

Hearing Date and Time: December 13, 2021, at 11:30 a.m. (prevailing Eastern Time)
Objection Date and Time: December 10, 2021, at 12:00 p.m. (prevailing Eastern Time)

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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.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**NOTICE OF HEARING ON DEBTORS' (I) SIXTH MOTION FOR ENTRY
OF AN ORDER EXTENDING THE EXCLUSIVE FILING PERIOD WITHIN
WHICH TO FILE A CHAPTER 11 PLAN AND (II) FIFTH MOTION FOR ENTRY
OF AN ORDER EXTENDING THE EXCLUSIVE SOLICITATION PERIOD**

PLEASE TAKE NOTICE that on November 29 2021, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Debtors’ (I) Sixth Motion for Entry of an Order Extending the Exclusive Filing Period Within Which to File a Chapter 11 Plan and (II) Fifth Motion for Entry of an Order Extending the Exclusive Solicitation Period* (the “**Motion**”). A hearing on the Motion will be held on **December 13, 2021, at 11:30 a.m.**

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; and 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.

(prevailing Eastern Time) (the “**Hearing**”) before the Honorable Judge Shelley C. Chapman, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), or at such other time as the Bankruptcy Court may determine.

PLEASE TAKE FURTHER NOTICE that, in accordance with General Order M-543, dated February 28, 2020 (Morris, C.J.) (“**General Order M-543**”),² the Hearing will be conducted telephonically. Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions, LLC (www.court-solutions.com). Instructions to register for CourtSolutions, LLC are attached to General Order M-543.

PLEASE TAKE FURTHER NOTICE that copies of the Motion may be obtained free of charge by visiting the website of Epiq Corporate Restructuring, LLC at <https://dm.epiq11.com/aeromexico>. You may also obtain copies of any pleadings by visiting the Bankruptcy Court’s website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or a later hearing. The Debtors will file an agenda before the Hearing, which may modify or supplement the motions to be heard at the Hearing.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion shall be in writing, shall comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac*

² A copy of the General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/news/general-order-m-543-court-operations-under-exigent-circumstances-created-covid-19>.

vice, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 and the *Order Establishing Certain Notice, Case Management, and Administrative Procedures*, entered on July 8, 2020 [ECF No. 79], so as to be filed and received no later than **December 10, 2021 at 12:00 p.m. (prevailing Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to telephonically attend the Hearing, and failure to appear may result in relief being granted upon default.

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered without further notice or opportunity to be heard.

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Dated: November 29, 2021
New York, New York

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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.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**DEBTORS' (I) SIXTH MOTION FOR ENTRY OF AN ORDER EXTENDING
THE EXCLUSIVE FILING PERIOD WITHIN WHICH TO FILE A
CHAPTER 11 PLAN AND (II) FIFTH MOTION FOR ENTRY OF AN
ORDER EXTENDING THE EXCLUSIVE SOLICITATION PERIOD**

Grupo Aeroméxico S.A.B. de C.V. and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**” or the “**Company**”) hereby file the *Debtors’ (I) Sixth Motion for Entry of an Order Extending the Exclusive Filing Period Within Which to File a Chapter 11 Plan and (II) Fifth Motion for Entry of an Order Extending the Exclusive Solicitation Period* (this “**Motion**”). In support of this Motion, the Debtors respectfully state as follows:

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; and 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.

Relief Requested

1. By this Motion, and pursuant to section 1121(d) of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**” and, if entered, the “**Order**”), extending the Debtors’ exclusive periods to (a) file a chapter 11 plan of reorganization (the “**Exclusive Filing Period**”) through and including December 30, 2021, and (b) solicit votes thereon (the “**Exclusive Solicitation Period**,” and together with the Exclusive Filing Period, the “**Exclusive Periods**”) through and including February 28, 2022. By order dated October 21, 2021, the current Exclusive Filing Period was extended through and including December 9, 2021 [ECF No. 1935]. By order dated September 20, 2021, the current Exclusive Solicitation Period was extended through and including December 8, 2021 [ECF No. 1753]. By operation of Local Rule 9006-2, and pursuant to the Case Management Order (as defined herein), the Exclusive Filing Periods are automatically extended to the hearing date, currently scheduled for Monday, December 13, 2021.

