

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

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

**SECOND AMENDED VERIFIED STATEMENT OF THE  
AD HOC GROUP OF UNSECURED CLAIMHOLDERS  
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), certain beneficial holders or the investment advisors or managers for certain beneficial holders as identified on Exhibit A hereto (collectively, the “Ad Hoc Group of Unsecured Claimholders”) hereby submit this amended verified statement (this “Amended Verified Statement”), and in support hereof state as follows:

1. On or about July 2021, certain members of the Ad Hoc Group of Unsecured Claimholders retained attorneys presently with Gibson, Dunn & Crutcher LLP (“Gibson Dunn”) to represent them as counsel in connection with the pending chapter 11 cases of the above-captioned debtors and certain of their subsidiaries and affiliates (collectively, the “Debtors”). From time to time thereafter, certain additional holders of unsecured claims have joined the Ad Hoc Group of Unsecured Claimholders.

---

<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.

2. On August 9, 2021, the Ad Hoc Group of Unsecured Claimholders filed the *Verified Statement of the Ad Hoc Group of Unsecured Claimholders Pursuant to Bankruptcy Rule 2019* [Docket No. 1530]. On September 17, 2021, the Ad Hoc Group of Unsecured Claimholders filed the *First Amended Verified Statement of the Ad Hoc Group of Unsecured Claimholders Pursuant to Bankruptcy Rule 2019* [Docket No. 1733]. Since that time, the membership of the Ad Hoc Group of Unsecured Claimholders and the disclosable economic interests in relation to the Debtors held or managed by such members has changed. The Ad Hoc Group of Unsecured Claimholders submits this Amended Verified Statement accordingly.

3. As of the date of this Amended Verified Statement, Gibson Dunn represents (as that term is defined in Bankruptcy Rule 2019(a)(2)) the members of the Ad Hoc Group of Unsecured Claimholders in their capacity as holders of general unsecured claims (the “Unsecured Claims”) asserted against one or more of the Debtors.

4. Gibson Dunn does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Gibson Dunn does not represent the Ad Hoc Group of Unsecured Claimholders as a “committee” (as such term is used in the Bankruptcy Code and the Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Gibson Dunn. In addition, the Ad Hoc Group of Unsecured Claimholders does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases.

5. Upon information and belief formed after due inquiry, Gibson Dunn does not hold any disclosable economic interests (as that term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors.

6. The names and addresses of each member of the Ad Hoc Group of Unsecured Claimholders, together with the nature and amount of the disclosable economic interests held by each such member in relation to the Debtors, are set forth in Exhibit A attached hereto. The information set forth in Exhibit A is based on information provided to Gibson Dunn by the members of the Ad Hoc Group of Unsecured Claimholders and is intended only to comply with Bankruptcy Rule 2019 and not for any other purpose.

7. The undersigned verifies that the foregoing is true and correct to the best of their knowledge.

8. Nothing contained in this Amended Verified Statement is intended or shall be construed to constitute: (i) a waiver or release of the rights of the members of the Ad Hoc Group of Unsecured Claimholders to have any final order entered by, or other exercise of the judicial power of the United States performed by, an Article III court; (ii) a waiver or release of the rights of the members of the Ad Hoc Group of Unsecured Claimholders to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (iii) consent to the jurisdiction of the Court over any matter; (iv) an election of remedies; (v) a waiver or release of any rights the members of the Ad Hoc Group of Unsecured Claimholders may have to a jury trial; (vi) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise involving the members of the Ad Hoc Group of Unsecured Claimholders; or (vii) a waiver or release of any other rights, claims, actions, defenses, setoffs or recoupments to which the members of the Ad Hoc Group of Unsecured Claimholders are or may be entitled, in law or in equity, under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs or recoupments being expressly reserved.

9. The Ad Hoc Group of Unsecured Claimholders, through its undersigned counsel, reserves the right to amend or supplement this Amended Verified Statement in accordance with the requirements of Bankruptcy Rule 2019 at any time in the future.

Dated: December 4, 2021  
New York, New York

GIBSON, DUNN & CRUTCHER LLP

*/s/ Joshua K. Brody*

---

Joshua K. Brody (Bar No. 4143707)  
Scott J. Greenberg (Bar No. 4126991)  
Matthew J. Williams (Bar No. 3019106)  
200 Park Avenue  
New York, New York 10166  
Telephone: (212) 351-4000  
Facsimile: (212) 351-4035  
Email: jbrody@gibsondunn.com  
sgreenberg@gibsondunn.com  
mjwilliams@gibsondunn.com

*Counsel to the Ad Hoc Group of Unsecured  
Claimholders*

**Exhibit A**

**Disclosable Economic Interests**

| Name <sup>2</sup>                     | Address   | Nature & Amount of Economic Interest <sup>3</sup> |
|---------------------------------------|---|---|
| Bank of America, National Association | Gateway Village #900<br>900 West Trade St. NC1-026-05-41<br>Charlotte, NC 28202 | Unsecured Claims: <sup>4</sup> \$32,492,534.00    |
| Nut Tree Capital Management           | 55 Hudson Yards<br>22 <sup>nd</sup> Floor<br>New York, NY 10001                 | Unsecured Claims: \$150,000,000.00                |
| P. Schoenfeld Asset Management        | 1350 6 <sup>th</sup> Avenue<br>21 <sup>st</sup> Floor<br>New York, NY 10019     | Unsecured Claims: \$29,300,000.00                 |

---

<sup>2</sup> Each entity listed herein holds disclosable economic interests or acts as investment manager or advisor to funds or accounts (or their respective affiliates) that hold disclosable economic interests in relation to the Debtors. All amounts are denominated in U.S. dollars.

<sup>3</sup> The amounts set forth herein (i) reflect the filed amount, allowed amount or face amount of the subject claim, as applicable, and (ii) may include disclosable economic interests that are subject to pending settlement.

<sup>4</sup> For the avoidance of doubt, the term “Unsecured Claims”, as defined herein, does not include any funded debt claims that have been asserted or may be asserted against the Debtors.