in connection with the Debtors' arrangements with their principal Global Distribution System ("GDS"). Specifically, The Lee Group:

- Participated in negotiations with the Debtors' three principal GDSs in connection with the renegotiation of current agreements in effect between the Debtors and these GDSs to obtain favorable rate adjustments and modify the billing structure to a revised structure that significantly improves and aligns these agreements with the Debtors' commercial strategy;

- Prepared term sheets for use in connection with such GDS negotiations;
- Assisted the Debtors in connection with the development of commercial and negotiating strategies with the GDSs;
- Prepared and assisted the Debtors in negotiations with GDSs regarding Amendments to current GDS documentation reflecting revised terms and conditions negotiated with each GDS; and
- Assisted the Debtors in connection with finalizing and executing certain of such Amendments.

Other Commercial Distribution
Matters

Total Hours – 77.0

Total Fees - \$38,500

Under this project category, The Lee Group assisted the Debtors with matters arising in connection with the Debtors' arrangements with its non-GDS commercial distribution arrangements. Specifically, The Lee Group:

- Finalized an Amendment between Aeromexico and its direct connection and NDC platform provider to modify the commercial and financial terms currently in effect in favor of more beneficial terms for the Debtors and coordinated the preparation of a Motion for the assumption of the Amendment with the Debtors' chapter 11 counsel.
- Assisted the Debtors in connection with negotiations and preparation of documentation with such provider to ensure a dedicated team of technical support during the implementation period of such NDC platform.
- Participated in discussions with Debtor areas involved and preparation of model documentation for use in connection with the Debtors' NDC platform connection project.

Technology and Software Matters

Total Hours – 345.3

Total Fees - \$172,650

Under this project category, The Lee Group assisted the Debtors with matters arising in connection with the Debtors' arrangements with its technology and software providers. Specifically, The Lee Group:

- Participated in negotiations between the Debtors and their revenue management software program provider in connection with the re-negotiation and renewal of an expiring agreement;
- Reviewed and negotiated documentation prepared by such provider and participated with the Debtors in the document finalization and execution process;
- Participated in extensive negotiations between the Debtors and their principal technology provider, including its Passenger Service System (“PSS”) relating to

amendments to existing agreements and documentation required for new technology products from such provider;

- Prepared term sheets, proposals and analysis documentation for use by the Debtors' senior management in connection with the development of commercial and negotiation strategy with such provider;
- Prepared and supported the Debtors in negotiations relating to Work Orders in connection with new technology products being considered by the Debtors;
- Prepared and supported the Debtors in negotiations relating to Amendments to current Master Agreements and Work Orders issued thereunder to reflect agreed-up term extensions and favorable rate adjustments therein; and
- Assisted the Debtors in connection with negotiations and preparation of documentation relating to claims under certain current technology agreements for failures to meet service levels and acceptance criteria.
- Reviewed and supported the Debtors in connection with modifications to technology agreements in effect between the Debtors and the SkyTeam alliance;
- Prepared and supported the Debtors in negotiations relating to Amendments to current Services Agreements between the Debtors and providers of WiFi on board and related services to reflect agreed-up term extensions and favorable rate adjustments therein; and

Loyalty Program Matters

Total Hours - 116.0

Total Fees - \$58,000

Under this project category, The Lee Group assisted the Debtors with matters arising in connection with the Debtors' arrangements with PLM Premier, S.A.P.I. de C.V. ("PLM"), the operator of its customer loyalty program, Club Premier and its reciprocal frequent flyer program agreements currently in effect between the Debtors and their airline partners, including airlines of the SkyTeam alliance. Specifically, The Lee Group:

- Participated in meetings and conference calls with various areas of the Debtors to develop modifications to the Club Premier database access and information exchange arrangements currently in effect between the Debtors and PLM;
- Participated in meetings with the Debtors' loyalty, IT and Customer Engagement departments to determine the information to be provided by the Debtors to PLM and information to be provided by PLM to the Debtors;
- Prepared documentation and assisted the Debtors in negotiations in connection with issuance by franchisees of the Debtors of Club Premier award tickets and ancillary products in such Franchisee's sales channels;

- Assisted the Debtors in connection with the implementation of a project involving the issuance by the Debtors of Club Premier award tickets and ancillary products in the Debtors' sales channels;
- Assisted the Debtors in connection with proposed modifications to the Corporate Club Premier loyalty program, including discussions and preparation of a related term sheet for use in negotiations with PLM;
- Prepared documentation and assisted the Debtors in negotiations in connection with various Club Premier membership promotion activities and other commercial initiatives of the Debtors in connection with their participation in the Club Premier program;
- Reviewed and coordinated the execution of amendments to certain Reciprocal Frequent Flyer Program Agreements in effect between the Debtors and certain airline partners; and
- Reviewed and supported the Debtors in connection with certain accounting matters arising under the documentation in effect between the Debtors and PLM.

Chapter 11 Case Matters

Total Hours – 72.8

Total Fees - \$36,400

Under this project category, The Lee Group assisted the Debtors and their chapter 11 counsel in connection with case administration matters arising in connection with various projects and other matters. Specifically, The Lee Group:

- Supported the Debtors and their chapter 11 counsel in connection with the proposed assumption of the agreements in effect between the Debtors and PLM. Participated in meetings and conference calls with the Debtors, their chapter 11 counsel and various stakeholders and their advisors regarding such potential assumption and various related issues;
- Provided support to the Debtors and their chapter 11 counsel in connection with the review and response to a Section 9019 motion by PLM to enforce the submission of a Stipulation relating to the Club Premier agreements;
- Supported the Debtors and their chapter 11 counsel in connection with the proposed assumption of certain executory agreements in effect between the Debtors and certain GDSs and technology providers.
- Provided support to the Debtors and their chapter 11 counsel in connection with notice to certain stakeholders of certain Club Premier membership promotion activities and distribution technology projects.
- Supported the Debtors and their chapter 11 counsel in connection with the analysis of potential claims by technology providers and loyalty program-related providers

ACTUAL AND NECESSARY EXPENSES

15. The Lee Group does not seek reimbursement of expenses by this Application.

**THE LEE GROUP'S REQUESTED COMPENSATION
AND REIMBURSEMENT SHOULD BE ALLOWED**

16. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered ... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

17. The foregoing professional services were performed by The Lee Group in an efficient manner, were necessary and appropriate to the administration of these chapter 11 cases,

and were in the best interests of the Debtors, their estates, and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. As required by the U.S. Trustee Guidelines, annexed hereto as **Exhibit G** is a chart setting forth the comparative blended rates of the professionals and paraprofessionals who rendered services with a corresponding comparison of rates for professionals and paraprofessionals not involved in these chapter 11 cases.

NOTICE

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

WHEREFORE, The Lee Group, in connection with services rendered on behalf of the Debtors, respectfully requests allowance of reasonable compensation of such services rendered in the total amount of \$396,960.00.

Dated: October 26, 2021
Washington DC

THE LEE GROUP PLLC

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