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Debtors consent to entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

3. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. On June 30, 2020 (the “**Petition Date**”), the Debtors each commenced in this Court a voluntary case (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

6. On July 13, 2020, the United States Trustee formed an Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) in the Chapter 11 Cases. No trustee or examiner has been appointed in the Chapter 11 Cases.

7. Detailed information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of the Chapter 11 Cases, is set forth in the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [ECF No. 20], filed with the Court on the Petition Date.

8. On October 26, 2020, the Court entered the *Order Extending the Exclusive Periods Within Which to File a Chapter 11 Plan and Solicit Acceptances Thereof* [ECF No. 577] (the “**First Extension Order**”) extending the Exclusive Filing Period and the Exclusive Solicitation Period through and including February 25, 2021 and April 26, 2021, respectively. On February 17, 2021, the Court entered the *Order Extending the Exclusive Periods Within Which to File a Chapter 11 Plan and Solicit Acceptances Thereof* [ECF No. 905] (the “**Second Extension Order**”) extending the Exclusive Filing Period and the Exclusive Solicitation Period through and including June 25, 2021 and August 24, 2021, respectively. On June 23, 2021, the Court entered the *Order Extending the Exclusive Periods Within Which to File a Chapter 11 Plan and Solicit Acceptances Thereof* [ECF No. 1338] (the “**Third Extension Order**”)

extending the Exclusive Filing Period and Exclusive Solicitation Period through and including September 8, 2021 and November 8, 2021, respectively. On September 20, 2021, the Court entered the *Order Extending the Exclusive Periods Within Which to File a Chapter 11 Plan and Solicit Acceptances Thereof* [ECF No. 1753] (the “**Fourth Extension Order**”) extending the Exclusive Filing Period and Exclusive Solicitation Period through and including October 8, 2021 and December 8, 2021, respectively. On October 21, 2021, the Court entered the *Order Extending the Exclusive Periods Within Which to File a Chapter 11 Plan* [ECF No. 1935] (the “**Fifth Extension Order**”) extending the Exclusive Filing Period through and including December 9, 2021.

9. On October 1, 2021, the Debtors filed (a) the *Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [ECF No. 1806] (as may be amended, altered, modified, or supplemented from time to time, the “**Plan**”), (b) the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Grupo Aeroméxico, S.A.B. de C.V. and its Affiliated Debtors* [ECF No. 1807] (together with all schedules and exhibits thereto, and as may be modified, amended, or supplemented from time to time, the “**Disclosure Statement**”), and (c) the *Debtors’ Motion to Approve the (I) the Shortened Notice and Objection Periods for Debtors’ Disclosure Statement Motion, (II) Adequacy of Information in the Disclosure Statement, (III) Solicitation and Voting Procedures, (IV) Forms of Ballots, Notices and Notice Procedures in Connection Therewith, and (V) Certain Dates with Respect Thereto* [ECF No. 1808] (the “**Disclosure Statement Motion**”). On October 15, 2021, the Debtors filed a revised Plan [ECF No. 1896] and a revised Disclosure Statement [ECF No. 1897]. On November 29, 2021, the Debtors filed a further revised Plan [ECF No. 2184] and a further revised Disclosure

Statement [ECF No. 2186]. The hearing to consider approval of the Disclosure Statement and solicitation procedures is currently scheduled for December 6, 2021 [ECF Nos. 2173, 2189].

Preliminary Statement

10. The Debtors commenced these Chapter 11 Cases faced with unprecedented challenges caused by the COVID-19 pandemic and principally sought to (a) obtain financing critical to the Company's ability to fund operations and maximize the value of their estates; (b) rationalize their workforce and negotiate key amendments to their collective bargaining agreements; (c) optimize their fleet and obtain favorable terms for new and amended agreements for aircraft and related equipment; and (d) successfully restructure through the confirmation of a plan of reorganization and emerge from chapter 11 well-positioned for long-term success. The Debtors have largely achieved the first three of these goals, and the Debtors submit that their ultimate goal, confirming a Plan and emerging from chapter 11, is within reach.

