

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

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

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-11563 (SCC)**

**(Jointly Administered)**

**ORDER APPROVING 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**

Upon the motion (the “**Motion**”)<sup>2</sup> of Grupo Aeroméxico, S.A.B. de C.V. and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) for entry of an order, pursuant to sections 1125, 1126 and 1128 of title 11 of the United States Code (the “**Bankruptcy Code**”), rules 2002, 3016, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 3017-1, 3018-1 and 3020-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), approving, among other things, (a) the adequacy of information in the Disclosure Statement, (b) Solicitation and Voting Procedures, (c) forms of Ballots, notices and notice procedures in connection therewith and (d) certain dates with respect thereto, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and

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<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; 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Plan, as applicable.

1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion on a final basis (the “**Disclosure Statement Hearing**”); and the Court having determined that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for the relief granted herein; and the Court having determined that the relief requested is in the best interests of the Debtors, their estates, creditors and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as provided herein.

**I. Approval of the Disclosure Statement.**

2. The Disclosure Statement is approved as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code, and as otherwise required by applicable law with respect to the Plan.

3. The Disclosure Statement (including all applicable exhibits thereto and the notices provided for herein) provides holders of Claims, holders of Interests and all other parties in interest with sufficient notice of the releases, exculpatory provisions and

injunctions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

4. The Disclosure Statement Hearing Notice filed by the Debtors and served upon parties in interest in these Chapter 11 Cases constituted adequate and sufficient notice of the hearing to consider approval of the Disclosure Statement and the deadline for filing objections to the Disclosure Statement and responses thereto, and is hereby approved.

5. All objections, responses, statements or comments, if any, in opposition to approval of the Disclosure Statement and the relief requested in the Motion that have not otherwise been resolved or withdrawn prior to, or on the record at, the Disclosure Statement Hearing are overruled in their entirety.

## **II. Approval of the Timeline and Materials for Soliciting Votes.**

### **A. Approval of Key Dates and Deadlines with Respect to the Plan and the Disclosure Statement.**

6. The following dates are hereby established (subject to modification as necessary) with respect to the solicitation of votes to accept, and voting on, the Plan (all times prevailing Eastern Time):

<b>Event</b>	<b>Date</b>
Voting Record Date	November 30, 2021
Disclosure Statement Objection Deadline	December 1, 2021, at 4:00 p.m., prevailing Eastern Time
Disclosure Statement Hearing	December 6, 2021, at 10:00 a.m., prevailing Eastern Time

Commencement of Solicitation	One business day after entry of the Order <sup>3</sup>
Plan Supplement Filing Deadline	December 28, 2021
Publication Deadline	December 30, 2021
Voting Deadline	January 7, 2022, at 4:00 p.m., prevailing Eastern Time
Plan Objection Deadline	January 7, 2022, at 4:00 p.m., prevailing Eastern Time
Contract Objection Deadline	January 7, 2022, at 4:00 p.m., prevailing Eastern Time
Deadline to File Voting Report	January 11, 2022
Deadline to File the Confirmation Brief and Omnibus Reply to Plan Objections	January 12, 2022, at 4:00 p.m., prevailing Eastern Time
Confirmation Hearing Date	January 18, 2022, at 10:00 a.m., prevailing Eastern Time

7. The Confirmation Hearing Date and deadlines related thereto may be continued from time to time by the Court or the Debtors without further notice to parties in interest other than such adjournments announced in open Court and/or a notice of adjournment filed with the Court and served on the Debtors' master service list.

8. For reference, and as described in further detail herein, below is a list of the various exhibits cited throughout the Order:

Relevant Document	Exhibit
Solicitation and Voting Procedures	Exhibit 1
Form of Ballots	Exhibit 2A, 2B and 2C
Notice of Non-Voting Status to Holders of Unimpaired Claims	Exhibit 3
Notice of Non-Voting Status to Holders of Disputed Claims	Exhibit 4

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<sup>3</sup> The Claims and Solicitation Agent (as defined below) will use all practicable means to complete the emailing and mailing, as applicable, of the Solicitation Packages as soon as possible.

Notice of Non-Voting Status to Holders of Customer Claims	Exhibit 5
Plan Summary	Exhibit 6
Notice of Mexican Brokerage Requirement	Exhibit 7
Confirmation Hearing Notice	Exhibit 8
Plan Supplement Notice	Exhibit 9
Assumption and Assumption and Assignment Notice	Exhibit 10
Rejection Notice	Exhibit 11
Publication Notice	Exhibit 12
Election Notice	Exhibit 13

**B. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan.**

9. The Solicitation Packages are approved.
10. In accordance with Bankruptcy Rule 3017(d), the Solicitation Packages shall contain:

- a. With respect to the holders of Claims in the Voting Classes<sup>4</sup>, the Solicitation Packages to be transmitted starting on the Solicitation Deadline to those holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date shall include the following, the form of each of which is hereby approved:
  - i. The Confirmation Hearing Notice in substantially the form attached hereto;
  - ii. The applicable Ballot or Master Ballot, in substantially the applicable forms of Ballot attached hereto, including a prepaid, preaddressed return envelope; and
  - iii. The Plan Summary in substantially the form attached hereto;

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<sup>4</sup> “**Voting Classes**” means Holders of claims in following classes: 3(a), 3(b), 3(c), 3(d), 3(e), 4(b), 4(c) and 4(d).

