

UNITED STATES BANKRUPTCY COURT

Southern DISTRICT OF New York

In Re. Grupo Aeroméxico, S.A.B. de C.V.

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Case No. 20-11563

Debtor(s)

Lead Case No. 20-11563

☒ Jointly Administered

Monthly Operating Report

Chapter 11

Reporting Period Ended: 10/31/2021

Petition Date: 06/30/2020

Months Pending: 16

Industry Classification:

4	8	1	1
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Reporting Method:

Accrual Basis ☒

Cash Basis ☐

Debtor's Full-Time Employees (current):

0

Debtor's Full-Time Employees (as of date of order for relief):

0

Supporting Documentation (check all that are attached):

(For jointly administered debtors, any required schedules must be provided on a non-consolidated basis for each debtor)

- ☒ Statement of cash receipts and disbursements
- ☒ Balance sheet containing the summary and detail of the assets, liabilities and equity (net worth) or deficit
- ☒ Statement of operations (profit or loss statement)
- ☒ Accounts receivable aging
- ☒ Postpetition liabilities aging
- ☐ Statement of capital assets
- ☒ Schedule of payments to professionals
- ☒ Schedule of payments to insiders
- ☒ All bank statements and bank reconciliations for the reporting period
- ☐ Description of the assets sold or transferred and the terms of the sale or transfer

/s/ Ricardo Javier Sánchez Baker

Signature of Responsible Party

12/01/2021

Date

Ricardo Javier Sánchez Baker

Printed Name of Responsible Party

243 Paseo de la Reforma, Piso 25, Mexico City, MX
06500

Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name Grupo Aeroméxico, S.A.B. de C.V.

Case No. 20-11563

Part 1: Cash Receipts and Disbursements		Current Month	Cumulative
a.	Cash balance beginning of month	\$660,975,705	
b.	Total receipts (net of transfers between accounts)	\$3,308,047	\$3,308,047
c.	Total disbursements (net of transfers between accounts)	\$4,822,915	\$4,822,915
d.	Cash balance end of month (a+b-c)	\$659,460,837	
e.	Disbursements made by third party for the benefit of the estate	\$0	\$0
f.	Total disbursements for quarterly fee calculation (c+e)	\$4,822,915	\$4,822,915

Part 2: Asset and Liability Status (Not generally applicable to Individual Debtors. See Instructions.)		Current Month
a.	Accounts receivable (total net of allowance)	\$-286
b.	Accounts receivable over 90 days outstanding (net of allowance)	\$0
c.	Inventory (Book <input checked="" type="radio"/> Market <input type="radio"/> Other <input type="radio"/> (attach explanation))	\$0
d.	Total current assets	\$999,689,446
e.	Total assets	\$-1,000,553,604
f.	Postpetition payables (excluding taxes)	\$1,135,104,023
g.	Postpetition payables past due (excluding taxes)	\$138,081
h.	Postpetition taxes payable	\$0
i.	Postpetition taxes past due	\$0
j.	Total postpetition debt (f+h)	\$1,135,104,023
k.	Prepetition secured debt	\$3,653,244
l.	Prepetition priority debt	\$0
m.	Prepetition unsecured debt	\$58,393,713
n.	Total liabilities (debt) (j+k+l+m)	\$1,197,150,980
o.	Ending equity/net worth (e-n)	\$-2,197,704,584

Part 3: Assets Sold or Transferred		Current Month	Cumulative
a.	Total cash sales price for assets sold/transferred outside the ordinary course of business	\$0	\$0
b.	Total payments to third parties incident to assets being sold/transferred outside the ordinary course of business	\$0	\$0
c.	Net cash proceeds from assets sold/transferred outside the ordinary course of business (a-b)	\$0	\$0

Part 4: Income Statement (Statement of Operations) (Not generally applicable to Individual Debtors. See Instructions.)		Current Month	Cumulative
a.	Gross income/sales (net of returns and allowances)	\$1,805,648	
b.	Cost of goods sold (inclusive of depreciation, if applicable)	\$0	
c.	Gross profit (a-b)	\$1,805,648	
d.	Selling expenses	\$4,918,325	
e.	General and administrative expenses	\$0	
f.	Other expenses	\$371,375	
g.	Depreciation and/or amortization (not included in 4b)	\$0	
h.	Interest	\$-19,477,090	
i.	Taxes (local, state, and federal)	\$0	
j.	Reorganization items	\$-10,717,885	
k.	Profit (loss)	\$-32,408,586	\$-1,143,506,697

Debtor's Name Grupo Aeroméxico, S.A.B. de C.V.