11. These Chapter 11 Cases are in the homestretch. Allowing the Exclusive Periods to lapse could needlessly hinder the Debtors' ability to successfully reorganize to the detriment of their estates, their creditors, and all other stakeholders in these Chapter 11 Cases. The Debtors and the various constituencies in these Chapter 11 Cases have invested an incredible amount of time and effort—at a substantial cost to the Debtors' estates—negotiating a consensual, value-maximizing exit from bankruptcy, as memorialized in the Debtors' Plan. In fact, the Debtors' Plan is based upon a combination of proposals received from various constituencies.

12. Loss of the Debtors' exclusive right to file and solicit votes on a chapter 11 plan would needlessly risk squandering the time and resources expended to date, derailing months-long negotiations and materially delaying the Debtors' emergence from chapter 11. Conversely, granting this Motion and extending the Exclusive Periods to their statutory maximum (as is done in nearly all bankruptcy cases of this size and complexity) will permit the Debtors to conclude

their reorganization well-positioned to succeed as Mexico's flagship carrier and a leading carrier in Latin America, without the costly and time-consuming distraction of a competing plan on file, to the benefit of all parties in interest.

13. The hearing on the Debtors' Disclosure Statement Motion is currently scheduled for December 6, 2021, and contemplates that a confirmation hearing will be held on January 17, 2022. The relief requested herein will permit the Debtors to seek approval of the Disclosure Statement and confirmation of the Plan on the timeline currently contemplated without the unnecessary contentious confirmation process and unavoidable delay that a competing plan would produce.

14. Therefore, the Debtors submit that final extensions of the Exclusive Filing Period and the Exclusive Solicitation Period to the statutory maximum, through and including December 30, 2021 and February 28, 2022, respectively, is in the best interests of the Debtors, their estates, creditors, and all other parties in interest.

Basis for Relief Requested

15. Section 1121(b) of the Bankruptcy Code provides debtors with the exclusive right to file a chapter 11 plan during the first 120 days after the commencement of a chapter 11 case. If a debtor files a plan during this period, section 1121(c)(3) of the Bankruptcy Code provides the debtor with an initial period of 180 days as of the commencement of the chapter 11 case to solicit acceptance of such plan. Section 1121(d) of the Bankruptcy Code permits a court to extend a debtor's exclusive period to file a plan and solicit acceptances thereof upon demonstration of "cause." *See* 11 U.S.C. § 1121(d) ("[O]n request of a party in interest and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section."). Extensions of a debtor's exclusive period to file a plan and solicit acceptances thereof are capped at 18 months and 20 months, respectively, after the

date of the order for relief. *See* 11 U.S.C. § 1121(d)(2). For the reasons described in this Motion, the Debtors respectfully submit that “cause” exists to extend the Exclusive Periods to the statutory maximums.

16. It is well established that the decision to extend a debtor’s exclusive periods is left to the sound discretion of the bankruptcy court and should be based upon the facts and circumstances of the particular case. *See, e.g., In re Excel Mar. Carriers Ltd.*, No. 13-23060 (RDD), 2013 WL 5155040, at *2 (Bankr. S.D.N.Y. Sept. 13, 2013); *In re Dow Corning Corp.*, 208 B.R. 661, 664 (Bankr. E.D. Mich. 1997); *First Am. Bank of N.Y. v. Sw. Gloves & Safety Equip., Inc.*, 64 B.R. 963, 965 (D. Del. 1986). Although the Bankruptcy Code does not define “cause,” courts have construed the term in consideration of the Bankruptcy Code’s underlying legislative history. *See, e.g., In re Burns & Roe Enters., Inc.*, No. 00-41610 RG, 2005 WL 6289213, at *4 (D. N.J. Nov. 2, 2005) (quoting H.R. Rep. No. 103-835, at 36 (1994), as reprinted in 1994 U.S.C.C.A.N. 3340, 3344) (noting that the exclusive periods under section 1121 of the Bankruptcy Code are intended “to promote an environment in which the debtor’s business may be rehabilitated and a consensual plan may be negotiated”); *In re Gibson & Cushman Dredging Corp.*, 101 B.R. 405, 409 (E.D.N.Y. 1989) (examining the applicable legislative history and noting that “[t]he ‘cause’ standard referred to in section 1121 has been referred to as a general standard that allows the Bankruptcy Court ‘maximum flexibility to suit various types of reorganization proceedings.’” (citations omitted)). The opportunity for a debtor to negotiate a plan unimpaired by competition is intended to allow a debtor time to negotiate with its creditors, win support for its plan, and ultimately its survival as a business. H.R. Rep. No. 95-595 at 231–32 (1978), as reprinted in 1978 U.S.C.C.A.N. 5963, 6191 (indicating that “cause” should be interpreted in such a way “to allow the debtor to reach an agreement.”); *see also Geriatrics*

