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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)

AGENDA FOR DECEMBER 6, 2021 HEARING

Time and Date of Hearing: December 6, 2021 at 10:00 a.m. (prevailing Eastern Time)

Telephonic Only Hearing: In accordance with General Order M-543 (“General Order M-543”), dated March 20, 2020, the Hearing will only be conducted telephonically. Any parties wishing to participate in the Hearing must make arrangements through CourtSolutions LLC. Instructions to register for CourtSolutions LLC are attached to General Order M-543. Please register with Court Solutions at www.court-solutions.com.

Copies of Motions: A copy of each pleading can be viewed on the Court’s website at <http://www.nysb.uscourts.gov> and the website of the Debtors’ notice and claims agent, Epiq Corporate Restructuring, LLC at <https://dm.epiq11.com/Aeroméxico>.

I. UNCONTESTED MATTERS:

- 1. *Supplemental Customer Programs Motion.*** Debtors Motion for Entry of an Order (I) Authorizing the Debtors to (A) Continue Honoring Prepetition Obligations to

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.

Customers and Related Third Parties in Accordance with the Customer Programs Order and the Customer Claims Procedures and (B) Otherwise Continue Their Customer Programs and (II) Approving the Customer Claims Procedures [ECF No. 1997].

Objection Deadline: November 7, 2021 at 4:00 p.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents:

- A. Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors Motion for Entry of an Order (I) Authorizing Debtors To (A) Continue Honoring Prepetition Obligations to Customers and Related Third Parties in accordance with the Customer Programs Order and the Customer Claims Procedures and (B) Otherwise Continue Their Customer Programs and (II) Approving the Customer Claims Procedures [ECF No. 1998].
- B. Notice of Hearing Regarding the Debtors' Disclosure Statement Motion, Commitment Letter Motion, Supplemental Customer Programs Motion, and Assumption Motions [ECF No. 2173].
- C. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2087].

Status: The objection deadline has passed and no objections have been filed. To the extent a hearing is necessary, this matter is going forward on an uncontested basis.

- 2. *OpCo Creditors' Sealing Motion.*** *Motion of the Ad Hoc Group of OpCo Creditors for Entry of an Order Authorizing the Ad Hoc Group of OpCo Creditors to File Under Seal Portions of the Objection of the Ad Hoc Group of OpCo Creditors to Debtors' Motion for Entry of an Order (I) Authorizing the Debtors' Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors' Entry Into, and Performance Under, the Equity Commitment Letter, (III) Authorizing the Debtors' Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [ECF No. 2229].*

Objection Deadline: December 6, 2021 at 10:00 a.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents:

A. Certificate of Service [ECF No. 2235].

Status: This matter is going forward.

- 3. *Committee's Sealing Motion.*** *Motion of the Official Committee of Unsecured Creditors for Authority To Redact and File Under Seal Certain Portions of the Objection of the Official Committee of Unsecured Creditors to Debtor's Motion Seeking Approval of Committee Premium, the Declaration of James C. Dugan in Support of the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Approval of Committee Premium and Related Exhibits, and the Objection of unsecured Creditors to 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. 2236].

Objection Deadline: December 6, 2021 at 10:00 a.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents: None.

Status: This matter is going forward.

- 4. *Debtors' Sealing Motion.*** *Debtors' Motion for Entry of an Order Authorizing the Debtors To Redact Commercially Sensitive Information* [ECF No. 2252].

Objection Deadline: December 6, 2021 at 10:00 a.m. (prevailing Eastern Time)

Responses Received: None.

Related Documents: None.

Status: This matter is going forward.

II. STATUS CONFERENCE:

- 5. *DIP Amendment.*** Notice of Presentment of Proposed Order Authorizing Debtors' Entry into Third DIP Amendment [ECF No. 2177].

Objection Deadline: December 1, 2021 at 4:00 p.m. (prevailing Eastern Time)

Responses Received:

A. Reservation Of Rights To The Debtors Motion For Entry Of An Order (I) Authorizing the Debtors Entry Into, and Performance

Under, the Debt Financing Commitment Letter, (II) Authorizing The Debtors Entry Into, and Performance Under, the Equity Commitment Letter, (III) Authorizing the Debtors Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment and Allowance Of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [DE 1860], Supplement Thereto [DE 2168] and Third DIP Agreement Motion [DE 2177]; Debtors Motion to Approve the (I) 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 [DE 1808] and Amendment Thereto [DE 2189] [ECF No. 2215].

Related Documents:

- A. Final 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; and (IV) Grant Related Relief [ECF No. 527].
- B. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2223].

Status: The Notice of Presentment provides that the Debtors will submit the order for signing on December 7, 2021 at 10:00 a.m. (prevailing Eastern Time). The Debtors will provide an update at the Hearing.

III. CONTESTED MATTERS:

- 6. *Solicitation Motion.*** 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].

