

THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE, MODIFY, REDUCE, AND/OR RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' TWENTY-EIGHTH OMNIBUS CLAIMS OBJECTION TO PROOFS OF CLAIM SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBITS AND SCHEDULES ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT GRUPO AEROMÉXICO'S COUNSEL, DAVIS POLK & WARDWELL LLP, AT aeromexicoclaims@dpw.com, RICHARD J. STEINBERG (richard.steinberg@davispolk.com or +1-646-460-1954), OR MOSHE MELCER (moshe.melcer@davispolk.com or +1-732-606-3155).

**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' TWENTY-EIGHTH OMNIBUS CLAIMS
OBJECTION TO PROOFS OF CLAIM (INSUFFICIENT DOCUMENTATION CLAIMS)**

PLEASE TAKE NOTICE that, on December 7, 2021, Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed their *Twenty-Eighth Omnibus Claims Objection to Proofs of Claim (Insufficient Documentation Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

The Objection is annexed hereto as **Exhibit A**. The Objection requests that the Bankruptcy Court disallow and expunge one or more of your Claims² listed on Schedule 1 to Exhibit 1 of the

¹ The Debtors in these cases, along with the last four digits of 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.

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

Objection annexed hereto on the grounds that such claims (i) fail to provide sufficient documentation to establish their validity and (ii) are not supported by or consistent with the Debtors' books and records (the "**Insufficient Documentation Claims**"). Any Insufficient Documentation Claim that the Bankruptcy Court expunges and disallows will be treated as if it had not been filed and you will not be entitled to any distribution on account thereof.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Omnibus Claims Hearing Procedures* [ECF No. 904] (the "**Omnibus Claims Hearing Procedures**"), annexed hereto as **Exhibit B**, apply and govern the Objection to your Proof(s) of Claim. The Omnibus Claims Hearing Procedures provide for certain mandatory actions by a claimant within certain time periods. Therefore, please review the Omnibus Claims Hearing Procedures carefully. Failure to comply with the Omnibus Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to a claimant.

If you do NOT oppose the disallowance and expungement of your Claim(s) listed on Schedule 1 to Exhibit 1 of the Objection, then you do NOT need to file a written response to the Objection and you do NOT need to appear at the Hearing (as defined below).

If you DO oppose the disallowance and expungement of your Claim(s) listed on Schedule 1 to Exhibit 1 of the Objection, then you MUST file with the Bankruptcy Court and serve on the parties listed below a written response to the Objection (a "**Response**") so that it is received on or before **January 6, 2022 at 4:00 p.m. (prevailing Eastern Time)** (the "**Response Deadline**").

Your Response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and title of the Objection to which the response is directed; (ii) the name of the claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should

not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which you will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to your Response, if different from that presented in the Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on your behalf.

The Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely filed, served, and received only if prior to the Response Deadline, the Response is (a) filed electronically with the Bankruptcy Court on the docket of *In re Grupo Aeroméxico, S.A.B. de C.V., et al.*, Case No. 20-11563 (SCC), in accordance with the Bankruptcy Court's General Order M-399 (available on the Bankruptcy Court's website at <http://www.nysb.uscourts.gov>), by registered users of the Bankruptcy Court's electronic case filing ("ECF") system, (b) sent to the chambers of the Honorable Judge Shelley C. Chapman, United States Bankruptcy Court, One Bowling Green, New York, New York 10004; and (c) served (via email or otherwise) so as to be actually received on or before the Response Deadline upon (i) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Timothy Graulich (timothy.graulich@davispolk.com), Stephen D. Piraino (stephen.piraino@davispolk.com), Erik P. Jerrard (erik.jerrard@davispolk.com), and Richard J. Steinberg (richard.steinberg@davispolk.com)), counsel to the Debtors; and (iii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Brett H. Miller (bmiller@willkie.com), Todd M. Goren (tgoren@willkie.com), Craig Damast (cdamast@willkie.com), and Debra M.

Sinclair (dsinclair@willkie.com)), counsel to the Official Committee of Unsecured Creditors appointed in these cases.

Except as otherwise permitted under the Omnibus Claims Hearing Procedures, a hearing (the “Hearing”) will be held on **January 12, 2022 at 10:00 a.m. (prevailing Eastern Time)**, to consider the Objection. The Hearing will be held in the United States Bankruptcy Court for the Southern District of New York. If you file a written Response to the Objection, you should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to your Claim(s). If the Debtors do continue the Hearing with respect to your Claim(s), then the Hearing will be held at a later date. If the Debtors do not continue the Hearing with respect to your Claim(s), then the Hearing on the Objection will be conducted on the above date.

The Debtors have the right to object to your Claim(s) listed on Schedule 1 to Exhibit 1 of the Objection (or to any other Claims you may have filed) at a later date on grounds not asserted in the Objection unless the Bankruptcy Court disallows and expunges your Claim(s). You will receive a separate notice of any such objection.