Case No. 20-11563

Part 5: Professional Fees and Expenses

a.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative	
	Debtor's professional fees & expenses (bankruptcy) <i>Aggregate Total</i>		\$0	\$0	\$0	\$0	
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
	i	See attached		\$0	\$0	\$0	\$0
	ii			\$0	\$0	\$0	\$0

b.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative	
	Debtor's professional fees & expenses (nonbankruptcy) <i>Aggregate Total</i>		\$0	\$0	\$0	\$0	
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
	i			\$0	\$0	\$0	\$0
	ii			\$0	\$0	\$0	\$0
c.	All professional fees and expenses (debtor & committees)		\$0	\$0	\$0	\$0	

Part 6: Postpetition Taxes

	Current Month	Cumulative
a. Postpetition income taxes accrued (local, state, and federal)	\$0	\$0
b. Postpetition income taxes paid (local, state, and federal)	\$0	\$0
c. Postpetition employer payroll taxes accrued	\$0	\$0
d. Postpetition employer payroll taxes paid	\$0	\$0
e. Postpetition property taxes paid	\$0	\$0
f. Postpetition other taxes accrued (local, state, and federal)	\$0	\$0
g. Postpetition other taxes paid (local, state, and federal)	\$0	\$0

Part 7: Questionnaire - During this reporting period:

- a. Were any payments made on prepetition debt? (if yes, see Instructions) Yes ☒ No ☐
- b. Were any payments made outside the ordinary course of business without court approval? (if yes, see Instructions) Yes ☐ No ☒
- c. Were any payments made to or on behalf of insiders? Yes ☒ No ☐
- d. Are you current on postpetition tax return filings? Yes ☒ No ☐
- e. Are you current on postpetition estimated tax payments? Yes ☒ No ☐
- f. Were all trust fund taxes remitted on a current basis? Yes ☒ No ☐
- g. Was there any postpetition borrowing, other than trade credit? (if yes, see Instructions) Yes ☐ No ☒
- h. Were all payments made to or on behalf of professionals approved by the court? Yes ☒ No ☐ N/A ☐
- i. Do you have:
- Worker's compensation insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- Casualty/property insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- General liability insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- j. Has a plan of reorganization been filed with the court? Yes ☐ No ☒

Debtor's Name Grupo Aeroméxico, S.A.B. de C.V.

Case No. 20-11563

- k. Has a disclosure statement been filed with the court? Yes ☐ No ☒
- l. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Part 8: Individual Chapter 11 Debtors (Only)

- | | | |
|--|---|-----|
| a. Gross income (receipts) from salary and wages | _____ | \$0 |
| b. Gross income (receipts) from self-employment | _____ | \$0 |
| c. Gross income from all other sources | _____ | \$0 |
| d. Total income in the reporting period (a+b+c) | _____ | \$0 |
| e. Payroll deductions | _____ | \$0 |
| f. Self-employment related expenses | _____ | \$0 |
| g. Living expenses | _____ | \$0 |
| h. All other expenses | _____ | \$0 |
| i. Total expenses in the reporting period (e+f+g+h) | _____ | \$0 |
| j. Difference between total income and total expenses (d-i) | _____ | \$0 |
| k. List the total amount of all postpetition debts that are past due | _____ | \$0 |
| l. Are you required to pay any Domestic Support Obligations as defined by 11 U.S.C § 101(14A)? | Yes <input type="radio"/> No <input checked="" type="radio"/> | |
| m. If yes, have you made all Domestic Support Obligation payments? | Yes <input type="radio"/> No <input type="radio"/> N/A <input checked="" type="radio"/> | |

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information, and provision of this information is mandatory under 11 U.S.C. §§ 704, 1106, and 1107. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6). The United States Trustee will also use this information to evaluate a chapter 11 debtor's progress through the bankruptcy system, including the likelihood of a plan of reorganization being confirmed and whether the case is being prosecuted in good faith. This information may be disclosed to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Monthly Operating Report and its supporting documentation are true and correct and that I have been authorized to sign this report on behalf of the estate.