Nursing Home v. First Fidelity Bank, N.A. (In re Geriatrics Nursing Home), 187 B.R. 128, 131–32 (D. N.J. 1995) (“The exclusivity period affords the debtor the opportunity to negotiate the settlement of its debts ... by proposing and soliciting support for its plan of reorganization without interference—in the form of competing plans . . .”); *In re Glob. Crossing Ltd.*, 295 B.R. 726, 730 (Bankr. S.D.N.Y. 2003) (noting that so long as the debtors give the court “no reason to believe that they are abusing their exclusivity rights ... [a] requested extension of exclusivity ... should be granted”).

17. In determining whether to extend a debtor’s exclusive periods, courts consider a variety of factors to assess the totality of circumstances affecting whether or not “cause” exists, including:

- (a) the size and complexity of the case;
- (b) the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;
- (c) the existence of good faith progress toward reorganization;
- (d) the fact that the debtor is paying its bills as they come due;
- (e) whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- (f) whether the debtor has made progress in its negotiations with creditors;
- (g) the amount of time that has elapsed in the case;
- (h) whether creditors are prejudiced by the extension;
- (i) whether the debtor is not seeking to extend exclusivity to pressure creditors to accede to the debtor’s reorganization demands; and
- (j) the existence of an unresolved contingency.

See In re Adelphia Communs. Corp., 336 B.R. 610, 674 (Bankr. S.D.N.Y. 2006); *In re McLean Indus., Inc.*, 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987); *In re Cent. Jersey Airport Servs., LLC*,

282 B.R. 176, 183 (Bankr. D. N.J. 2002); *see also In re Dow Corning Corp.*, 208 B.R. 661, 664 (Bankr. E.D. Mich. 1997) (identifying the above factors and noting that courts generally rely on the same factors to determine whether exclusivity should be extended); *In re Friedman's Inc.*, 336 B.R. 884, 888 (Bankr. D. Ga. 2005) (same); *In re Borders Grp., Inc.*, 460 B.R. 818, 822 (Bankr. S.D.N.Y. 2011) (noting the debtors' "substantial efforts ... to stabilize their business and develop a viable exit strategy"). Any one of these factors may constitute sufficient grounds for extending a debtor's exclusive periods. *See In re Express One Int'l, Inc.*, 194 B.R. 98, 100 (Bankr. E.D. Tex. 1996).

18. Not all of the above factors are relevant to every case and the court considers only the relevant factors to determine whether cause exists to grant an exclusivity extension. *See In re Texaco, Inc.*, 76 B.R. 322, 327 (Bankr. S.D.N.Y. 1987) (holding that size and complexity of the chapter 11 case is sufficient cause to extend exclusivity); *In re Express One Int'l*, 194 B.R. at 100–01 (identifying four of the factors as relevant in determining whether "cause" exists to extend exclusivity); *In re United Press Int'l, Inc.*, 60 B.R. 265, 269 (Bankr. D.D.C. 1986) (finding that the debtor showed "cause" to extend exclusivity based upon three of the factors).

a. The Chapter 11 Cases Are Large and Complex, and the Debtors Require Sufficient Time to Negotiate a Chapter 11 Plan in Good Faith