Responding parties shall attend the Hearing telephonically so long as General Order M-543 is in effect or unless otherwise ordered by the Bankruptcy Court. You may participate in the Hearing telephonically by making arrangements through CourtSolutions, LLC (www.court-solutions.com). Instructions to register for CourtSolutions, LLC are attached to General Order M-543.³

³ A copy of General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/news/court-operations-under-exigent-circumstances-created-covid-19>.

If you wish to view the complete Objection, you can do so for free at
<https://dm.epiq11.com/aeromexico>. **CLAIMANTS SHOULD NOT CONTACT THE CLERK
OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.**

Dated: December 7, 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
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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

Objection

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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' TWENTY-EIGHTH OMNIBUS CLAIMS OBJECTION
TO PROOFS OF CLAIM (INSUFFICIENT DOCUMENTATION CLAIMS)**

* * *

TO THE CLAIMANTS LISTED ON THE SCHEDULES ATTACHED TO THE PROPOSED ORDER (ATTACHED HERETO AS EXHIBIT 1): YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE DEBTORS. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS' RIGHTS TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS LISTED ON THE SCHEDULES ATTACHED TO THE PROPOSED ORDER. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE SCHEDULES ATTACHED TO THE PROPOSED ORDER.

* * *

Grupo Aeroméxico S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) hereby file this *Twenty-*

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.

Eighth Omnibus Claims Objection to Proofs of Claim (Insufficient Documentation Claims) (the “**Objection**”), pursuant to the *Order Approving (I) Omnibus Claims Objection Procedures, (II) Omnibus Claims Settlement Procedures and (III) Omnibus Claims Hearing Procedures* [ECF No. 904] (the “**Claims Objections Procedures Order**”). This Objection is supported by the *Declaration of Ricardo Javier Sánchez Baker in Support of the Twenty-Eighth Omnibus Claims Objection to Proofs of Claim (Insufficient Documentation Claims)* (the “**Sánchez Declaration**”), attached hereto as **Exhibit 2** and incorporated herein by reference. In further support of the Objection, the Debtors respectfully state as follows:

Relief Requested

1. By this Objection, and pursuant to sections 105 and 502 of title 11 of the United States Code (the “**Bankruptcy Code**”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Claims Objections Procedures Order, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit 1** (the “**Proposed Order**” and, if entered, the “**Order**”), disallowing and expunging each of the claims identified on **Schedule 1** to the Proposed Order (the “**Insufficient Documentation Claims**”), as set forth therein.²

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)(2) and, pursuant to Bankruptcy Rule 7008, the Debtors consent to entry of a final order by the Court in connection with this Objection to the extent that it is

² Schedule 1 to the Proposed Order is incorporated herein by reference.

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. The legal predicates for the relief requested herein are sections 105 and 502 of the Bankruptcy Code, and Bankruptcy Rule 3007.

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

Background

A. General Background

5. 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 title 11 of the United States Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

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

7. 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.

8. The Court entered a (i) *Final Order Authorizing (I) Debtors to Honor Prepetition Obligations to Customers and Related Third Parties and to Otherwise Continue Customer Programs, (II) Relief from Stay to Permit Setoff in Connection with the Customer Programs and (III) Financial Institutions to Honor and Process Related Checks and Transfers* [ECF No. 205] (the “**Customer Programs Order**”); (ii) *Final Order Authorizing (I) Debtors to Pay Certain Prepetition Taxes, Governmental Assessments and Fees and (II) Financial Institutions to Honor and Process Related Checks and Transfers* on July 29, 2020 [ECF No. 206] (the “**Taxes Order**”); (iii) *Final*

*Order Authorizing (I) Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Employees and Retirees to Proceed With Outstanding Workers' Compensation Claims And (III) Financial Institutions to Honor and Process Related Checks and Transfers on July 30, 2020 [ECF No. 216] (the “**Wages Order**”); and (iv) Final Order Authorizing (I) Payment of Certain Prepetition Claims of Critical Vendors and Foreign Vendors and (II) Financial Institutions to Honor and Process Related Checks and Transfers on August 20, 2020 [ECF No. 309] (the “**Critical Vendors Order**” and together with the Customer Programs Order, Taxes Order, and Wages Order, the “**First Day Orders**”).*

9. Detailed information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these 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.

B. Claims Resolution Process in the Chapter 11 Cases

10. On July 2, 2020, the Court entered an *Order Authorizing Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date* [ECF No. 47], thereby appointing Epiq Corporate Restructuring, LLC (“**Epiq**”) as the Debtors' claims and noticing agent in these Chapter 11 Cases.

11. On August 25, 2020, the Debtors filed their respective schedules of assets and liabilities [ECF Nos. 326, 328, 330, 332] and statements of financial affairs [ECF Nos. 327, 329, 331, 333] (collectively, the “**Chapter 11 Schedules**” and “**Statements**,” respectively). On August 28, 2020, the Debtors filed an amendment to the Statement filed by Debtor Aerovías de México, S.A. de C.V. [ECF No. 342]. The Debtors filed amendments to certain of the Debtors' Chapter 11

Schedules on December 17, 2020 [ECF Nos. 737–40] as well as on January 15, 2021 [ECF Nos. 808–10].