Objection Deadline: December 1, 2021 at 4:00 p.m. (prevailing Eastern Time)

Reply Deadline: December 4, 2021 at 4:00 p.m. (prevailing Eastern Time)

Responses Received:

- A. Reservation of Rights of PLM to 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. 1892].
- B. Official Committee of Unsecured Creditors' (A) Objection to Debtors' Motion To Approve Shortened Notice and Objection Periods for Debtors' Disclosure Statement Motion and (B) Request to Adjourn Certain Matters Scheduled for Hearing on October 21, 2021 [ECF No. 1894].
- C. Reservation Of Rights To The Debtors Motion For Entry Of An Order (I) Authorizing the Debtors Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing The Debtors Entry Into, and Performance Under, the Equity Commitment Letter, (III) Authorizing the Debtors Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment and Allowance Of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [DE 1860], Supplement Thereto [DE 2168] and Third DIP Agreement Motion [DE 2177]; Debtors Motion to Approve the (I) 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 [DE 1808] and Amendment Thereto [DE 2189] [ECF No. 2215].
- D. The Ad Hoc Group of OpCo Creditors Objection to Debtors' 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. 2227].
- E. Objection of the Official Committee of Unsecured Creditors to 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. 2233].
- F. Joinder of Banco Santander México, S.A. to the Official Committee of Unsecured Creditors' and the Ad Hoc Group of OpCo Creditors' Objections to the Debtors' Motions for: (I) Authorization to Enter into Exit Financing Commitments and (II) Approval of the Disclosure Statement and Related Relief [ECF No. 2239].

- G. Joinder of Deva Capital Investment Company, S.L.U. to the Official Committee of Unsecured Creditors' and the Ad Hoc Group of OpCo Creditors' Objections to the Debtors' Motions for: (I) Authorization to Enter into Exit Financing Commitments and (II) Approval of the Disclosure Statement and Related Relief [ECF No. 2241].
- H. The Debtors have received informal comments from the U.S. Trustee and various parties in interest.

Reply:

- A. Debtors' Omnibus Reply in Further Support of 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. 2247].

Related Documents:

- A. Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [ECF No. 1806].
- B. Disclosure Statement for the Joint Chapter 11 Plan of Grupo Aeroméxico S.A.B. de C.V. and Its Affiliated Debtors [ECF No. 1807].
- C. Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [ECF No. 1896].
- D. Disclosure Statement for the Joint Chapter 11 Plan of Grupo Aeroméxico S.A.B. de C.V. and Its Affiliated Debtors [ECF No. 1897].
- E. Notice of Filing of Revised Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [ECF No. 1898].
- F. Notice of Filing of Revised Disclosure Statement for the Joint Chapter 11 Plan of Grupo Aeroméxico S.A.B. de C.V. and Its Affiliated Debtors [ECF No. 1899].
- G. Notice of Adjournment of Hearing Regarding the Debtors' Disclosure Statement Motion, Commitment Letter Motion, and ALC Motion [ECF No. 1905].

- H. Notice of Adjournment of Hearings Regarding the Debtors Disclosure Statement Motion, Commitment Letter Motion, and ALC Motion [ECF No. 2031].
- I. Notice of Cancellation of Hearing Scheduled for November 17, 2021 at 11:00 AM [ECF No. 2108].
- J. Notice of Hearing Regarding the Debtors' Disclosure Statement Motion, Commitment Letter Motion, Supplemental Customer Programs Motion, and Assumption Motions [ECF No. 2173].
- K. Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [ECF No. 2184].
- L. 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. 2186].
- M. Notice of Filing of Second Revised Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code [ECF No. 2187].
- N. Notice of Filing of Second Revised 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. 2188].
- O. Notice of Filing of Revised Order Approving (I) 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. 2189].
- P. The Commitment Parties' Statement in Support of Debtors' Exit Financing and Disclosure Statement Motions [ECF No. 2245].
- Q. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 1843].
- R. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 1866].
- S. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 1927].
- T. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2014].

- U. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2074].
- V. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2100].
- W. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2158].
- X. Certificate of Service [ECF No. 2235].
- Y. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2242].
- Z. Affidavit of Service of Morgan Dunstan [ECF No. 2248].

Status: This matter is going forward on a contested basis.

7. ***Exit Financing Motion***. Debtors' Motion for Entry of An Order (I) Authorizing the Debtors' Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors' Entry Into, and Performance Under the Equity Commitment Letter, (III) Authorizing the Debtors' Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses As Superpriority Administrative Expense Claims [ECF No. 1860].

Objection Deadline: December 1, 2021 at 4:00 p.m. (prevailing Eastern Time)

Reply Deadline: December 4, 2021 at 4:00 p.m. (prevailing Eastern Time)

Responses Received:

- A. The Ad Hoc Group Of OpCo Creditors' Limited Preliminary Objection to Debtors' Motion for Entry of an Order (I) Authorizing the Debtors' Entry into, and Performance under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors' Entry into, and Performance under, the Equity Commitment Letter, (III) Authorizing the Debtors' Entry into, and Performance under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [ECF No. 2178].
- B. Reservation Of Rights To The Debtors Motion For Entry Of An Order (I) Authorizing the Debtors Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing The Debtors Entry Into, and Performance Under, the Equity Commitment Letter, (III) Authorizing the Debtors Entry Into, and

Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment and Allowance Of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [DE 1860], Supplement Thereto [DE 2168] and Third DIP Agreement Motion [DE 2177]; Debtors Motion to Approve the (I) 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 [DE 1808] and Amendment Thereto [DE 2189] [ECF No. 2215].

- C. Objection of the Ad Hoc Group of OpCo Creditors to Debtors Motion for Entry of an Order (I) Authorizing the Debtors Entry into, and Performance under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors Entry into, and Performance under, the Equity Commitment Letter, (III) Authorizing the Debtors Entry into, and Performance under, the Subscription Agreement And (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [ECF No. 2228].
- D. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Approval of Commitment Premium [ECF No. 2232].
- E. Joinder of Banco Santander México, S.A. to the Official Committee of Unsecured Creditors' and the Ad Hoc Group of OpCo Creditors' Objections to the Debtors' Motions for: (I) Authorization to Enter into Exit Financing Commitments and (II) Approval of the Disclosure Statement and Related Relief [ECF No. 2239].
- F. Joinder of Deva Capital Investment Company, S.L.U. to the Official Committee of Unsecured Creditors' and the Ad Hoc Group of OpCo Creditors' Objections to the Debtors' Motions for: (I) Authorization to Enter into Exit Financing Commitments and (II) Approval of the Disclosure Statement and Related Relief [ECF No. 2241].

Reply:

- A. Debtors' Omnibus Reply in Further Support of Debtors' Motion for Entry of An Order (I) Authorizing the Debtors' Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors' Entry Into, and Performance Under the Equity Commitment Letter, (III) Authorizing the Debtors'

Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses As Superpriority Administrative Expense Claims [ECF No. 2249].

Related Documents:

- A. Notice of Adjournment of Hearing Regarding the Debtors' Disclosure Statement Motion, Commitment Letter Motion, and ALC Motion [ECF No. 1905].
- B. Notice of Adjournment of Hearings Regarding the Debtors' Disclosure Statement Motion, Commitment Letter Motion, and ALC Motion [ECF No. 2031].
- C. Supplement to Debtors' Exit Financing Motion and Notice of Filing of Revised Equity and Debt Commitment Letters [ECF No. 2168].
- D. Notice of Cancellation of Hearing Scheduled for November 17, 2021 at 11:00 AM [ECF No. 2108].
- E. Supplement to Debtors' Exit Financing Motion and Notice of Filing of Revised Equity and Debt Commitment Letters [ECF no. 2168].
- F. Notice of Hearing Regarding the Debtors' Disclosure Statement Motion, Commitment Letter Motion, Supplemental Customer Programs Motion, and Assumption Motions [ECF No. 2173].
- G. Notice of Filing of Revised Order (I) Authorizing the Debtors' Entry into, and Performance under, the Revised Debt Commitment Letter, (II) Authorizing the Debtors' Entry into, and Performance under, the Revised Equity Commitment Letter, (III) Authorizing the Debtors' Entry into, and Performance under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [ECF No. 2216].
- H. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Approval of Commitment Premium [ECF No. 2232].
- I. Declaration of James C. Dugan in Support of Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Approval of Commitment Premium [ECF No. 2234].
- J. The Commitment Parties' Statement in Support of Debtors' Exit Financing and Disclosure Statement Motions [ECF No. 2245].

- K. Declaration of Timothy Graulich in Support of Motion for Entry of an Order (I) Authorizing the Debtors' Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors' Entry into, and Performance Under, the Equity Commitment Letter, (III) Authorizing the Debtors' Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [ECF No. 2250].
- L. Supplemental Declaration of Homer Parkhill in Support of Motion for Entry of an Order (I) Authorizing the Debtors' Entry Into, and Performance Under, the Debt Financing Commitment Letter, (II) Authorizing the Debtors' Entry into, and Performance Under, the Equity Commitment Letter, (III) Authorizing the Debtors' Entry Into, and Performance Under, the Subscription Agreement and (IV) Authorizing Incurrence, Payment, and Allowance of Related Premiums, Fees, Costs, and Expenses as Superpriority Administrative Expense Claims [ECF No. 2251].
- M. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 1883].
- N. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2014].
- O. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2074].
- P. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2100].
- Q. Affidavit of Service of Angharad Bowdler of Epiq Corporate Restructuring, LLC [ECF No. 2194].
- R. Certificate of Service [ECF No. 2180].
- S. Certificate of Service [ECF No. 2235].
- T. Affidavit of Service of Morgan Dunstan [ECF No. 2248].

Status: This matter is going forward on a contested basis.

Dated: December 4, 2021
New York, New York

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