19. Courts regularly consider the size and complexity of a chapter 11 case a determining factor of whether a court should grant an extension of the exclusive periods. *See, e.g., In re Crescent Mfg. Co.*, 122 B.R. 979, 982 (Bankr. N.D. Ohio 1990) (stating that "cause" can include an "unusually large case") (citation omitted); *In re Texaco*, 76 B.R. at 326 ("The large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods."); *see also* H.R. Rep. No. 95-595, at 231–32 (1978),

as reprinted in 1978 U.S.C.C.A.N. 5963, 6191 (“[I]f an unusually large company were to seek reorganization under Chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement.”). Indeed, the size and complexity of the case, by itself, can support a determination that cause exists for multiple extensions of exclusivity. *See, e.g., In re Express One Int’l*, 194 B.R. at 100 (noting that two previous extensions of exclusivity had been granted based on the size and complexity of the case alone).

20. The Debtors are acutely aware of the costs and risks associated with operating in chapter 11, but given the complexity, including airline operations during an unprecedented worldwide pandemic, and the importance of the issues they face, additional time is needed to solicit approval of the Plan and seek a confirmation order from the Court in connection therewith. Furthermore, the Debtors’ conduct in the Chapter 11 Cases demonstrates their good-faith desire to successfully reorganize in chapter 11 and emerge as a strong, leading airline. The Debtors have been working diligently and in good faith with numerous key constituencies in the Chapter 11 Cases to reach a value-maximizing resolution that has broad creditor support. Accordingly, each of the first three factors listed above weighs in favor of the Court granting the relief sought herein.

b. The Debtors Pay Their Bills as They Come Due

21. The Debtors continue to make timely payments on account of their undisputed postpetition obligations and, as applicable, in accordance with the terms of the relevant settlements negotiated during the pendency of the Chapter 11 Cases. As such, this factor also weighs in favor of the Court extending the Exclusive Periods.

c. A Relatively Short Amount of Time Has Elapsed in the Chapter 11 Cases

22. Approximately 17 months have elapsed in the Chapter 11 Cases, which is not long for cases of this size and complexity. *See, e.g., In re LATAM Airlines Group S.A.*, No. 20-

11254 (JLG) (Bankr. S.D.N.Y. May 26, 2020) (chapter 11 pending for over 18 months); *In re Purdue Pharma L.P.*, No. 19-23649 (RDD) (Bankr. S.D.N.Y. Sept. 15, 2019) (plan confirmed more than two years after commencement). Moreover, Courts in the District frequently extend a debtor's exclusive period to file a plan notwithstanding that a plan is already on file. *See, e.g., In re Avianca Holdings S.A.*, No. 20-11133 (MG) (Bankr. S.D.N.Y. Aug. 16, 2021), ECF No. 2001 (extending exclusive periods a fourth time to the statutory maximums notwithstanding the debtors having filed their chapter 11 plan); *In re Windstream Holdings, Inc.*, No. 19-22312 (RDD) (Bankr. S.D.N.Y. June 22, 2020), ECF No. 2186 (same); *In re Westinghouse Elec. Co. LLC*, No. 17-10751 (MEW) (Bankr. S.D.N.Y. Mar. 22, 2018), ECF No. 2929 (extending the plan and solicitation exclusivity periods to the statutory maximum after the debtors' had filed a plan and the court approved the debtors' disclosure statement, but prior to the confirmation hearing); *In re Breitburn Energy Partners LP*, No. 16-11390 (SMB) (Bankr. S.D.N.Y. Nov. 22, 2017), ECF No. 1847 (extending the debtors' exclusive periods after the debtors filed a plan and disclosure statement); *In re ARO Liquidation, Inc. (f/k/a Aéropostale, Inc.)*, No. 16-11275 (SHL) (Bankr. S.D.N.Y. Oct. 10, 2017), ECF No. 1449 (extending the debtors' exclusive periods multiple times after the debtors filed a plan and disclosure statement).