12. On November 18, 2020, the Court entered an *Order (I) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and (II) Approving the Form and Manner of Notice Thereof* [ECF No. 648] (the “**Bar Date Order**”) establishing January 15, 2021 at 5:00 p.m. (prevailing Pacific Time) as the General Bar Date (as defined in the Bar Date Order) (the “**Bar Date**”).

13. On December 11, 2020, Epiq duly served the *Notice of Deadline Requiring Filing of Proofs of Claim on or Before January 15, 2021* [ECF No. 778] (the “**Bar Date Notice**”). Between December 14, 2020 and December 16, 2020, the Debtors caused the Bar Date Notice to be published in the *New York Times International Edition*, the *New York Times*, and the *Wall Street Journal*. See Noblesala Aff., ECF No. 759; Noblesala Aff., ECF No. 760; Bell Aff., ECF No. 761.

14. In the ordinary course of business, the Debtors maintain books and records (the “**Books and Records**”) that reflect, among other things, the Debtors’ liabilities and the amounts thereof owed to their creditors.

15. The Debtors’ claims register (the “**Claims Register**”), prepared and maintained by Epiq, reflects that approximately 6,053 proofs of claim (collectively, the “**Proofs of Claim**”) have been filed in the Chapter 11 Cases asserting claims against the Debtors (each a “**Claim**,” and collectively, the “**Claims**”). The Debtors and their advisors are continuing to comprehensively review and reconcile all Claims, including both the Claims listed on the Debtors’ Chapter 11 Schedules and the Claims asserted in the Proofs of Claim (including any supporting documentation) filed in the Chapter 11 Cases. The Debtors and their advisors are also comparing the Claims

asserted in the Proofs of Claims with the Debtors' Books and Records to determine the validity of the asserted Claims.

16. This reconciliation process includes identifying particular categories of Claims that the Debtors believe should be modified, reduced, reclassified, disallowed, and/or expunged. To avoid a possible double recovery or otherwise improper recovery by claimants, the Debtors will continue to file omnibus objections to such categories of Claims if and where warranted. This Objection is one such omnibus objection.

17. On February 17, 2021, the Court entered the Claims Objections Procedures Order [ECF No. 904]. Subsequently, the Court has sustained 18 omnibus claims objections filed by the Debtors in accordance the Claims Objections Procedures Order. *See* ECF Nos. 1086–87, 1102, 1207–08, 1403–04, 1575, 1577–78, 1580–85, 1755, 1771, 2133, 2137, 2139–43. The Debtors have also filed an additional omnibus claims objection, which is currently pending the Court's approval. *See* ECF No. 2157.

18. The Debtors submit that this Objection, and the notice provided to claimants in connection hereto, are consistent with the Claims Objections Procedures Order, the Bankruptcy Code, and the Bankruptcy Rules.

C. Insufficient Documentation Claims

19. On or about August 5, 2021, the Debtors, in consultation with their advisors, and through Epiq, sent correspondence (the “**Documentation Letter Request**”)³ to each claimant who filed an Insufficient Documentation Claim (“**Insufficient Documentation Claimant**”) (i) notifying such claimants that, based on a review the Debtors' Books and Records and each Insufficient Documentation Claim (including any supporting documentation submitted therewith), the Debtors

³ Epiq sent the Documentation Letter Request to the applicable claimants in English and Spanish.

are unable to verify the validity of their Claim(s) and (ii) requesting that each Insufficient Documentation Claimant submit additional information and/or documentation in support of its Claim. The Claims of claimants that responded to the Debtors' Documentation Letter Request are not included on Schedule 1 to the Proposed Order, and are not subject to this Objection.

Basis for Relief

20. Pursuant to section 101 of the Bankruptcy Code, a creditor holds a claim against a bankruptcy estate only to the extent that (a) it has a "right to payment" for the asserted liabilities and (b) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

21. When asserting a claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *See In re Lehman Bros. Holdings, Inc.*, 602 B.R. 564, 574 (Bankr. S.D.N.Y. 2019); *In re Int'l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *See In re Lehman Bros.*, 602 B.R. at 574. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *See In re Dreier LLP*, 544 B.R. 760, 766 (Bankr. S.D.N.Y. 2016), *aff'd*, No. 08-15051 (SMB), 2016 WL 3920358 (S.D.N.Y. July 15, 2016), *aff'd*, 683 F. App'x 78 (2d Cir. 2017) (quoting *Creamer v. Motors Liquidation Co. GUC Trust (In re Motors Liquidation Co.)*, No. 12 CIV. 6074 (RJS), 2013 WL 5549643, at *3 (S.D.N.Y. Sept. 26, 2013) (in turn quoting *In re Allegheny Int'l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992))). In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *See In re Dreier*, 544 B.R. at 766. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *See id.*

22. A court should not deem a claim to be allowable if it is “unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). A debtor may file an omnibus claims objection if all the claims being objected to fall under one of several listed categories, including claims that “[t]he Proof of Claim fails to specify sufficiently the basis for the claim or provide sufficient supporting documentation for such claim.” Claims Obj. Proc. Order, ¶ 2(a)(ii), ECF No. 904; *see also* Fed. R. Bankr. P. 3007(d)(5).

Objection

23. The Debtors object to the Claims listed on Schedule 1 to the Proposed Order (**Schedule 1**) and request that each such Insufficient Documentation Claim be disallowed and expunged in its entirety. Based on a review of the Insufficient Documentation Claims and the supporting documentation provided in connection therewith (if any), the Debtors have determined that each Insufficient Documentation Claim “fails to specify sufficiently the basis for the claim or provide sufficient supporting documentation for such claim.” Claims Obj. Proc. Order, ¶ 2(a)(ii), ECF No. 904.

24. Without providing sufficient information or documentation to allow the Debtors to reconcile the proofs of claim, the Insufficient Documentation Claims fail to satisfy the requirements for a proof of claim. Although the Debtors have attempted to compare the Insufficient Documentation Claims with their Books and Records, the Insufficient Documentation Claims do not contain enough information to allow the Debtors to determine what amount (if any) is valid and owed to the Insufficient Documentation Claimants by the Debtors. Nevertheless, in an effort to avoid filing an objection, nearly two months ago, the Debtors notified certain of the Insufficient Documentation Claimants that their Claims were deficient and unverifiable, and requested that the Insufficient Documentation Claimants provide further information and/or documentation. This

Objection does not seek to disallow or expunge the Claims of claimants that responded to the Debtors' Documentation Letter Request.

25. In order to preserve the integrity and accuracy of the Claims Register, and to avoid Insufficient Documentation Claimants from improperly receiving recoveries on account of the Insufficient Documentation Claims at the expense of the Debtors and other creditors, the Debtors respectfully request that each Insufficient Documentation Claim be disallowed and expunged in its entirety.

Separate Contested Matters

26. Each of the Claims and the Objection with respect thereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Debtors request that any order entered by this Court with respect to a request for disallowance and expungement herein shall be deemed a separate order with respect to each Claim.

Response to Omnibus Objections

27. To contest this Objection, a claimant must file and serve a written response to this Objection (a "**Response**") so that it is received no later than the deadline set forth in the accompanying notice (the "**Response Deadline**"). All Responses shall be filed electronically with the Court on the docket of *In re Grupo Aeroméxico, S.A.B. de C.V., et al.*, Case No. 20-11563 (SCC), in accordance with the Court's General Order M-399 (available on the Court's website at <http://www.nysb.uscourts.gov>), by registered users of the Court's electronic case filing ("**ECF**") system, and served (via email or otherwise) so as to be actually received on or before the Response Deadline upon:

Davis Polk & Wardwell LLP
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Attn: Timothy Graulich (timothy.graulich@davispolk.com)
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Counsel to the Debtors

-and-

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Todd M. Goren (tgoren@willkie.com)
Craig Damast (cdamast@willkie.com)
Debra M. Sinclair (dsinclair@willkie.com)
Counsel to the Creditors' Committee.

28. Every Response to this Objection must contain, at a minimum, the following information:

- a. A caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and title of the Objection to which the response is directed;
- b. The name of the claimant and a description of the basis for the amount of the Claim;
- c. A concise statement setting forth the reasons why the Claim should not be disallowed, expunged, reduced, or reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which will be relied on in opposing the Objection;
- d. All documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which will be relied on in opposing the Objection;
- e. The address(es) to which the Debtors must return any reply to the Response, if different from that presented in the Proof of Claim; and
- f. The name, address, and telephone number of the person (which may be the claimant or their legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on the claimant's behalf.

29. If a claimant fails to file and serve a timely Response by the Response Deadline, the Debtors may present to the Court an appropriate order disallowing and expunging their Claim(s), without further notice or a hearing.

Reservation of Rights

30. The Debtors expressly reserve the right to amend, modify, or supplement this Objection, including, without limitation, to modify the currency associated with each Claim set forth on Schedule 1. Moreover, should documentation and/or information be provided in support of any Insufficient Documentation Claim at a later time, the Debtors expressly reserve the right to withdraw their objection to such Insufficient Documentation Claim or, if the Proposed Order has been entered prior to the Debtors' receipt of such supporting information and/or documentation, seek relief from the Order. Unless the Insufficient Documentation Claims are disallowed and expunged, the Debtors reserve their right (i) to object to the Insufficient Documentation Claims on any other grounds that the Debtors discover or elect to pursue and/or (ii) to assert substantive and/or one or more additional non-substantive objections at a later time.

31. Notwithstanding anything contained in this Objection or the exhibits or schedules attached hereto, nothing herein shall be construed as a waiver of any rights that the Debtors may have to (i) commence avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, sections 547 and 548 of the Bankruptcy Code, against the claimants subject to this Objection, (ii) enforce the Debtors' rights of setoff against the claimants relating to such avoidance actions, or (iii) seek disallowance pursuant to section 502(d) of the Bankruptcy Code of Claims of the claimants that are subject to such avoidance actions.

Notice

32. Notice of this Objection will be given to (i) the United States Trustee for the Southern District of New York; (ii) each party listed on Schedule 1; (iii) each party listed in paragraph 2(h) of the Claims Objections Procedures Order; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

No Prior Request

33. 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 entry of the Proposed Order, substantially in the form attached hereto as **Exhibit 1**, granting the relief requested herein, and such other and further relief as the Court deems just and proper.

Dated: December 7, 2021
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Timothy Graulich

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Erik Jerrard (admitted *pro hac vice*)

*Counsel to the Debtors
and Debtors in Possession*

Exhibit 1 to Objection

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 GRANTING DEBTORS' TWENTY-EIGHTH OMNIBUS CLAIMS
OBJECTION TO PROOFS OF CLAIM (INSUFFICIENT DOCUMENTATION CLAIMS)**

Upon the objection (the “**Objection**”)² of the above-captioned Debtors, pursuant to sections 105 and 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking to disallow and expunge the Claims identified on **Schedule 1** attached hereto; and upon the Sánchez Declaration, attached to the Objection as **Exhibit 2**; and the Court having jurisdiction to consider the matters raised in the Objection pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having authority to hear the matters raised in the Objection pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and consideration of the Objection and the relief requested therein being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Objection and opportunity for a hearing on the Objection having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Objection; and the Court having the opportunity to hold a hearing on the Objection; and the Court having determined that the legal and factual bases set forth

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.

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

in the Objection establish just cause for the relief granted herein; and the Court having found that the relief granted herein being in the best interests of the Debtors, their creditors, and all other 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:

2. The Objection is hereby granted as set forth herein.
3. The Insufficient Documentation Claims identified on **Schedule 1** annexed hereto are hereby disallowed and expunged in their entirety.
4. This Order shall be deemed a separate Order with respect to each Insufficient Documentation Claim identified on **Schedule 1** annexed hereto. Any stay of this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Objection or this Order.
5. The Debtors, Epiq Corporate Restructuring, LLC, and the Clerk of this Court are authorized to take, or refrain from taking, any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.
6. Notwithstanding any Bankruptcy Rule, the Local Bankruptcy Rules for the Southern District of New York, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction to hear and determine all matters arising from, arising under, or related to the Chapter 11 Cases, to the fullest extent permitted by law, including, without limitation, to enforce this Order.

Dated: _____, 2022
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Insufficient Documentation Claims

Insufficient Documentation Claims

Ref	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
1	20441	Aerovías de México, S.A. de C.V.	ALFARO, XAVIER BURGOS Y ADRIA C/SANTAPAU 26 1 BARCELONA, ES 08016 SPAIN	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	1/15/2021							
2	10396	Aerovías de México, S.A. de C.V.	ALFORD, WILLIAM 508 E 50TH ST APT B307 GARDEN CITY ID 83714-2134	0.00	0.00	0.00	1,614.70	1,614.70 USD	No
	Date Filed:	12/11/2020							
3	11564	Aerovías de México, S.A. de C.V.	AN, KYUNGHEE 10 GEONGEON 8-GIL SANGNOK-GU, ANSAN-SI GYEONGGIDO 15521 REPUBLIC OF KOREA	0.00	0.00	0.00	402.22	402.22 USD	Yes
	Date Filed:	1/4/2021							
4	10610	Aerovías de México, S.A. de C.V.	AN, SANGYOUNG CHEONGOKNAMRO38 404-701 BUK-GU ULSAN-SI 44204 SOUTH KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/22/2020							
5	20382	Aerovías de México, S.A. de C.V.	ANDRADE, ERICK MICHELLE MORALES FELIPE ANGELES #119 COLONIA PLAYA AZUL IRAPUATO, GUA 36555 MEXICO	0.00	0.00	0.00	1,887.62	1,887.62 USD	Yes
	Date Filed:	1/14/2021							
6	20336	Aerovías de México, S.A. de C.V.	BERNARDIS, BERNARD SANTO TOMAS 5245, JARDINES DE GUADALUPE ZAPOPAN JA 45030 MEXICO	0.00	0.00	0.00	5,716.94	5,716.94 USD	No
	Date Filed:	1/14/2021							
7	11731	Aerovías de México, S.A. de C.V.	CHO, SEUNG WAN 104-401, 67, DONGPYEONG-RO 183BEON-GIL BUSANJIN-GU BUSAN 47110 SOUTH KOREA	0.00	0.00	0.00	812.13	812.13 USD	No
	Date Filed:	1/5/2021							
8	12762	Aerovías de México, S.A. de C.V.	CRUZ, CHERYL 12116 WHITLEY ST WHITTIER CA 90601	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	1/11/2021							
9	14152	Aerovías de México, S.A. de C.V.	DANCING, MARIAH 666 SYCAMORE ST OAKLAND CA 94612	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	1/14/2021							

Insufficient Documentation Claims

Ref	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
10	14598	Aerovías de México, S.A. de C.V.	D'ELIA, MARCO VIA DANELLI 3/C CASTELFRANCO VENETO TV 31033 ITALY	0.00	0.00	0.00	596.32	596.32 USD	No
	Date Filed:	1/15/2021							
11	10606	Aerovías de México, S.A. de C.V.	DELUCA, CHRISTINA 185 CANAL ST, #2057 SHELTON CT 06484	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/21/2020							
12	10665	Aerovías de México, S.A. de C.V.	DRUM, KOON JA 1315 S 92ND ST TACOMA WA 98444	0.00	0.00	0.00	321.48	321.48 USD	No
	Date Filed:	12/24/2020							
13	12836	Aerovías de México, S.A. de C.V.	GORDON, SUSAN 4831 DOGWOOD DR DELTA BC V4M 1M3 CANADA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	1/11/2021							
14	20423	Aerovías de México, S.A. de C.V.	INTERGSA AV DES CELTES, 7 - KELTENLAAN 7 BRUSELAS 1040 BELGIUM	0.00	0.00	0.00	2,261.00	2,261.00 USD	Yes
	Date Filed:	1/15/2021							
15	11726	Aerovías de México, S.A. de C.V.	ITO, AOI TENPAKU-KU, UEDANISHI, 1-521 GRANDTIC- SHIOGAMAGUCHI,#103 NAGOYA-SHI 468-0058 JAPAN	0.00	0.00	0.00	189.76	189.76 USD	No
	Date Filed:	1/5/2021							
16	10706	Aerovías de México, S.A. de C.V.	JEONG, HWANSEOK 133-20, DALMAJI-GIL 117BEONNA-GIL, HAEUNDAE-GU, BUSAN, 48115 REPUBLIC OF KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/26/2020							
17	10559	Aerovías de México, S.A. de C.V.	KANG, YOUNGMIN 102-704 OLYMPIC-RO 89GIL 58 KANGDONG-GU SEOUL, 05243 REPUBLIC OF KOREA	0.00	0.00	0.00	509.49	509.49 USD	No
	Date Filed:	12/19/2020							
18	10577	Aerovías de México, S.A. de C.V.	KIM, JIHYE 7,SANGMI 1-RO, GOCHON-EUP, 215-904 GIMPO-SI, GYEONGGI-DO 10121 SOUTH KOREA	0.00	0.00	0.00	1,373.63	1,373.63 USD	No
	Date Filed:	12/21/2020							

Insufficient Documentation Claims

Ref	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
19	10579	Aerovías de México, S.A. de C.V.	KIM, JONGHAN 5 EUNSEONG-RO 68BEON-GIL BUCHEON-SI 14763 SOUTH KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/21/2020							
20	14336	Aerovías de México, S.A. de C.V.	KIM, TAESEOB BUK-GU GUNWANG-RO 105BUN GIL 43-1 203HO GWANGJU 61162 REPUBLIC OF KOREA	0.00	0.00	0.00	6,656.03	6,656.03 USD	No
	Date Filed:	1/15/2021							
21	20299	Aerovías de México, S.A. de C.V.	LARGO LADINO, HERMAN ELIAS SHINMEI 1-4-27 SOUKA 340-0012 JAPAN	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	1/13/2021							
22	13088	Aerovías de México, S.A. de C.V.	LEE, DAHYE 108-DONG 1604-HO 160 E-PYEONGHANSESANG, SSANGYONG-DAERO DONGNAM-GU CHEONAN-SI, CHUNGNAM 31147 REPUBLIC OF KOREA	0.00	0.00	0.00	1,014.61	1,014.61 USD	No
	Date Filed:	1/12/2021							
23	10534	Aerovías de México, S.A. de C.V.	LEE, KYONGYULL DAELIM APT 103-1806 KUSAN-DONG 547 EUNPYONG-KU SEOUL, 03427 REPUBLIC OF KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/18/2020							
24	10533	Aerovías de México, S.A. de C.V.	LEE, TAEYUN 87 BACKGU-RO JINHAE-GU CHANGWON-SI 51676 SOUTH KOREA	0.00	0.00	0.00	804.00	804.00 USD	No
	Date Filed:	12/18/2020							
25	10421	Aerovías de México, S.A. de C.V.	LOPEZ, BRENDA A 7641 NEY AVE OAKLAND CA 94605	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/12/2020							
26	10462	Aerovías de México, S.A. de C.V.	NA, NURI 104-507, 52, SAECHANG-RO, MAPO-GU SEOUL 04182 SOUTH KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/14/2020							

Insufficient Documentation Claims

Ref	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
27	10409	Aerovías de México, S.A. de C.V.	ORTEGA, ERNESTO PO BOX 4421 BEAVERTON OR 97076-4421	0.00	0.00	0.00	572.95	572.95 USD	No
	Date Filed:	12/12/2020							
28	10708	Aerovías de México, S.A. de C.V.	PAK, HYEONJU 201, 40, DONGWON-RO 28-GIL, SUSEONG-GU DAEGU, 42037 REPUBLIC OF KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/26/2020							
29	13626	Aerovías de México, S.A. de C.V.	PEREZ, MA DE LOS ANGELES LOPEZ 1005 N WATER ST SHEBOYGAN WI 53081	0.00	0.00	0.00	573.24	573.24 USD	No
	Date Filed:	1/14/2021							
30	20225	Aerovías de México, S.A. de C.V.	QUINTANILLA LOREDO, THAIS DISTRITO B-4 307 MONTERREY, NL 64600 MEXICO	0.00	0.00	0.00	749.65	749.65 USD	No
	Date Filed:	1/11/2021							
31	339	Aerovías de México, S.A. de C.V.	REYNA, ADOLFO MANCERA 4821 BLVD MARIANO ESCOBEDO PTE LOMAS DE LAS HILAMAS LEON, GUA 37353 MEXICO	0.00	0.00	0.00	544.84	544.84 USD	No
	Date Filed:	1/13/2021							
32	10816	Aerovías de México, S.A. de C.V.	ROSARIO, CLEOPATRIA 15026 CARLISLE ST DETROIT MI 48205	0.00	0.00	0.00	1,011.24	1,011.24 USD	No
	Date Filed:	12/28/2020							
33	20107	Aerovías de México, S.A. de C.V.	SERVIN, JAVIER TEJEDA 625 MOREY AVE SACRAMENTO CA 95838	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/14/2020							
34	12209	Aerovías de México, S.A. de C.V.	TAKAISHI, KAZUKI 1-9-11-301 MIYAKOJIMAHONDORI MIYAKOJIMA-KU OOSAKA-CITY, 534-0021 JAPAN	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	1/8/2021							
35	12198	Aerovías de México, S.A. de C.V.	TREMBLAY, DERICK 392 CHEMIN DE LA CANARDIERE QUEBEC QC G1L 2V2 CANADA	0.00	0.00	0.00	279.29	279.29 USD	No
	Date Filed:	1/8/2021							

Insufficient Documentation Claims

Ref	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
36	13207	Aerovías de México, S.A. de C.V.	TURNER, BELINDA 23 COOK STREET NORTHGATE 4013 AUSTRALIA	0.00	0.00	0.00	847.80	847.80 USD	No
	Date Filed:	1/13/2021							
37	20109	Aerovías de México, S.A. de C.V.	WATTIEZ, OPHÉLIE 49 AVENUE MAXENCE VAN DER MEERSCH TOURCOING 59200 59200 FRANCE	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/14/2020							
38	12326	Aerovías de México, S.A. de C.V.	WON, SEO HYE 108, SUNOEUL 1-RO HWASEONG-SI, GYEONGGI-DO 18237 SOUTH KOREA	0.00	0.00	0.00	1,702.66	1,702.66 USD	No
	Date Filed:	1/9/2021							
39	10583	Aerovías de México, S.A. de C.V.	YANG, HSIUHUI NO. 66-5QIMAWAN, XIYU TOWNSHIP PENGHU COUNTY, 881 TAIWAN	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/21/2020							
40	10542	Aerovías de México, S.A. de C.V.	YANG, JUHAN CHANGDEOK EVERVILL 1803 143, MORAENAE-RO SEODAEMUN-GU SEOUL 03712 SOUTH KOREA	0.00	0.00	0.00	0.00	0.00 USD	No
	Date Filed:	12/18/2020							
Insufficient Documentation Claim Totals		Count: 40	USD	0.00	0.00	0.00	30,441.60	30,441.60	

Exhibit 2 to Objection

Sánchez Declaration

**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)

**DECLARATION OF RICARDO JAVIER SÁNCHEZ BAKER
IN SUPPORT OF THE DEBTORS' TWENTY-EIGHTH OMNIBUS CLAIMS
OBJECTION TO PROOFS OF CLAIM (INSUFFICIENT DOCUMENTATION CLAIMS)**

I, Ricardo Javier Sánchez Baker, hereby declare that the following is true to the best of my knowledge, information and belief:

Background

1. I am the Chief Financial Officer of Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”), and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**,” the Debtors collectively with their direct and indirect non-Debtor subsidiaries, the “**Company**”). I have held several other positions at the Company since 2006, including serving as advisor to the Chief Executive Officer and Director of Revenue Management. I have been the chairman of the board of directors of the SABRE Corporation, a member of the SEAT Technical Committee, and a member of the Aeromexpress, CECAM, and PLM boards of directors. I have held various positions within the Federal Public Administration (*Administración Pública Federal*), including deputy director general of public debt for the Ministry of Finance and Public Credit in 2003 and 2005. I hold a bachelor’s degree in economics from the Universidad

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.

Iberoamericana, a diploma in finance from Instituto Tecnológico Autónomo de México, and master's and doctorate degrees in economics from the University of California, Los Angeles. I am familiar with the day-to-day operations, business, and financial affairs of the Debtors.