/s Ricardo Javier Sánchez Baker/

Signature of Responsible Party

Chief Financial Officer

Title

Ricardo Javier Sánchez Baker

Printed Name of Responsible Party

12/01/2021

Date

In re: GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,	Case No:	20-11563 (Jointly Administered)
Debtor	Reporting Period:	10/1/21 - 10/31/21
	Fed. Tax ID. No.:	N/A

MOR -1a: CONSOLIDATED CASH FLOW STATEMENTS DEBTORS AND NON DEBTORS

Starting Cash Balance as of October 1, 2021	871,508,249
Receipts	299,187,623
Operating Disbursements [1]	(271,965,932)
Operating Cash Flows [2]	27,221,691
Non-Operating Cash Flows	9,662,925
Net Cash Flows	36,884,616
Total Ending Cash Balance October 31, 2021	908,392,865

FOOTNOTES

[1] Certain payments of the Debtors were made on prepetition liabilities during the period pursuant to the interim and final first day orders.

[2] Above represents consolidated receipts and disbursements of the entire Grupo Aeromexico organization, including Debtors and non-Debtors.

In re: **GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,**
Debtor

Case No: 20-11563
Reporting Period: 10/1/21 - 10/31/21
Fed. Tax I.D. No.: N/A

MOR -1c: BANK ACCOUNT INFORMATION

Debtor	Bank	Last 4 Digits	Description	Balance as of Month End (USD)
Grupo Aeromexico, SAB DE CV	BANCOMER	2910	Mixed Account-MXN	761
Grupo Aeromexico, SAB DE CV	BANK OF AMERICA MERRILL LYNCH	6213	Mixed Account - USD	1,831 [2]
Grupo Aeromexico, SAB DE CV	CITIBANK	5305	Mixed Account Foreign Currency- USD	125
Grupo Aeromexico, SAB DE CV	JPMORGAN/CHASE	6603	Mixed Account - USD	659,457,986 [1]
Grupo Aeromexico, SAB DE CV	SANTANDER	0442	Mixed Account-MXN	135
Sub Total - Bank Accounts				659,460,837
Total				659,460,837

FOOTNOTES

[1] JPMORGAN/CHASE account ending 6603 is a new account opened during September 2020.

[2] BANK OF AMERICA MERRILL LYNCH account ending 6213 is a new account opened during September 2021

Debtor

GRUPO AEROMÉXICO, S.A.B. de C.V.

Case No

20-11563

Reporting Period:

10/1/21 - 10/31/21

Fed. Tax I.D. No.:

N/A

MOR-2a - BALANCE SHEET

Assets

October 2021

Current assets:

Cash and cash equivalents	663,128,109
Financial assets	-
Trade and other receivables	5,113,361
Due from (to) related parties	289,389,046
Pre-Petition - Inter Company Debtor Receivables	42,058,930
Prepayments and deposits	-
Inventories	-

Total current assets 999,689,446

Non-current assets:

Property and equipment	-
Intangible assets	-
Rights to use equipment	-
Total Advance payments and long-term deposits	4,871
Total Investment in subsidiaries	(2,014,018,878)
Total other non-current assets	13,770,957

Total non - current assets (2,000,243,050)

Total assets **(1,000,553,604)**

Liabilities

Current Liabilities:

DIP Financing	1,090,501,357
Trade and other accruals	27,582,743
Related parties payables	-
Short-term operating lease obligations	-
Short-term employee benefits	-
Total other current liabilities	-

Total Current Liabilities 1,118,084,100

Non-Current Liabilities

Loans and Borrowings	-
Long-term operating lease obligations	-
Long-term employee benefits	-
Related parties payables long term	-
Derivative financial instruments	-
Deferred liabilities	17,019,924

Total Non-Current Liabilities 17,019,924

Total Liabilities not subject to compromise 1,135,104,023

Liabilities subject to compromise 62,046,957

Total Liabilities 1,197,150,980

Equity

Capital Stock	89,730,794
Social Capital	53,214,331
Retained Earnings	(2,565,753,093)
Legal reserve	42,104,057
Total other accumulated comprehensive income	182,999,327

Total Equity (2,197,704,584)

Total liabilities and Equity **(1,000,553,604)**

In re **GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,**

Case No:

20-11563 (Jointly Administered)

Debtor

Reporting Period:

10/1/21 - 10/31/21

Fed. Tax I.D. No.:

N/A

MOR -2b: ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Trade Accounts Receivable	187,331,452	771,052	285,325	5,200,763	193,588,592
Less: Allowance for Bad Debts	(1,392,228)	(771,052)	(285,325)	(5,200,763)	(7,649,369)
Net Accounts Receivable	185,939,223	0	0	0	185,939,223

In re: **GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,**
Debtor

Case No: 20-11563 (Jointly Administered)
Reporting Period: 10/1/21 - 10/31/21
Fed. Tax I.D. No.: N/A

MOR-2c: POST-PETITION ACCOUNTS PAYABLE AGING

	Total	Current	Past Due[1]			
			0-30 Days	31-60 Days	61-90 Days	91+ Days
Post-Petition Trade Payables Aging	188,475,047	180,823,253	4,270,839	324,865	325,239	2,730,850

FOOTNOTE

[1] While the Debtors' AP Aging Report shows that the Debtors are past due on certain postpetition amounts owed, certain of these payments are not actually owed pursuant to various provisions of the bankruptcy code, and the Debtors do not believe that once they finish reconciling their invoices, books and records, this will be the case.

Debtor

GRUPO AEROMÉXICO, S.A.B. de C.V.

Case No

20-11563

Reporting Period:

10/1/21 - 10/31/21

Fed. Tax I.D. No.:

N/A

MOR-4: STATEMENT OF OPERATIONS

	October 2021	YTD Post-Petition (July 2020 - October 2021)
Revenue:		
Other Operating revenue	1,805,648	28,779,827
Total Revenue	1,805,648	28,779,827
Operating Expenses:		
Selling and administrative	4,918,325	52,150,855
Impairment supplement	-	9,242,435
Depreciation and amortization	-	621,397
Other (income) expenses, net	(263,845)	(24,206,306)
	4,654,479	37,808,381
Total Operating Profit (Loss)	(2,848,832)	(9,028,554)
Finance income (cost)		
Net foreign exchange gain (loss)	635,220	(9,461,892)
Finance income (cost)	(19,477,090)	(183,903,509)
Gain (loss) on investment in subsidiaries	(10,717,885)	(941,112,742)
Total Finance Cost	(29,559,755)	(1,134,478,144)
Income (Loss) before income tax	(32,408,586)	(1,143,506,697)
Income tax expense (income)	-	-
Income (Loss) for the period	(32,408,586)	(1,143,506,697)

GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,	Case No:	20-11563 (Jointly Administered)
Debtor	Reporting Period:	10/1/21 - 10/31/21
	Fed. Tax I.D. No.:	N/A

MOR -5: PAYMENTS TO INSIDERS & PROFESSIONALS

INSIDERS	
	TOTAL PAID
Total Payment to Insiders	334,375

PROFESSIONALS						
NAME	DATE OF COURT ORDER AUTHORIZING RETENTION / EMPLOYMENT		TOTAL AMOUNT APPROVED [4]	AMOUNT PAID CURRENT MONTH	TOTAL PAID TO DATE [8]	TOTAL INCURRED & UNPAID
Akin Gump Strauss Hauer & Feld LLP	8/21/2020	[1]	6,118,098	429,349	6,118,098	-
AlixPartners, LLP	9/22/2020		35,968,789	2,409,939	35,968,789	9,715,854
Baker McKenzie	8/21/2020	[3]	99,319	-	99,319	-
Barclays PLC	8/21/2020	[1],[2]	2,009,367	-	2,009,367	-
Cervantes Sainz, S.C.	9/22/2020		1,610,716	-	1,610,716	-
Cleary Gottlieb Steen & Hamilton LLP	8/21/2020	[1],[2],[3],[7]	9,840,158	890,956	9,840,158	-
Creel, García-Cuéllar, Aiza y Enríquez, S.C.	8/21/2020	[1],[2],[3]	1,814,505	-	1,814,505	-
Davis Polk & Wardwell LLP	9/8/2020		17,545,305	-	17,545,305	9,810,508
De la Vega & Martinez Rojas, S.C.	7/21/2021		541,510	472,881	541,510	253,126
DNS Capital Partners, LLC	8/21/2020	[1],[2],[3]	225,000	-	225,000	-
Ducera Partners LLC	8/21/2020	[1],[3]	2,250,493	150,070	2,250,493	-
Epiq Corporate Restructuring, LLC - Claims and Noticing	7/2/2020		8,656,313	683,231	8,656,313	-
Epiq Corporate Restructuring, LLC - Administrative Agent	11/10/2020		-	-	-	-
FTI Consulting, Inc.	10/2/2020		3,650,846	-	3,650,846	1,784,397
KPMG Cardenas Dosal, S.C.				-	-	
L.E.K. Consulting LLC	8/21/2020	[1]	372,420	-	372,420	-
Linklaters LLP	8/21/2020	[1],[2],[3]	42,078	-	42,078	-
Mark Dunkerley	8/21/2020	[1],[2],[3]	400,000	-	400,000	-
Morgan, Lewis & Bockius LLP	10/13/2020	[2],[3]	262,973	-	262,973	-
Morris, Nichols, Arsht & Tunnell LLP	9/22/2020		1,128,576	184,011	1,128,576	606,223
Morrison & Foerster LLP	9/25/2020		4,582,291	-	4,582,291	872,524
Nader, Hayaux y Goebel, S.C.	8/21/2020		406,028	79,519	406,028	-
Paul, Weiss, Rifkind, Wharton & Garrison	10/13/2020	[2]	164,882	-	164,882	-
PricewaterhouseCoopers LLP	8/21/2020	[1],[2],[3]	1,325,000	-	1,325,000	-
Ramboll	8/21/2020	[3]	37,996	-	37,996	-
Rothschild & Co US Inc. and Rothschild & Co Mexico S.A. De	1/21/2021		20,922,199	205,983	20,922,199	4,983,375
Santamarina Y Steta, S.C.	1/25/2021		507,782	77,542	507,782	191,517
Sainz Abogados, S.C.	3/19/2021		1,632,018	157,473	1,632,018	790,673
Seabury Consulting LLC	8/21/2020	[1],[2]	2,295,484	-	2,295,484	-
SkyWorks Capital, LLC	9/23/2020		10,975,200	909,773	10,975,200	4,305,099
The Lee Group PLLC	7/19/2021		344,608	71,168	344,608	196,302
White & Case LLP	9/23/2020		7,093,010	663,552	7,093,010	3,783,584
Willkie Farr & Gallagher LLP	6/29/2021		1,943,560	-	1,943,560	2,871,611
Total Payments to Professionals			\$ 144,766,524	\$ 7,385,447	\$ 144,766,524	\$ 40,164,794

FOOTNOTES

- [1] Amounts paid pursuant to Interim Order Granting Debtors’ Motion To (i) Authorize Certain Debtors In Possession To Obtain Post-Petition Financing Pursuant To 11 U.S.C. §§ 105, 362, 363 And 364; (ii) Grant Liens And Superpriority Administrative Expense Claims To Dip Lenders Pursuant To 11 U.S.C. §§ 364 And 507; (iii) Modify Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364 And 507; (iv) Schedule Final Hearing Pursuant To Bankruptcy Rules 4001(B) And (C); And (V) Grant Related Relief (Dkt 318) entered on August 21, 2020.
- [2] Amounts paid pursuant to Final Order Granting Debtors' Motion to (I) Authorize Certain Debtors in Possession to Obtain Post-Petition Financing; (II) Grant Liens and Superpriority Administrative Expense Claims to DIP Lenders; (III) Modify Automatic Stay; and (IV) Grant Related Relief (Dkt 527) signed on 10/13/2020.
- [3] Amounts paid directly from the final DIP funding drawn on February 24, 2021.
- [4] These figures exclude heldback fees as provided by the court’s interim compensation procedures and as agreed with the U.S. Trustee.
- [5] Includes unpaid fees through September 30, 2021.
- [6] Includes amounts applied from retainers for AlixPartners, LLP, Davis, Polk & Wardwell, LLP, SkyWorks Capital, LLC, and Rothschild & Co US Inc. and Rothschild & Co Mexico S.A.

In re: GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtor

Case No: 20-11563 (Jointly Administered)
Reporting Period: 10/1/21 - 10/31/21
Fed. Tax I.D. No.: N/A

MOR-6: STATUS OF POST-PETITION TAXES

The Debtor, Grupo Aeromexico, S.A.B. de C.V., and its affiliated Debtors, hereby submit this attestation regarding post-petition taxes. All postpetition taxes for the debtors, which are not subject to dispute or reconciliation are current; provided, however, the Debtors continue to actively reconcile other amounts owed to various taxing and governmental authorities, which may subsequently be subject to dispute.

/s/ Ricardo Javier Sánchez Baker
Chief Financial Officer