23. Furthermore, large airline bankruptcies, even in economically stable times, are extremely complex, and many airline cases have had exclusivity extended similar to the aggregate period proposed here. *See, e.g., In re Avianca Holdings S.A.*, No. 20-11133 (MG) (Bankr. S.D.N.Y. Aug. 16, 2021), ECF No. 2001 (granting the debtors' fourth extension of the exclusive periods, through statutory maximum 18 and 20 months from the petition date); *In re LATAM Airlines Group S.A.*, No. 20-11254 (JLG) (Bankr. S.D.N.Y. Sept. 27, 2021), ECF No. 3485 (same); *In re AMR Corp.*, No. 11-15463 (SHL) (Bankr. S.D.N.Y. Mar. 27, 2013), ECF No.

7284 (granting a sixth extension of the exclusive periods, to 18 months after the petition date); *In re Frontier Airlines Holdings, Inc.*, No. 08-11298 (RDD) (Bankr. S.D.N.Y. May 20, 2009), ECF No. 853 (granting a third extension of the exclusive periods, to 18 months after the petition date); *In re Delta Airlines, Inc.*, No. 05-17923 (ASH) (Bankr. S.D.N.Y. Mar. 15, 2007), ECF No. 5225 (granting a fourth extension of the exclusive periods, to 625 days after the petition date); *In re UAL Corp.*, No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 16, 2005), ECF No. 14136 (granting an eleventh extension of the exclusive periods, to almost thirty-nine months after the petition date). Accordingly, the extension of the Exclusive Periods sought herein is appropriate.

d. The Debtors Have Demonstrated Reasonable Prospects for Filing a Viable Chapter 11 Plan and Have Made Significant Progress in Negotiations with Creditors

24. As set forth herein, the Debtors have made substantial progress and obtained significant benefits throughout the Chapter 11 Cases. The Debtors submit that the revised Plan filed on November 29, 2021 constitutes a “viable” plan. Through intensive and lengthy negotiations, which included the Debtors and various key constituencies engaging in a mediation before the Honorable Sean H. Lane, the Debtors have garnered broad creditor support for the Plan, as well as the support of critical counterparties and other stakeholders. Accordingly, this factor weighs in favor of the Court extending the Exclusive Periods.

e. The Debtors Are Not Seeking to Extend Exclusivity to Pressure Creditors to Accede to the Debtors’ Demands and Creditors Are Not Prejudiced by the Extension

25. Continued exclusivity will permit the Debtors to bring to culmination the substantial progress that has been achieved to date. The Debtors are not seeking to extend exclusivity to pressure or prejudice their stakeholders; rather, the relief requested herein is intended to maintain a framework conducive to an orderly, efficient, and cost-effective emergence process. Moreover, all creditor groups and/or their advisors have had ample opportunity to actively participate in substantive discussions with the Debtors throughout these

Chapter 11 Cases. The Debtors are seeking an extension of the Exclusive Periods to secure adequate time to seek approval of their Disclosure Statement and solicit votes on and confirm their Plan. Accordingly, this factor also weighs in favor of granting the relief requested herein.

The Relief Requested Should Be Granted

26. As demonstrated above, the Debtors' have proceeded appropriately to facilitate a successful conclusion of the Chapter 11 Cases. The Debtors believe that maintaining their exclusive right to file and solicit votes on a chapter 11 plan is critical to their ability to complete a value-maximizing and successful reorganization. The Debtors' Plan is the product of extensive, hard-fought, and fruitful negotiations with many key constituencies in these Chapter 11 Cases. Granting the short exclusivity extensions requested herein will afford the Debtors an opportunity to emerge from chapter 11 in an efficient and expeditious manner without competing plans that could result in significant disruption and value deterioration.