2. I submitted the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [ECF No. 20] (the “**Sánchez First Day Declaration**”). I make this declaration (the “**Declaration**”) in support of the *Debtors' Twenty-Eighth Omnibus Claims Objection to Proofs of Claim (Insufficient Documentation Claims)* (the “**Objection**”). I have reviewed the Objection or have otherwise had its contents explained to me, and the Objection is, to the best of my knowledge, accurate.

3. Except as otherwise indicated, all facts set forth in the Objection and this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by employees working under my supervision, or my opinion based upon experience, knowledge, and information concerning the operations of the Debtors and the aviation industry as a whole. If I were called upon to testify, I could and would testify to each of the facts set forth herein.

4. I am generally familiar with the Debtors' day-to-day operations, financing arrangements, business affairs, and Books and Records² that reflect, among other things, the Debtors' liabilities, and the amount thereof owed to their creditors as of the Petition Date. I have read the Objection and corresponding Proposed Order, each filed contemporaneously herewith.

5. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. In evaluating the Claims, the Debtors and other reviewing parties have reviewed the Debtors' Books and Records, the relevant Proofs of Claim, as well as the supporting documentation provided by the claimants, and determined that the Insufficient Documentation

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

Claims should be disallowed and expunged as set forth in the Objection and Proposed Order, and I concur with this determination.

Insufficient Documentation Claims

6. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register, the Books and Records, and each Insufficient Documentation Claim, the Debtors have determined that the Insufficient Documentation Claims fail to provide sufficient documentation to establish their validity, and are not supported by or consistent with the Debtors' Books and Records. Moreover, in an effort to avoid filing an objection, nearly two months ago, the Debtors notified certain of the Insufficient Documentation Claimants that their Claims were deficient and unverifiable, and requested that the Insufficient Documentation Claimants provide further information and/or documentation, a request which was not acknowledged.

7. If the Insufficient Documentation Claims identified on Schedule 1 are not disallowed and expunged, the Insufficient Documentation Claimants may improperly receive recoveries on account of the Insufficient Documentation Claims at the expense of the Debtors and other creditors. Accordingly, I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Insufficient Documentation Claims as set forth therein and in the Objection.

Conclusion

8. I am authorized to submit this Declaration on behalf of the Debtors. In my opinion, and for the reasons set forth in this Declaration and in the Objection, disallowing and expunging the Insufficient Documentation Claims is in the best interest of the Debtors' estates.

9. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed: December 7, 2021

By: /s/ Ricardo Javier Sánchez Baker
Ricardo Javier Sánchez Baker
Chief Financial Officer

Exhibit B

Omnibus Claims Hearing Procedures

**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)

COURT-ORDERED OMNIBUS CLAIMS HEARING PROCEDURES

The Omnibus Claims Hearing Procedures (the “**Omnibus Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) to apply to the chapter 11 cases of Grupo Aeroméxico, S.A.B. de C.V. and its affiliated debtors.

Omnibus Claims Hearing Procedures

1. Pursuant to the Order Establishing Certain Notice, Case Management, and Administrative Procedures, entered on July 8, 2020 [ECF No. 79] (the “**Case Management Order**”), the Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Court.

2. The Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is

¹ The Debtors in these cases, along with the last four digits of 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.

² Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Omnibus Claims Hearing Procedures.

properly filed and served or pursuant to a certificate of no objection in accordance with the Case Management Order.

3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, an “**Omnibus Claims Hearing**”) to be scheduled by the Debtors, in their discretion, as set forth herein.

4. The Debtors shall schedule an Omnibus Claims Hearing for a Contested Claim as follows:

- A. For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors that can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the claimant with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Omnibus Claims Hearing Procedures. The legal standard of review that will be applied by the Court at a Sufficiency Hearing will be equivalent to the standard applied by the Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
- B. For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their discretion, serve upon the relevant claimant, by email or overnight delivery, with a copy to the Official Committee of Unsecured Creditors, Apollo Management Holdings, L.P., and the Ad Hoc Group of Senior Noteholders,³ and file with the Court, a notice substantially in the form attached to the Claims Objections Procedures Order as **Exhibit 2** (a “**Notice of Merits Hearing**”) at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in a scheduling order issued by the Court in connection therewith.

5. Discovery with respect to a Contested Claim will not be permitted until either (a) the Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012 or (b) the Debtors have served on the relevant claimant a Notice of Merits Hearing with respect to the Contested Claim.

³ As identified in the *Third Amended Verified Statement of the Ad Hoc Group of Senior Noteholders Pursuant to Bankruptcy Rule 2019* [ECF No. 1731].

6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m., prevailing Eastern Time, on the day that is two (2) calendar days prior to the date of the applicable hearing (which may fall on a Saturday, Sunday, or legal holiday notwithstanding Bankruptcy Rule 9006 or equivalent provisions).

7. The Debtors, in their discretion, are authorized to adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the claimants.