- iv. A copy of the Order (without exhibits other than the Solicitation and Voting Procedures), as entered by the Court; and
- v. The Disclosure Statement, as approved by the Court (with all exhibits annexed thereto); and
- b. With respect to holders of Claims in the Non-Voting Classes<sup>5</sup> (the “**Non-Voting Status Notice Package**”):
  - i. The Confirmation Hearing Notice;
  - ii. The Plan Summary;
  - iii. The applicable Notice of Non-Voting Status; and
  - iv. For certain Holders of Customer Claims, the Voucher Election Form<sup>6</sup>; and
- c. With respect to the U.S. Trustee, a copy of each document contained in each version of the Solicitation Packages, which may include non-customized Ballots and a non-customized Notice of Non-Voting Status; and
- d. Any additional documents that the Court has ordered to be included in hard-copy format.

11. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code and the Local Rules.

12. The Debtors shall distribute Solicitation Packages to all holders of Claims in the Voting Classes who are entitled to vote on the Plan starting on the Solicitation

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<sup>5</sup> “**Non-Voting Classes**” means Holders of Claims in following classes 1, 2, 4(a) and 5 and any Holder of a Disputed Claim; *provided*, however, that notwithstanding that Holders of Intercompany Claims and Interests and Interests in Grupo Aeroméxico are classified within non-voting classes, they are not captured in this definition because they are not receiving the Non-Voting Status Notice Package.

<sup>6</sup> “**Voucher Election Form**” means the form attached as Schedule 1 to the Customer Claims Procedures, which are attached as Exhibit 1 the proposed *Order (I) Authorizing the 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. 1997].

Deadline or as soon thereafter as reasonably practicable; provided, further that in lieu of printing and mailing or emailing the Order, Disclosure Statement and the Plan to Holders of Claims in the Voting Classes, the Debtors are authorized to provide instructions as part of the Ballots and the Confirmation Hearing Notice that discuss how to access these documents through the Case Website. Such service starting on the Solicitation Deadline shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

13. The Debtors are authorized, but not directed, to make available on the case website copies of the Solicitation Packages and the Non-Voting Status Notice Packages.

14. The Debtors are authorized, but not directed, to distribute the Solicitation Packages to Holders of Claims entitled to vote on the Plan by regular mail or electronic mail, where such Holder has provided an electronic mail address, unless not otherwise practicable. The Debtors are further authorized to distribute the Ballots, which will contain instructions detailing how to access electronic versions or request hard copies of the documents within the Solicitation Packages, in paper format.

15. The Debtors are authorized to distribute the Non-Voting Status Notice Packages to Holders of Claims not entitled to vote on the Plan by either regular mail or electronic mail where such Holder has provided an electronic mail address.

16. Any party entitled to vote on the Plan that has not provided an electronic mail address may request to receive paper copies of the Plan, Disclosure Statement, the Order and the Solicitation and Voting Procedures from the Claims and Solicitation Agent at no cost to such party.

17. The Claims and Solicitation Agent is authorized to assist the Debtors in (a) distributing the Solicitation Package; (b) receiving, tabulating and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors; (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan; (d) soliciting votes on the Plan; (e) providing additional notices to the Holders of Senior Notes Claims and/or the Equity Financing Commitment Parties, including (without limitation) the form of notice (the “**Election Notice**”) attached hereto as **Exhibit 13**, which shall be distributed at a time determined by the Debtors and the Noteholder Investors, but no later than one business day after the entry of the Confirmation Order, and otherwise in manner and form as agreed to by the Debtors and the Noteholder Investors; and (f) if necessary, contacting creditors regarding the Plan or as soon as practicable thereafter.

18. The Claims and Solicitation Agent is authorized to accept Master Ballots via encrypted email or other secured method of electronic communication.

19. The Claims and Solicitation Agent is authorized to accept the Individual Ballots via electronic submission through a customized online balloting portal on the Debtors’ case website. The encrypted ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner, and the creditor’s electronic signature will be deemed to be immediately legally valid and effective. Ballots submitted via the customized online balloting portal shall be



deemed to contain an original signature. Ballots submitted electronically other than through the customized online balloting portal will not be counted.