27. Furthermore, courts in this jurisdiction have granted relief similar to the relief requested herein. *See, e.g., In re LATAM Airlines Group S.A.*, No. 20-11254 (JLG) (Bankr. S.D.N.Y. Nov. 2, 2021), ECF No. 3485; *In re Avianca Holdings S.A.*, No. 20-11133 (MG) (Bankr. S.D.N.Y. Aug. 16, 2021), ECF No. 2001; *In re Purdue Pharma L.P.*, No. 19-23649 (RDD) (Bankr. S.D.N.Y. Mar. 1, 2021), ECF No. 2433; *In re Windstream Holdings, Inc.*, No. 19-22312 (RDD) (Bankr. S.D.N.Y. June 22, 2020), ECF No. 2186; *In re The Great Atlantic & Pacific Tea Company, Inc.*, No. 15-23007 (RDD) (Bankr. S.D.N.Y. July 14, 2016), ECF Nos. 3015; *In re Pacific Drilling S.A.*, Case No. 17-13193 (MEW) (Bankr. S.D.N.Y. Nov. 16, 2018); *In re Westinghouse Elec. Co. LLC*, No. 17-10751 (MEW) (Bankr. S.D.N.Y. Mar. 22, 2018), ECF No. 2929; *In re Breitburn Energy Partners LP*, No. 16-11390 (SMB) (Bankr. S.D.N.Y. Nov. 22, 2017), ECF No. 1847; *In re ARO Liquidation, Inc. (f/k/a Aéropostale, Inc.)*, No. 16-11275 (SHL) (Bankr. S.D.N.Y. Oct. 10, 2017), ECF No. 1449; *In re AMR Corp.*, No. 11-15463 (SHL) (Bankr.

S.D.N.Y. Mar. 27, 2013), ECF No. 7284; *In re Residential Capital LLC*, Case No. 12-12020 (MG) (Bankr. S.D.N.Y. Sept. 11, 2012), ECF No. 3919; *In re Frontier Airlines Holdings, Inc.*, No. 08-11298 (RDD) (Bankr. S.D.N.Y. May 20, 2009), ECF No. 853; *In re Delta Airlines, Inc.*, No. 05-17923 (ASH) (Bankr. S.D.N.Y. Mar. 15, 2007), ECF No. 5225; *In re Northwest Airlines Corp.*, No. 05-17930 (ALG) (Bankr. S.D.N.Y. June 29, 2006), ECF No. 2959.

Automatic Extension

28. Pursuant to the *Order Establishing Certain Notice, Case Management, and Administrative Procedures*, entered on July 8, 2020 [ECF No. 79] (the “**Case Management Order**”):

Automatic Extension of Certain Time Periods. If a Request for Relief to extend the time to take any action is filed prior to the expiration of the time period provided by the Bankruptcy Code (**including any Request for Relief pursuant to section 1121 of the Bankruptcy Code**), the Bankruptcy Rules, the Local Rules, or any order of the Court, the time to so take action shall be automatically extended until the Court considers and rule upon the Request for Relief.

Case Management Order at ¶ 46 (emphasis added). In addition, pursuant to Local Rule 9006-2, the Exclusive Periods are automatically extended until the Court acts on this Motion, without the necessity for the entry of a bridge order.

Notice

29. Notice of this Motion will be provided to: (a) the entities on the Master Service List (as defined in the Case Management Order and available on the Debtors’ case website at <https://dm.epiq11.com/aeromexico>) and (b) any person or entity with a particularized interest in the subject matter of this motion (the “**Notice Parties**”). The Debtors respectfully submit that no further notice is required.

No Prior Request

30. The Debtors have not previously sought the relief requested herein from the Court or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, substantially in the form attached hereto, granting the relief requested herein, and such other and further relief as the Court deems just and proper.

Dated: November 29, 2021
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Timothy Graulich

450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
James I. McClammy
Stephen D. Piraino
Erik Jerrard (admitted *pro hac vice*)

*Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**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)

**ORDER EXTENDING THE EXCLUSIVE PERIODS WITHIN WHICH TO FILE A
CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

Upon the motion (the “**Motion**”)² of Grupo Aeroméxico, S.A.B. de C.V. and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”), for entry of an order (this “**Order**”), pursuant to section 1121(d) of the Bankruptcy Code, extending the Exclusive Periods, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and an opportunity for a hearing on the Motion having been provided to the Notice Parties, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Motion; and the Court having the opportunity to hold a hearing on the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the

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 Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Motion.

Court having determined that the relief requested is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby granted as set forth herein.
2. The Exclusive Filing Period is hereby extended through and including December 30, 2021.
3. The Exclusive Solicitation Period is hereby extended through and including February 28, 2022.
4. The contents of the Motion and the notice procedures set forth therein are good and sufficient notice and satisfy the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York, and no other or further notice of the Motion or the entry of this Order shall be required.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2021
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE