

Hearing Date: November 16, 2021 @ 11:00 a.m. (ET)  
Objection Deadline: November 15, 2021 @ 4:00 p.m. (ET)

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

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

**FOURTH INTERIM FEE APPLICATION OF ALIXPARTNERS, LLP AND  
ALIXPARTNERS INTERNATIONAL, INC., FINANCIAL ADVISOR TO THE  
CHAPTER 11 DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

<b>Name of Applicant:</b>	<b>ALIXPARTNERS, LLP AND ALIXPARTNERS INTERNATIONAL, INC.</b>	
<b>Applicant's Role in Case:</b>	<b>Financial Advisor to the Chapter 11 Debtors</b>	
<b>Date of Retention:</b>	<b>September 22, 2020 [Docket No. 452], <i>Nunc Pro Tunc</i> to June 30, 2020</b>	
<b>Time period covered by this Fourth Interim Application:</b>	<b>Beginning of Period</b>	<b>End of Period</b>
	<b>May 1, 2021</b>	<b>September 30, 2021</b>
<b>Summary of Total Fees and Expenses Requested:</b>		
<b>Total Fees requested in this Fourth Interim Application:</b>	<b>\$15,027,628.75<sup>2</sup></b>	
<b>Total Expenses requested in this Fourth Interim Application:</b>	<b>\$6,420.92</b>	

<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; 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.

<sup>2</sup> AlixPartners is voluntarily waiving professional fees in the amount of \$7,870.50 for the following timekeepers with fewer than five (5) hours billed during the Fourth Interim Period: Tony Ratcliffe, Elizabeth S. Kardos, James D. Goss, and Bogdan Avramescu. In addition, following discussions with the U.S. Trustee, AlixPartners agreed to write-off an additional amount of \$35,000.00, for a total voluntary reduction of \$42,870.50 (the "Voluntary Reduction").

<b>Total Fees and Expenses requested in this Fourth Interim Application:</b>	<b>\$15,034,049.67</b>
<b>Blended hourly rate for fees incurred during the Fourth Interim Period:</b>	<b>\$768.26</b>
<b>Summary of Prior Payments:</b>	
<b>Total allowed Fees paid to date during the Fourth Interim Period:</b>	<b>\$7,324,544.35</b>
<b>Total allowed Expenses to date during the Fourth Interim Period:</b>	<b>\$2,649.07</b>
<b>Total amount of Fees and Expenses due &amp; owing to AlixPartners during the Fourth Interim Period</b>	<b>\$7,706,856.25</b>
<b>This is a(n):   ___ Monthly Application   <u>X</u> Interim Application   ___ Final Application</b>	

**ALIXPARTNERS, LLP AND ALIXPARTNERS INTERNATIONAL, INC.**

**SUMMARY OF FEE STATEMENTS  
DURING THE FOURTH INTERIM PERIOD  
MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

Date Filed; Docket No.	Period Covered	Requested		Paid		Amount Outstanding
		Fees	Expenses	Fees	Expenses	
06/30/2021 Docket #1371	05/01/2021- 05/31/2021	\$ 2,928,251.00	\$ -	\$ 2,342,601.00	\$ -	\$ 585,650.00
08/02/2021 Docket #1500	06/01/2021- 06/30/2021	\$ 3,276,087.00	\$ 1,106.82	\$ 2,620,869.60	\$ 1,106.82	\$ 655,217.40
08/19/2021 Docket #1600	07/01/2021- 07/31/2021	\$ 2,951,342.00	\$ 1,542.25	\$ 2,361,073.75	\$ 1,542.25	\$ 590,268.25
09/29/2021 Docket #1789	08/01/2021- 08/31/2021	\$ 3,010,121.25	\$ 1,842.24			\$ 3,011,963.49
10/22/2021 Docket #	09/01/2021- 09/30/2021	\$ 2,904,698.00	\$ 1,929.61			\$ 2,906,627.61
<b>Subtotal</b>		<b>\$15,070,499.25</b>	<b>\$ 6,420.92</b>	<b>\$ 7,324,544.35</b>	<b>\$ 2,649.07</b>	<b>\$ 7,749,726.75</b>
Less Voluntary Reduction <sup>1</sup>		(42,870.50)				(42,870.50)
<b>Total</b>		<b>\$15,027,628.75</b>	<b>\$ 6,420.92</b>	<b>\$ 7,324,544.35</b>	<b>\$ 2,649.07</b>	<b>\$ 7,706,856.25</b>

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<sup>1</sup> AlixPartners is voluntarily waiving professional fees in the amount of \$7,870.50 for the following timekeepers with fewer than five (5) hours billed during the Fourth Interim Period: Tony Ratcliffe, Elizabeth S. Kardos, James D. Goss, and Bogdan Avramescu. In addition, following discussions with the U.S. Trustee, AlixPartners agreed to write-off an additional amount of \$35,000.00, for a total voluntary reduction of \$42,870.50 (the "Voluntary Reduction").

**ALIXPARTNERS, LLP AND ALIXPARTNERS INTERNATIONAL, INC.**

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL  
DURING THE FOURTH INTERIM PERIOD  
MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

<b>Professional</b>	<b>Title</b>	<b>Rate <sup>1</sup></b>	<b>Total Hours During Period</b>	<b>Total Fees During Period</b>
Lisa Donahue	Managing Director	\$1,295	421.2	\$ 545,454.00
Kurt J Beckeman	Director	\$980	132.4	129,752.00
William Kocovski	Director	\$980	697.4	683,452.00
Marc Lumpe	Director	\$980	822.4	805,952.00
Tony Perez Sales	Director	\$980	1,028.1	1,007,538.00
Randy O Watson	Director	\$980	870.8	853,384.00
Pablo J Wangermann	Director	\$935	621.7	581,289.50
Michael DeGraf	Director	\$865	885.6	766,044.00
Patrick M Hoban	Director	\$865	745.2	644,598.00
Thora B Thoroddsen	Director	\$865	886.9	767,168.50
Dennis R DeBassio	Director	\$825	576.3	475,447.50
Eric Fullmer	Director	\$825	895.7	738,952.50
Tony Ratcliffe	Director	\$825	3.9	3,217.50
Elizabeth S Kardos	Director	\$735	4.5	3,307.50
Isabel Arana de Uriarte	Senior Vice President	\$755	613.3	463,041.50
Michael Oestreich	Senior Vice President	\$755	554.2	418,421.00
Francisco D Echevarria	Senior Vice President	\$755	308.4	232,842.00
Bryan T Appel	Senior Vice President	\$710	692.5	491,675.00
Leon Caine	Senior Vice President	\$710	735.9	522,489.00
John M Katsigeorgis	Senior Vice President	\$710	337.5	239,625.00
Juan C Menendez	Senior Vice President	\$710	872.4	619,404.00
Brian C Jones	Senior Vice President	\$665	235.9	156,873.50
Hart Ku	Senior Vice President	\$665	827.2	550,088.00
Seth Merksamer	Senior Vice President	\$665	166.6	110,789.00
Robell G Wondwosen	Senior Vice President	\$665	463.3	308,094.50

*Table Continued on Next Page*

**ALIXPARTNERS, LLP AND ALIXPARTNERS INTERNATIONAL, INC.**

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL  
DURING THE FOURTH INTERIM PERIOD  
MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

<b>Professional</b>	<b>Title</b>	<b>Rate</b>	<b>Total Hours During Period</b>	<b>Total Fees During Period</b>
James D Goss	Senior Vice President	\$665	1.5	997.50
Maddy Forsyth	Senior Vice President	\$665	7.4	4,921.00
Wally Li	Senior Vice President	\$640	36.8	23,552.00
Kaitlyn A Sundt	Senior Vice President	\$530	20.3	10,759.00
Heather Saydah	Senior Vice President	\$480	5.9	2,832.00
Javier Zermeno	Vice President	\$625	777.4	485,875.00
Charles E Urwin	Vice President	\$625	773.9	483,687.50
Daniel J Law	Vice President	\$625	578.3	361,437.50
Milena Sandeen	Vice President	\$625	446.2	278,875.00
Silvio T Agostinho	Vice President	\$530	481.9	255,407.00
Evan A Plemenos	Vice President	\$530	322.7	171,031.00
Kate L Schrichte	Vice President	\$530	488.8	259,064.00
Michelle Stephey	Vice President	\$530	651.7	345,401.00
Kay Wang	Vice President	\$485	296.6	143,851.00
Jennifer A Bowes	Vice President	\$460	186.6	85,836.00
Jennifer Braverman	Vice President	\$460	41.9	19,274.00
Cindy Wan	Vice President	\$460	37.8	17,388.00
Bogdan Avramescu	Consultant	\$435	0.8	348.00
Lisa Marie Bonito	Associate	\$465	35.4	16,461.00
Fengjie Wu	Associate	\$260	25.2	6,552.00
<b>Subtotal Hours and Professional Fees</b>			<b>19,616.4</b>	<b>\$ 15,092,449.00</b>
Less 50% Travel Fees <sup>1</sup>				(21,949.75)
<b>Total Professional Fees</b>				<b>\$ 15,070,499.25</b>
Less Voluntary Reduction <sup>2</sup>				(42,870.50)
<b>Total Professional Fees</b>				<b>\$ 15,027,628.75</b>

<sup>1</sup> Travel time rates are reduced by 50%.

<sup>2</sup> AlixPartners is voluntarily waiving professional fees in the amount of \$7,870.50 for the following timekeepers with fewer than five (5) hours billed during the Fourth Interim Period: Tony Ratcliffe, Elizabeth S. Kardos, James D. Goss, and Bogdan Avramescu. In addition, following discussions with the U.S. Trustee, AlixPartners agreed to write-off an additional amount of \$35,000.00, for a total voluntary reduction of \$42,870.50 (the "Voluntary Reduction").

**ALIXPARTNERS, LLP AND ALIXPARTNERS INTERNATIONAL, INC.**

**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY  
DURING THE FOURTH INTERIM PERIOD  
MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

<b>Matter Code<sup>1</sup></b>	<b>Description</b>	<b>Total Hours During Period</b>	<b>Total Fees During Period</b>
101 / 1.1	Chapter 11 Process/Case Management	515.7	\$ 522,728.50
103 / 1.3	Communication with Interested Parties	288.1	240,250.50
104 / 1.4	U. S. Trustee / Court Reporting Requirements	279.9	219,567.50
106 / 1.5	Plan of Reorganization and Disclosure Statement	1,583.5	1,137,335.50
107 / 1.6	Financing	897.8	772,083.50
108 / 1.7	Business Operations	110.3	88,540.50
109 / 1.8	Executory Contracts	2,212.1	1,797,630.00
110 / 1.9	Attending Court Hearing	1.7	2,044.00
1.10	Retention Applications & Disclosure Reports	43.8	20,281.00
112 / 1.11	Interim & Final Fee Application	281.0	149,214.50
113 / 1.12	Network Plan	1,620.5	1,118,370.50
114 / 1.13	Fleet Plan	490.7	409,420.50
115 / 1.14	Liquidity Forecasting & Management	716.2	550,181.00
116 / 1.15	Business Plan	1,988.2	1,370,508.00
118 / 1.16	Cost Reduction Initiatives	3,535.5	3,015,724.50
119 / 1.17	Vendor Management	560.2	406,483.00
120 / 1.18	Meetings with Unsecured Creditors Committee & Advisors	149.0	132,455.00
121 / 1.19	Bankruptcy Claims Management & Resolution	3,272.7	2,288,270.00
122 / 1.20	Diligence/Reporting - Unsecured Creditors Committee/Advisors	910.5	715,051.00
123 / 1.21	Monthly Fee Statements	5.0	4,125.00
150 / 1.23	Travel Time <sup>2</sup>	43.0	21,949.75
124	Chapter 11 Discovery	111.0	88,285.50
<b>Subtotal Hours and Professional Fees by Matter Category</b>		<b>19,616.4</b>	<b>\$ 15,070,499.25</b>
Less Voluntary Reduction			\$ (42,870.50)
<b>Total Professional Fees by Matter Category</b>			<b>\$ 15,027,628.75</b>

<sup>1</sup> As of September 1, 2021, AlixPartners has integrated a new billing system, therefore, the new matter code numbers are reflected herein.

<sup>2</sup> Travel time rates are reduced by 50%.

**ALIXPARTNERS, LLP AND ALIXPARTNERS INTERNATIONAL, INC.**

**SUMMARY OF EXPENSES DURING  
THE FOURTH INTERIM PERIOD  
MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

<b>Expense Category</b>	<b>Total Expenses During Period</b>
Airfare	\$ 2,466.60
Ground Transportation	970.29
Lodging	2,271.89
Meals	592.06
Other	120.08
<b>Total</b>	<b>\$ 6,420.92</b>

Hearing Date: November 16, 2021 @ 11:00 a.m. (ET)  
Objection Deadline: November 15, 2021 @ 4:00 p.m. (ET)

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

In re:

GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**FOURTH INTERIM FEE APPLICATION OF ALIXPARTNERS, LLP AND  
ALIXPARTNERS INTERNATIONAL, INC., FINANCIAL ADVISOR TO THE  
CHAPTER 11 DEBTORS, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD MAY 1, 2021 THROUGH SEPTEMBER 30, 2021**

AlixPartners, LLP and AlixPartners International, Inc. (collectively, “AlixPartners”), as financial advisor to Grupo Aeroméxico, S.A.B. de C.V. and its affiliated debtors and debtors-in-possession in these Chapter 11 Cases (collectively, the “Debtors”), hereby submits its application (the “Application”), for (i) a fourth interim allowance of compensation for professional services rendered and for reimbursement of out-of-pocket expenses for the period May 1, 2021 through September 30, 2021 (the “Fourth Interim Period”). In support of this Application, AlixPartners respectfully states as follows:

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<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; 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.



### **Jurisdiction and Venue**

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. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for relief requested herein are Sections 330 and 331 of Title 11 of the United States Bankruptcy 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 (the “Local Rules”), the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, updated June 17, 2013* (the “Local Guidelines”) 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 20, 2020 [Docket No. 360] (the “Interim Compensation Order”).

### **Background**

4. On June 30, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

5. The Debtors are authorized to continue operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

6. No trustee or examiner has been appointed in these Chapter 11 Cases.

7. On July 13, 2020, the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors [Docket No. 92] (the “Committee”).

### **Retention of AlixPartners**

8. On July 30, 2020, the Debtors filed its *Application of Debtors for Entry of an Order Authorizing the Debtors to Employ and Retain AlixPartners, LLP as their Financial Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 222] (the “Retention Application”).

9. On September 22, 2020, the Court entered the *Order Authorizing Debtors to Employ and Retain AlixPartners, LLP and AlixPartners International, Inc. as its Financial Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 452] (the “Retention Order”).

10. On December 15, 2020, AlixPartners filed its *Supplemental Declaration of Lisa Donahue of AlixPartners, LLP* [Docket No. 727]. As set forth in AlixPartners’ engagement letter dated June 11, 2020 (the “Engagement Letter”), AlixPartners’ standard hourly rates are reviewed annually and certain professionals’ rates were adjusted as of January 1, 2021 which included reasonable, routine, across-the-board rate increases to reflect promotions and general market increases. At the end of each calendar year, AlixPartners evaluates the appropriate hourly billing rate for its professionals in each of its service offerings, when compared to market of comparable firms performing similar services.

11. The Retention Order approved the terms of AlixPartners’ fee and expense structure set forth in the Engagement Letter and authorized AlixPartners to be compensated pursuant to the terms of the Engagement Letter and procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, and any other applicable orders of this Court.

### **Relief Requested**

#### **Monthly Fee Statements During the Fourth Interim Period**

12. AlixPartners’ monthly fee statements (the “Monthly Fee Statements”) covering the Fourth Interim Period has been filed and served pursuant to the Interim Compensation Order. The

Monthly Fee Statements covered by this Application contains detailed time descriptions of the services performed by each professional, organized by discrete project and by day were included in the Monthly Fee Statements and is attached hereto as **Exhibit A**. **Exhibit A** (a) identifies the individuals that rendered services in each subject matter; (b) describes each activity or service that each individual performed; and (c) states the number of hours (in tenths of an hour) spent by each individual providing the services during the Fourth Interim Period.

13. A detailed analysis of the out-of-pocket expenses incurred during the Fourth Interim Period were included in the Monthly Fee Statements and are attached hereto as **Exhibit B**.

14. AlixPartners staffs the workstreams in these Chapter 11 Cases with professionals at various levels, as appropriate, and bills at each individuals' corresponding billing rate. The rates and hours billed are reasonable, necessary and proper.

15. AlixPartners filed five (5) Monthly Fee Statements as noted below:

Date Filed; Docket No.	Period Covered	Requested		Paid		Amount Outstanding
		Fees	Expenses	Fees	Expenses	
06/30/2021 Docket #1371	05/01/2021- 05/31/2021	\$ 2,928,251.00	\$ -	\$ 2,342,601.00	\$ -	\$ 585,650.00
08/02/2021 Docket #1500	06/01/2021- 06/30/2021	\$ 3,276,087.00	\$ 1,106.82	\$ 2,620,869.60	\$ 1,106.82	\$ 655,217.40
08/19/2021 Docket #1600	07/01/2021- 07/31/2021	\$ 2,951,342.00	\$ 1,542.25	\$ 2,361,073.75	\$ 1,542.25	\$ 590,268.25
09/29/2021 Docket #1789	08/01/2021- 08/31/2021	\$ 3,010,121.25	\$ 1,842.24			\$ 3,011,963.49
10/22/2021 Docket #	09/01/2021- 09/30/2021	\$ 2,904,698.00	\$ 1,929.61			\$ 2,906,627.61
<b>Subtotal</b>		<b>\$15,070,499.25</b>	<b>\$ 6,420.92</b>	<b>\$ 7,324,544.35</b>	<b>\$ 2,649.07</b>	<b>\$ 7,749,726.75</b>
Less Voluntary Reduction		(42,870.50)				(42,870.50)
<b>Total</b>		<b>\$15,027,628.75</b>	<b>\$ 6,420.92</b>	<b>\$ 7,324,544.35</b>	<b>\$ 2,649.07</b>	<b>\$ 7,706,856.25</b>

16. During the Fourth Interim Period, AlixPartners is seeking an interim allowance of compensation for professional fees in the amount of \$15,027,628.75<sup>2,3</sup> and out-of-pocket expenses in the amount of \$6,420.92, for a total amount of \$15,034,049.67.

17. AlixPartners received payment of \$7,324,544.35 for professional fees and \$2,649.07 for out-of-pocket expenses from the Debtors during the Fourth Interim Period. The amount of \$7,706,856.25 remains outstanding as of the filing of this Application.

**Summary of Professional Services Rendered During the Fourth Interim Period**

18. During the course of AlixPartners' post-petition engagement, AlixPartners has (i) coordinated with the Debtors and all advisors to manage the Chapter 11 process in this Covid-19 environment; (ii) advised and assisted the Debtors in forecasting, planning, tracking and other aspects of cash management, including but not limited to preparing and delivering the 13-week DIP Budget and variance reporting; (iii) assisted the Debtors' accounts payable team with managing vendor inquiries, reconciliations, developing the baskets for and monitoring payments authorized under Third Day Motions; (iv) assisted the Debtors in responding to extensive due diligence requests from the various interested parties and maintained the data room; (v) supported the Debtors in compliance with the DIP and the process of obtaining exit financing; (vi) assisted the Debtors and advisors on developing the Plan of Reorganization (the "Plan") and Disclosure Statement; (vii) supported the Debtors and their advisors in the process of obtaining DIP financing; (vi) advised the Debtors on

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<sup>2</sup> AlixPartners is voluntarily waiving professional fees in the amount of \$7,870.50 for the following timekeepers with fewer than five (5) hours billed during the Fourth Interim Period: Tony Ratcliffe, Elizabeth S. Kardos, James D. Goss, and Bogdan Avramescu. In addition, following discussions with the U.S. Trustee, AlixPartners agreed to write-off an additional amount of \$35,000.00, for a total voluntary reduction of \$42,870.50 (the "Voluntary Reduction").

<sup>3</sup> This amount includes the 20% holdback of professional fees reflected by the Monthly Fee Statements including \$585,650.20 during the Tenth Monthly Fee Statement, the amount of \$655,217.40 during the Eleventh Monthly Fee Statement, the amount of \$590,268.40 during the Twelfth Monthly Fee Statement, the amount of \$602,024.25 during the Thirteenth Monthly Fee Statement, and the amount of \$580,939.60 during the Fourteenth Monthly Fee Statement, for the total holdback of \$3,014,099.85 (the "Holdback").

employment related matters; (viii) analyzed current operations in order to identify opportunities for operational improvements and transformation savings; (ix) supported the Debtors' development of their long-term Business Plan, including but not limited to development of the Debtors' network and fleet plans; (x) assisted the Debtors in identifying and reviewing executory contracts; (xi) assisted the Debtors in preparing the Statements of Financial Affairs (the "SOFAs") and Schedules of Assets and Liabilities (the "Schedules"); and (xii) assisted management in developing and preparing reports in connection with bankruptcy requirements.

**Professional Services for Recurring Meetings with  
Multiple Attendees During the Fourth Interim Period**

19. AlixPartners employs a team approach, which utilizes professionals with various responsibilities and with diverse, and sometimes specialized, areas of expertise. In many instances, an individual workstream may require multiple professionals in order to meet the client's needs. Despite the complex nature of this engagement and size of the case, AlixPartners believes its staff was sized judiciously and staffed with an appropriate mix of junior team members, each with significant and specific roles and responsibilities, and senior level professionals to provide oversight and strategic guidance to the Debtors. Moreover, AlixPartners added staff only as specific needs arose or particular expertise was required.

20. Multiple team members were often required to attend meetings with the Debtors and their advisors, with the Committee and its advisors, with the DIP lender and its advisors, and with other interested parties, which at times covered a range of topics and as reflected in the within Application. Several professionals are frequently required to attend meetings where the results of their workstream are discussed or their specialized expertise is called upon. AlixPartners believes its staffing levels for this engagement are appropriate to provide the advice sought by the Debtors on multiple topics, and believes that its professionals' attendance at meetings is appropriate to provide the

necessary expertise to address the range of topics to be covered in each meeting.

21. Generally, it should be understood that intra-office conferences all have the common goal of planning, coordinating and sharing information during the case in order to work efficiently and guide the other interested parties, including the Committee, the DIP Lender, the Ad Hoc Group of bondholders (“AHG”) and their respective advisors in the most effective manner possible. In light of the COVID-19 pandemic and current working environments where advisors are working predominately remotely, regular and frequent communication is critical to maximize the efficient use of resources and to replace instances of in person engagement more typically relied upon. The AlixPartners team uses regular and recurring communication sessions in order to share information and evaluate and shift resources as needed to optimize efficiency and effectiveness. Remote working has the added benefit of minimizing travel-related expenses.

22. A summary of recurring meetings AlixPartners’ professionals participate in with the Debtors’ senior management team, with the Committee and its advisors, the AHG and its advisors, and the DIP lender and its advisors and attendance guidelines to ensure appropriate coverage by the AlixPartners’ team is in the following table (not intended to be all inclusive):

<b>Meeting</b>	<b>Description</b>	<b>AlixPartners Attendance</b>
Internal Leadership Update	<p>Weekly call to review case updates and restructuring strategy. Topics covered include upcoming milestones by workstream, potential issues to be addressed, and executive updates on restructuring strategy.</p> <p>Time for these meetings is booked to Matter Code 101/1.1.</p>	Managing Director overseeing the engagement and five (5) or six (6) Directors leading workstreams. Kurt Beckeman was rolled off this project in August 2021, and Michael DeGraf assumed his workstreams.
Team update Call	<p>Weekly or bi-weekly call with to provide updates on recent achievements and milestones, share key learnings across workstreams. Updates are more tactical than covered on the Leadership call.</p> <p>Based on case status, AlixPartners moved from a weekly to a bi-weekly schedule for these calls in August 2021.</p> <p>Time for these meetings is booked to Matter Code 101/1.1.</p>	Managing Director overseeing the engagement, five (5) or six (6) Directors leading workstreams, and additional professionals as identified by workstream leads.
Management Update Call	<p>Daily call with the Debtors' management team and senior leadership across the Debtors' advisors to cover executive updates on the Debtors' business and restructuring strategy.</p> <p>Time for these meetings is booked to Matter Code 101/1.1</p>	Managing Director overseeing the engagement and one (1) or two (2) Directors as needed to ensure management had timely access to advice and strategic guidance.
Committee Advisor Update Call	<p>Weekly call with the Debtors' and the Committee's advisors to review executive status updates on the Debtors' restructuring. Discussion agendas are proposed by the Committee's advisors to address restructuring and Chapter 11 topics of interest to the Committee.</p> <p>Time for these meetings is booked to Matter Code 120/1.18</p>	Managing Director overseeing the engagement, one (1) Director leading the diligence and communication workstreams, and additional Directors leading workstreams to be discussed.
Ad Hoc Group of Bondholders Advisor Update	<p>Periodic calls with the Debtors' and AHG's advisors to review executive status updates. Discussion agendas are proposed by the AHG's advisors to address restructuring and Chapter 11 topics of interest to the AHG.</p> <p>Time for these meetings is booked to Matter Code 103/1.3</p>	One (1) Director leading the diligence and communication workstreams and additional Directors leading workstreams to be discussed.

FTI Diligence Review Call	Weekly call with 3 professionals from FTI managing diligence requests to review status updates on open requests, confirm and clarify new requests, and confirm receipt of closed responses.  Time for these meetings is booked to Matter Code 120/1.18.	One (1) Director leading the diligence and communication workstreams.
FTI Cash Flow Update	Weekly call with FTI professionals to review actual cash activity, forecast-to-actual variances, and updated DIP budgets.  Time for these meetings is booked to Matter Code 120/1.18	One (1) Director leading the diligence and communication workstreams, and professionals working on liquidity and cash flow management as needed to cover current updates.
FTI Commercial KPI Update	Bi-weekly call with FTI professionals to review recent commercial performance trends, and provide updates on status of the Debtors' revenue recovery. Reporting materials distributed weekly.  Time for these meetings is booked to Matter Code 120/1.18	One (1) Director leading the diligence and communication workstreams, and one (1) Director leading workstreams related to revenue recovery.
DIP Lender Cash Flow Update	Bi-weekly call with DIP lender and its professionals to review actual cash activity, forecast-to-actual variances, and updated DIP budgets.  Time for these meetings is booked to Matter Code 103/1.3.	One (1) Director leading the diligence and communication workstreams, and professionals working on liquidity and cash flow management as needed to cover current updates.
DIP Lender Commercial KPI Update	Weekly call with the DIP lender and its professionals to review recent commercial performance trends, and provide updates on status of the Debtors' revenue recovery.  Time for these meetings is booked to Matter Code 103/1.3.	One (1) Director leading the diligence and communication workstreams, and one (1) Director leading workstreams related to revenue recovery.

### **Professional Services By Category During the Fourth Interim Period**

23. AlixPartners classified all services performed for which compensation is sought into separate categories. Summarized below is a description of the services provided by AlixPartners to the Debtors during the Fourth Interim Period in each significant service area.

24. The following summaries are intended to highlight key services rendered by AlixPartners during the Fourth Interim Period in certain project billing categories where AlixPartners has expended a considerable number of hours on behalf of the Debtors, and are not meant to be a



detailed description of all of the work performed by AlixPartners. Further detail regarding professional services performed by AlixPartners during the Fourth Interim Period are as follows:

**Matter Code 101/1.1: Chapter 11 Process / Case Management**

**515.7 hours - \$522,728.50**

This category includes many different tasks necessary to comply with the requirements of this Court, the U.S. Trustee, and/or the Bankruptcy Code, including without limitation, allocation of the Debtors' resources to effectively plan next steps for each workstream; management of the Chapter 11 process; assistance with the preparation of motions and objections; supporting the Debtors with management of Third Day Motions and related communications; and executive updates on status and progress across the Debtors' operational restructuring.

**Matter Code 103/1.3: Communication with Interested Parties**

**288.1 hours - \$240,250.50**

This category includes preparation of reports to, and communications with, the DIP lender, Ad Hoc lenders, shareholders, their respective advisors, various other company lenders, other parties-in-interest, and the U.S. Trustee, in addition to including attendance at and participation in meetings with those parties.

**Matter Code 104/1.4: U.S. Trustee / Court Reporting Requirements**

**279.9 hours - \$219,567.50**

This category includes assisting the Debtors with the preparation of financial and operating information required by such parties as the U.S. Trustee and/or the Court, including the Schedules and SOFAs, interim and monthly operating reports and motions, orders and stipulations related thereto.

**Matter Code 106/1.5: Plan of Reorganization and Disclosure Statement**

**1,583.5 hours - \$1,137,335.50**

This category includes development of the Debtors' Plan and Disclosure Statement and relevant exhibits including the long term financial projections, Liquidation Analysis, waterfall recovery analysis, and claims schedules. As part of the development of these documents, this included the diligence, underlying analysis and supporting documentation required for all historical background information, financial information, and projections. Also included in this category are relevant meetings with interested parties regarding the Plan and Disclosure Statement and related negotiations with various parties-in-interest.

**Matter Code 107/1.6: Financing**

**897.8 hours - \$772,083.50**

This category includes negotiation of terms related to exit financing, including establishing covenants and certain definitions, coordinating due diligence efforts, developing closing materials and meeting with potential lenders and investors. Further detail regarding services provided in this category during the Fourth Interim Period are as follows:

- Diligence and coordination of responses to interested parties, follow ups and requests,

- providing information uploaded to the exit financing data room
- Various meetings with interested parties to discuss the business plan and initiatives, responding to ad hoc queries
- Analyzed air traffic liabilities and voucher utilization in response to financing diligence requests
- Reviewed and negotiated terms and definitions in the Exit commitment term sheets for both the equity and debt financing
- Conducted and participated in client workshops to align on exit financing debt term limitations including the incurrence of indebtedness, liens, collateral sales or investments
- Reviewed the plan equity value definitions, and potential changes to the Debtors' working capital and cash flow through emergence

**Matter Code 108/1.7: Business Operations**

**110.3 hours - \$88,540.50**

This category includes developing, designing and recommending programs to support and improve operations of the Debtors and their joint ventures, communicating with vendors and customers, reducing costs, and restructuring the operations with the objective of improving the business.

**Matter Code 109/1.8: Executory Contracts**

**2,212.1 hours - \$1,797,630.00**

This category includes analyzing executory contracts in order to determine the appropriate course of action to protect the estates' best interests. Further detail regarding services provided in this category during the Fourth Interim Period are as follows:

- Managed and maintained the single contract repository tool and managed the on-going review of over 15,000 records provided by the company related to executory contracts to validate active, expired, or non-executory status
- Provided guidance to the company's finance, legal and business teams to prioritize the review of critical agreements / critical supplier relationships
- Led the assessment and negotiation of contracts to achieve savings related to prepetition obligations and go-forward business terms
- Coordinated with outside legal and financial advisors to prepare & review assumption motions filed with the Court to formalize savings achieved through the renegotiation process

**Matter Code 110/1.9: Attend Court Hearings**

**1.7 hours - \$2,044.00**

This category includes the necessary time that AlixPartners' professionals spent attending Court hearings including the omnibus hearings.

**Matter Code 1.10: Retention and Disclosure Reports**

**43.8 hours - \$20,281.00**

This category includes managing the relationship disclosure process related to AlixPartners' retention, including review of and updates to relationship disclosures, and drafting supplemental declarations that was filed with the Court. Appropriate staffing levels were utilized to minimize the cost associated with these activities.

**Matter Code 112/1.11: Interim and Final Fee Applications**

**281.0 hours - \$149,214.50**

This category includes reasonable and necessary time spent by AlixPartners' professionals managing the interim fee application process and preparing and reviewing interim fee applications and supporting data.

**Matter Code 113/1.12: Network Plan**

**1,620.5 hours - \$1,118,370.50**

This category includes analysis of the Debtors' network plan, including route profitability and feasibility studies, maintenance and reporting of network plans, projecting network capacity based on aircraft utilization by route projections, workshops with the Debtors and advisors to align on route and schedule assumptions. Further detail regarding services provided in this category during the Fourth Interim Period are as follows:

**Commercial Performance Dashboard**

- Collaborated with the Debtors to develop a comprehensive list of metrics to include in dashboard to track progress against commercial objectives and financial goals
- Created prototype layouts of various metrics to determine best ways to dynamically view data and results
- Compiled market data to calculate market share by route and by region to monitor market share growth against business plan
- Compiled internal data to track slot usage against strategic goals
- Aggregated internal passenger and corporate passenger data to track overall passenger recovery as well as business recovery
- Added revenue, TRASK, load factor, cargo, ancillary, and charter data to track against business plan
- Obtained operational data from Debtors such as net promoter scores and missed connections to monitor for execution gaps
- Analyzed revenue premiums during peak departure times, measuring against historical performance
- Iterated with Debtors to arrive at proper profitability tracking metrics and methodology for after aircraft ownership contribution calculation to allow for optimal by-route profitability performance monitoring
- Created output summaries by route and by region to allow for toggling on desired routes or regions to enable viewing the most relevant metrics in a consolidated way
- Maintained dashboard by updating metrics monthly

### **Near Term Operational Plan and Budget**

- Collaborated with the Debtors to consolidate network plan outputs into the budget targets for the 2021 year
- Supplied various views, groupings, and bridges of network forecast data to the Debtors' financial planning and operations teams, for example, departures by aircraft type and by station
- Partnered with Debtors to assist in loyalty demand and passenger forecast creation by customer segment
- Variance analysis of actuals versus forecast of network operating metrics
- Provided data sets and outputs for other internal KPI reporting

### **Revision of Business Plan / Network Plan Refresh**

- Incorporated impacts of multiple fleet scenarios on network plan by refining fleet allocation plan assumptions and allocating fleet to appropriate routes to determine changes to passenger counts
- Evaluated fleet scenario impacts to passenger revenue by adjusting for new passenger counts and making marginal revenue assumptions
- Analyzed year to date yield performance compared to prior plan and provided revised near-term revenue forecast by region
- Collaborated with Debtors regarding refinements and iterations of near-term yield forecast updates
- Developed methodology to calculate beyond revenue for both system-wide and certain types of aircraft to best answer fleet profitability questions
- Provided an in-depth analysis of the historical load factors on the regional jet operation and the size and stimulation potential of the corresponding leisure passenger markets to substantiate the yield discount and load factor assumptions of the potential acceleration of up gauging in this fleet

### **Optimization of Lease and Engine Use**

- Evaluated and ranked aircraft based on their monthly and PBH lease costs as well as their minimum and maximum usage requirements
- Partnered with Debtors to optimize manner in which aircraft were being utilized, such that the most inexpensive aircraft and engines were being flown first and most frequently, resulting in material run-rate cost reductions

### **Winter Schedule Forecasting Revisions**

- Worked with the internal network planning team to analyze variances between scheduled capacity and business plan capacity in the near-term
- Analyzed impacts of changing aircraft deliveries and rejections on upcoming near-term capacity, revenue, and profitability
- Began process to streamline network model forecasting system to transition network forecasting process to Debtors to facilitate go-forward use
- Provided guidance on the selection of routes and evaluated the compatibility of schedules for expansion of operations to Terminal 1 in the Mexico City Airport

### **Supported Network and Fleet Optimization**

- Evaluated opportunities, feasibility, and profitability of additional smaller hubs outside main hub
- Determined where smallest aircraft of the fleet can most optimally and profitably be used across the network
- Analysis ongoing to determine appropriate seat configuration of upcoming aircraft deliveries

### **Matter Code 114/1.13: Fleet Plan**

**490.7 hours - \$409,420.50**

This category includes analyzing and assessing the Debtors' fleet plan, aircraft delivery and rejection schedules, flight schedule requirements, including feasibility studies, and maintenance and reporting of fleet plans. This category also includes analyses and advice on the Debtors' fleet negotiations.

### **Matter Code 115/1.14: Liquidity Forecasting & Management**

**716.2 hours - \$550,181.00**

This category includes developing rolling 13-week cash flow forecasts and associated variance reporting against this forecast, monitoring daily liquidity, assisting the company in planning and tracking cash payments, managing DIP carveout account funding & disbursements, and periodic meetings with management and interested parties to discuss the liquidity position and forecast.

### **Matter Code 116/1.15: Business Plan**

**1,988.2 hours - \$1,370,508.00**

This category includes assisting the Debtors in the development, analysis and assessment of the Debtors' long term business plan, including integration of the fleet plan, network plan and cost reduction initiatives into the business plan, development of management reporting on the business plan, and additional financial analysis to support business plan assumptions. Further detail regarding services provided in this category during the Fourth Interim Period are as follows:

#### **Maintenance module**

- Updated maintenance amortization projections for alternate fleet scenarios by aircraft and aircraft type, CAPEX and direct maintenance spend
- Assessed redelivery costs by aircraft under comparative fleet scenarios
- Reviewed maintenance status and timing differences compared to the business plan projections developed in April 2021
- Conducted and participated in client workshops to align on cost updates and maintenance intervals
- Integrated maintenance module and cost savings tracker to align cost reduction workstream with the business plan

#### **Fleet module**

- Updated schedule of aircraft entries, rejections, and redeliveries, including comparisons, for alternate fleet scenarios

- Projected spare engine requirements for alternate fleet scenarios
- Ongoing projection of impact of PBH arrangements
- Tail-by-tail projection of operating lease costs
- Ongoing work to integrate status updates on fleet negotiations into the business plan
- Conducted and participated in client workshops to align on fleet schedule developments

#### **Cost module**

- Assessed the impact of alternate fleet scenarios on monthly projections of labor and non-labor costs
- Projected crew costs by aircraft category for the alternate fleet scenarios

#### **Reporting module**

- Integrated revised network forecast and other modules into three-statement model for comparison analysis and the updated business plan projections
- Bridged profitability metrics between updated versions of the business plan
- Projected indebtedness for fleet and non-fleet facilities inclusive of restructuring assumptions and alternate fleet scenarios
- On-going work benchmarking airline to competitors by computing adjusted/pro-forma KPIs
- Mapped emergence debt scenarios to reflect terms of exit financing negotiations

#### **Management reporting**

- Continued to improve the monthly management reporting presentation, participating in client workshops to optimize graphics and metrics
- Monthly variance analysis of performance against business plan projections and business improvement initiatives
- Provide actual versus plan performance updates to interested parties
- Coordinated a transition plan for the Debtors' financial planning team to take over management reporting responsibilities

#### **Other financial analysis**

- On-going work preparing supporting analytics and bridges to enable business plan diligence by interested parties
- Assembled various financial analyses related to fuel price and passenger yield assumptions developed for business plan updates
- Built a route profitability model and aircraft ownership contribution analysis
- Developed profitability metrics by legal entity module in support of waterfall analysis
- Provided support to Debtors to map business plan outputs to the internal 2021 budget

#### **Matter Code 118/1.16: Cost Reduction Initiatives**

**3,535.5 hours - \$3,015,724.50**

This category includes assisting the Debtors in the development and implementation of their comprehensive transformation and cost savings plan which includes \$600mm+ in structural cost savings in 2021, feasibility studies, analysis and assessment of the Debtors' cost reduction

initiatives; maintenance and reporting of significant case financial data, and on-going workshops with the Debtors to track and ensure progress versus projected savings, as well as management reporting on status of cost reduction initiatives. Further detail regarding services provided in this category during the Fourth Interim Period are as follows:

### **Airport Operations**

- Tracked implementation and reported periodically on airports' cost transformation initiatives
- Supported airports' labor planning process, updated business plan targets, and tracked variances to business plan monthly by individual stations
- Maintained labor forecasting tool that links schedule changes by station to headcount requirements to support operations, and used the forecasting tool to review monthly station staffing plans
- Developed proposals to improve airport staffing efficiency and productivity at top 5 Mexican airports
  - Developed and proposed improvement opportunities in above wing and below wing critical processes impacting efficiency and customer service
  - Developed and proposed opportunity improvements in airports' manpower planning process
- Developed and proposed improvement opportunities to optimize the turnaround countdown
- Supported the procurement process to contract airport services with outside specialized vendors and supported implementation:
  - Developed model to support vendor negotiations
  - Provided negotiation support, including specific asks of vendors and recommendations on final pricing structure
  - Implementation support for the assumption of services by vendors, including creating tracking tools and participation in weekly reviews
  - Supported labor negotiations that adjusted scope of outsourcing, adding below-wing services at AAA airports
- Supported study and detailed planning to increase operations in Mexico City hub
- Assisted in developing capacity analysis at Mexico City airport and identification of airfield and apron improvement initiatives
- Analyzed missed connection performance and proposed improvement opportunities
- Supported right-sizing of third-party ground handling business
- Supported process to restructure ownership of ground support equipment in order to allow surplus equipment to be sold either to services vendors or on the open market
- Participated in weekly reviews of progress on ground support equipment initiatives
- Established formal structure for Summer Readiness Program to prepare for summer peak
  - Worked with airports organization to develop and implement initiatives to improve on-time performance and NPS (net promoter score)
  - Created custom digital tracking tool to measure impact from initiatives
- Developed proposals to improve airports management organization
- Developed plan and business case to expand operations at Mexico City International Airport/Aeropuerto Internacional de la Ciudad de México ("AICM") addressing airfield

and terminal constraints

- Conducted operational analysis including impact for such a move on delays and ability to accommodate winter schedule
- Developed revenue benefits and cost estimates
- Developed the overall project plan
- Developed formal proposal to AICM for the expansion of Aeromexico operations, including proposed schedule, infrastructure, and means of serving connecting passengers
- Detailed analysis of options for serving connecting passengers
- Supported negotiations with AICM on overall operational proposal, construction proposals, gate allocation, and other matters
- Analyzed connecting passenger and baggage flows and proposed specific connection modes for different sets of passengers
- Worked with cargo, maintenance, customer experience, IT, and airports to develop detailed plans for each area
- Worked with HR to plan for the recruitment and training required to staff the expanded operation
- Supported supply chain in developing the construction schedule and plans for the expanded airport operation

#### **Maintenance**

- Continued tracking implementation and reported periodically on maintenance cost transformation initiatives
- Continued supporting negotiations of direct maintenance contracts with external providers

#### **Commercial, General and Administration**

- Continued supporting distribution strategic initiatives, tracking of revenue, cost, and other performance metrics
- Continued assisting in the development and evaluation of several business cases to support investments in revenue management and distribution areas
- Continued supporting negotiations with external vendors in commercial, distribution and information technology areas

#### **General Labor savings**

- Continued updating labor report tracking monthly headcount movements, variances to the business plan targets for union and non-union positions by organization
- Updated business plan targets to reflect actual changes in the volume of operations vs. the business plan
- Supported headcount forecasting for 2022-2023 for budgetary and planning purposes
- Estimated and provided monthly headcount and labor cost forecasts for business plan preparation
- Supported court motions related to labor adjustments
- Developed model to estimate union labor claims deriving from Collective Bargaining Agreement negotiations



**Program Management Office**

- Assisted in preparation of weekly PMO report
- Reviewed status of cost transformation implementation plans, tracking of results and variances to business plan
- Assisted in implementation of cross-functional process to review implementation of business plan strategic initiatives
- Supported development of metrics and dashboard to track implementation of business plan strategic initiatives

**Matter Code 119/1.17: Vendor Management**

**560.2 hours - \$406,483.00**

This category includes assisting the Debtors in managing their payables as well as negotiating with vendors for payment terms and other concessions, negotiating trade agreements and determination of critical vendors, and assisting the Debtors in determining what prepetition payments can be made based upon vendor baskets and available liquidity.

**Matter Code 120/1.18: Meetings with Unsecured Creditors' Committee and its Advisors**

**149.0 hours - \$132,455.00**

This category includes attendance at and participation in meetings with the Committee and its respective advisors. Time spent on diligence requests from the Committee and its advisors, and on research necessary to respond to those requests is captured in Matter Code 122.

**Matter Code 121/1.19: Bankruptcy Claims Management & Resolution**

**3,272.7 hours - \$2,288,270.00**

This category includes advising and assisting the Debtors with the development of a claims resolution process, responding to specific claim inquiries, analyzing claims, settling claims, preparing motions, orders, and stipulations related thereto. Further detail regarding services provided in this category during the Fourth Interim Period are as follows:

- Continue managing the single claims repository tool and managed the review of over 8,000 claims and scheduled claims in the case
- Continue leading the categorization of claims into main claims category types to prioritize claims review, such as identifying all claims related to aircraft and engine leases by aircraft, critical vendor, and cure claims
- Guided the company's finance, legal and business teams to review and reconcile claims to confirm validity or discrepancy with books and records.
- Worked on overall claims analysis to estimate claims pool necessary for Plan and Disclosure Statement preparation
- Coordinated with outside legal and financial advisors to prepare claims objections and continue reviewing and identifying claims for objections
- Coordinated with company and outside legal counsel the strategy of dealing with customer claims.
- Managed process of objecting to over 3,300 claims.

**Matter Code 122/1.20: Diligence & Reporting Requested by the Unsecured Creditors Committee & Its Advisors**

**910.5 hours - \$715,051.00**

This category includes work performed in order to respond to diligence requests from the Committee and its respective advisors, including research necessary to respond to inquiries, as well as preparation of analyses, presentations and reports requested by the Committee and its advisors, and communications regarding the same. This category also includes time spent preparing for meetings with the Committee and its advisors.

**Matter Code 123/1.21: Monthly Fee Statements**

**5.0 hours - \$4,125.00**

This category includes reasonable and necessary time spent by AlixPartners' professionals managing the Monthly Fee Statement process, including time to prepare, review, and approve the Monthly Fee Statements. Billable time is limited to one (1) hour per month, with the balance of time spent on Monthly Fee Statements written off by AlixPartners.

**Matter Code 150/1.23: Travel Time**

**43.0 hours - \$21,949.75**

Time spent includes traveling to meetings outside of consultants' respective "home" office region. Hours billed under this category were billed at 50% of AlixPartners' standard rates.

**Matter Code 124: Chapter 11 Discovery**

**111.0 hours - \$88,285.50**

This category includes work performed in response to discovery requests in the Chapter 11 proceedings, including time spent responding to document production requests related to both the Debtors' mediation with interested parties in the exit financing process and the Committee's objection to certain aircraft motions. This category also includes time spent preparing for depositions on the same matters.

25. All amounts requested during the Fourth Interim Period are for professional services rendered and out-of-pocket expenses incurred on behalf of the Debtors, all of which are actual, necessary and reasonable.

26. AlixPartners has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these Chapter 11 Cases. No promises have been received by AlixPartners or any member thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

**Certification**

27. A Certification of Lisa Donahue is attached hereto as **Exhibit C** and made part of this Application.

**No Prior Request**

28. No prior application for the relief requested herein has been made to this or any other Court.

**Notice**

29. Notice of the Application has been or will be provided to those parties entitled to receive notice hereof in accordance with any applicable order of this Court.

*[Remainder of page intentionally left blank.]*

**Conclusion**

**WHEREFORE**, AlixPartners, as financial advisor to the Debtors, respectfully requests the Court enter an order providing that: (i) an interim allowance be awarded to AlixPartners for the Fourth Interim Period in the amount of \$15,027,628.75 (including the Holdback of \$3,014,099.85) as compensation for professional services rendered and out-of-pocket expenses incurred in the amount of \$6,420.92, for a total amount of \$15,034,049.67; (ii) the Debtors be authorized and directed to pay AlixPartners the total outstanding amount of \$7,706,856.25 for the Fourth Interim Period; and (iii) for such other and further relief as this Court deems proper.

Dated: October 26, 2021

ALIXPARTNERS, LLP AND  
ALIXPARTNERS INTERNATIONAL, INC.  
909 Third Avenue, 28<sup>th</sup> Floor  
New York, NY 10022

/s/ Lisa Donahue

By: Lisa Donahue  
Managing Director