

**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)

**OMNIBUS ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of Applications for Allowance of Interim Compensation and Reimbursement of Expenses (the “**Applications**”) for professional services rendered and expenses incurred during the compensation periods of (i) January 1, 2021 through and including April 30, 2021 and (ii) May 1, 2021 through and including September 30, 2021;² and a hearing having been held before this court to consider the Applications on November 16, 2021; and notice having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor, it is hereby;

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.

² The following three interim fee applications listed in **Exhibit A** cover compensation periods other than January 1, 2021 through and including April 30, 2021 and May 1, 2021 through and including September 30, 2021, due to the date of such professionals’ retention in these Chapter 11 Cases: (i) the *First 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* [ECF No. 1448] is for the period April 15, 2021 through May 31, 2021, (ii) the *First Application for Interim Professional Compensation of De La Vega & Martinez Rojas, S.C. for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Special Labor Counsel to the Debtors and Debtors in Possession for the Period from April 30, 2021 Through May 31, 2021* [ECF No. 1664] is for the period April 30, 2021 through May 31, 2021, and (iii) 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* [ECF No. 1972] is for the period June 1, 2021 through September 30, 2021.

ORDERED that the Applications are granted to the extent set forth in the attached
Schedule A.

Dated: November 19, 2021
New York, New York

/S/ Shelley C. Chapman
THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Case No.: Case No. 20-11563 (SCC)

Schedule A

Case Name: In re: Grupo Aeroméxico, S.A.B. de C.V., et al.

THIRD AND FOURTH INTERIM FEE PERIODS³

January 1, 2021 – September 30, 2021

(1) Applicant	(2) Document Number of Application(s)	(3) Interim Fees Requested on Application(s)	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Periods	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Periods
Morris, Nichols, Arsht & Tunnel LLP	ECF Nos. 1311, 1982	\$1,302,859.00	\$1,251,261.00 ⁴	\$1,251,261.00	\$34,400.47	\$1,285,661.47	\$2,616.52	\$2,616.52
SkyWorks Capital, LLC (“SkyWorks”)	ECF Nos. 1313, 1963	\$8,997,610.00	\$8,957,610.00 ⁵	\$8,957,610.00	\$605,917.50	\$9,563,527.50	\$121,864.50	\$66,864.50 ⁶
White & Case LLP	ECF Nos. 1327, 1973	\$8,193,592.50	\$7,843,848.80 ⁷	\$7,843,848.80	\$252,614.22	\$8,096,463.02	\$6,568.75	\$6,568.75

³ The following interim fee applications listed in this **Schedule A** cover the First Interim Fee Period or Second Interim Fee Period for such professional due to the date of such professional’s retention in these Chapter 11 Cases: (i) *Second Application for Interim Professional Compensation of Sainz Abogados, S.C. for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Special Mexican Counsel to the Debtors and Debtors In Possession for the Period from January 1, 2021 Through April 30, 2021* [ECF No. 1328], (ii) *First 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* [ECF No. 1448], (iii) *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* [ECF No. 1972], (iv) *Second Application for Interim Professional Compensation of Santamarina y Steta, S.C. as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period January 1, 2021 through April 30, 2021* [ECF No. 1348], and (v) *First Application for Interim Professional Compensation of Willkie Farr & Gallagher LLP as Counsel for the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses Incurred for the Period May 1, 2021 through September 30, 2021* [ECF No. 1978].

⁴ In response to informal objections that the U.S. Trustee raised, Morris, Nichols, Arsht & Tunnel LLP agreed voluntarily to reduce its fees by \$51,598.00.

⁵ In response to informal objections that the U.S. Trustee raised, SkyWorks agreed voluntarily to reduce its fees by \$40,000.

⁶ In response to informal objections that the U.S. Trustee raised, SkyWorks agreed voluntarily to reduce its expenses by \$55,000.

⁷ In response to informal objections that the U.S. Trustee raised, White & Case LLP agreed voluntarily to reduce its fees by \$349,743.70.

(1) Applicant	(2) Document Number of Application(s)	(3) Interim Fees Requested on Application(s)	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Periods	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Periods
Sainz Abogados, S.C.	ECF Nos. 1328, 1964	\$1,908,063.12	\$1,850,821.23 ⁸	\$1,850,821.23	\$210,439.16	\$2,061,260.39	\$0.00	\$0.00
Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. de C.V.	ECF Nos. 1329, 1975	\$17,875,000.00	\$17,875,000.00	\$17,875,000.00	\$787,500.00	\$18,662,500.00	\$46,805.67	\$43,193.67 ⁹
AlixPartners, LLP and AlixPartners International, Inc. ("AlixPartners")	ECF Nos. 1339, 1976	\$28,775,942.75	\$27,991,567.75 ¹⁰	\$27,991,567.75	\$1,625,455.07	\$29,617,022.82	\$6,420.92	\$5,290.92 ¹¹
Davis Polk & Wardwell LLP ("Davis Polk")	ECF Nos. 1346, 1979	\$15,427,944.50	\$15,152,295.34 ¹²	\$15,152,295.34	\$1,074,827.80	\$16,227,123.14	\$95,200.65 ¹³	\$94,262.08
Lee Group PLLC	ECF Nos. 1448, 1972	\$540,910.00	\$534,860.00 ¹⁴	\$534,860.00	N/A	\$534,860.00	\$0.00	\$0.00
FTI Consulting, Inc.	ECF Nos. 1349, 1981	\$3,375,000.00	\$3,375,000.00	\$3,375,000.00	\$205,645.11	\$3,580,645.11	\$3,751.96	\$3,751.96
Morrison & Foerster LLP	ECF Nos. 1420, 1974	\$3,035,697.00	\$2,831,076.75 ¹⁵	\$2,831,076.75	\$226,060.74	\$3,057,137.49	\$13,766.79	\$13,766.79

⁸ In response to informal objections that the U.S. Trustee raised, Sainz Abogados, S.C. agreed voluntarily to reduce its fees by \$57,241.89.

⁹ In response to informal objections that the U.S. Trustee raised, Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. de C.V. agreed voluntarily to reduce its expenses by \$3,612.

¹⁰ In response to informal objections that the U.S. Trustee raised, AlixPartners agreed voluntarily to reduce its fees by \$784,375.00.

¹¹ In response to informal objections that the U.S. Trustee raised, AlixPartners agreed voluntarily to reduce its expenses by \$1,130.00.

¹² In response to informal objections that the U.S. Trustee raised, Davis Polk agreed voluntarily to reduce its fees by \$275,649.16.

¹³ In response to informal objections that the U.S. Trustee raised, Davis Polk agreed voluntarily to reduce its expenses by \$938.57.

¹⁴ In response to informal objections that the U.S. Trustee raised, Lee Group PLLC agreed voluntarily to reduce its fees by \$6,050.00.

¹⁵ In response to informal objections that the U.S. Trustee raised, Morrison & Foerster LLP agreed voluntarily to reduce its fees by \$204,620.25.

(1) Applicant	(2) Document Number of Application(s)	(3) Interim Fees Requested on Application(s)	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Periods	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Periods
Santamarina y Steta, S.C.	ECF Nos. 1514, 1983	\$645,180.88	\$570,180.88 ¹⁶	\$570,180.88	\$4,978.15	\$575,159.03	\$539.81	\$539.81
Willkie Farr & Gallagher LLP	ECF No. 1978	\$4,781,784.00	\$4,631,784.00 ¹⁷	\$4,631,784.00	N/A	\$4,631,784.00	\$33,387.30	\$33,387.30

DATE ON WHICH ORDER WAS SIGNED: 11/19/21

INITIALS: SCC USBJ

¹⁶ In response to informal objections that the U.S. Trustee raised, Santamarina y Steta, S.C. agreed voluntarily to reduce its fees by \$75,000.

¹⁷ In response to informal objections that the U.S. Trustee raised, Willkie Farr & Gallagher LLP agreed voluntarily to reduce its fees by \$150,000.00.