**C. Approval of the Confirmation Hearing Notice and the Publication Notice.**

20. The Confirmation Hearing Notice and the Publication Notice, substantially in the forms attached hereto as **Exhibit 8** and **Exhibit 12**, respectively, comply with the requirements of applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, and are approved in all respects. The Confirmation Hearing Notice shall be served upon all known holders of Claims and the parties on the Debtors' master service list (regardless of whether such parties are entitled to vote on the Plan) starting by no later than the Solicitation Deadline. No later than the December 30, 2021, the Debtors shall publish the Publication Notice, substantially in the form attached hereto as **Exhibit 12**, once in each of *The Wall Street Journal*, *The New York Times* and the Mexican national edition of *El Economista*. The Confirmation Hearing Notice and the Publication Notice provide Holders of Claims and/or Interests and all parties in interest in the Chapter 11 Cases with sufficient notice of, among other things, the releases, exculpatory provisions, and injunctions, as set forth in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

**D. Approval of Notice of Filing of the Plan Supplement.**

21. The Debtors are authorized to send notice of the filing of the Plan Supplement, substantially in the form attached hereto as **Exhibit 9**, on the date that the Debtors file the Plan Supplement (which will be filed no later than December 28, 2021) or as soon as practicable thereafter.

**E. Approval of the Form of Notices to Non-Voting Classes.**

22. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to holders of in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Claims and Solicitation Agent shall send a Non-Voting Status Notice Package, the form of each of which is hereby approved, in lieu of Solicitation Packages, with no further notice necessary or required, to certain of those parties, outlined below, who are not entitled to vote on the Plan:

- a. ***Unimpaired Claims—Conclusively Presumed to Accept.*** Holders of Claims in Classes 1, 2, 4(a) and 5 are not impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims will receive the applicable Notice of Non-Voting Status applicable in lieu of a Solicitation Package.
- b. ***Disputed Claims.*** (i) Holders of Claims that are subject to a pending objection or motion that seeks to disallow and/or expunge, or provides for the withdrawal of, their Claim(s) will receive the applicable Non-Voting Status Notice Package in lieu of a Solicitation Package and (ii) Holders of Claims that are subject to a pending objection or motion by the Debtors that seeks to establish, reduce, modify, and/or reclassify their Claim(s) will receive the applicable Solicitation Package, in each case, except as otherwise provided in a stipulation, settlement, or other agreement filed by the Debtors or as ordered by the Court at least two (2) days prior to the Voting Deadline, including pursuant to an order of any Rule 3018 motion filed regarding such Claim

23. The Debtors are also not required to send Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during the Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court; or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

**F. Approval of the Form of Plan Summary**

24. The Plan Summary substantially in the form attached hereto as **Exhibit 6** is approved and the Debtors are authorized to send such Plan Summary to all holders of Claims. The Plan Summary will be provided in English and Spanish and will describe only the most salient features of the Plan. The Plan Summary will be provided along with the Plan and Disclosure Statement, as applicable, and is qualified by the provisions of the Plan in all respects; however, it is being distributed to minimize the cost and translation risks associated with translating the Plan into Spanish.

**G. Approval of Notice of Mexican Brokerage Requirement**

25. The Notice of Mexican Brokerage Requirement substantially in the form attached hereto as **Exhibit 7** is approved and the Debtors are authorized, but not directed, to send such Notice of Mexican Brokerage Requirement, if applicable, as part of the Solicitation Package.

**H. Approval of Notices in Respect of Executory Contracts and Unexpired Leases.**

26. The Assumption Notice, substantially in the form attached hereto as **Exhibit 10**, and the Rejection Notice, substantially in the form attached hereto as **Exhibit 11** (collectively, the “**Contract Notices**”) are approved; *provided, further* that up to and including the Effective Date, the Debtors may assume, assume and assign or reject an executory contract or unexpired lease pursuant to the assumption and rejection procedures (the “**Assumption and Rejection Procedures**”) approved pursuant to an order previously entered by this Court.

27. At least twenty-one (21) days prior to the Confirmation Hearing, the Debtors shall serve or cause to be served, the Contract Notices, as applicable, on known counterparties to executory contracts and unexpired leases subject thereto.

28. Service of the Contract Notices as set forth herein shall be deemed good and sufficient notice of, among other things, the proposed rejection, assumption, or assumption and assignment of executory contracts and unexpired leases of the Debtors (including the proposed Cure Amounts related thereto and the release and satisfaction of any Claims or defaults arising under any assumed executory contract or unexpired lease at any time before the effective date of assumption or assumption and assignment upon the satisfaction thereof), the amendment of contracts in connection with assumption or assignment pursuant to Article VII of the Plan, and the procedures for objecting thereto, and no other or further notice is necessary.

29. Any objection by a counterparty to the proposed treatment of any executory contract or unexpired lease as set forth in the Plan or the Contract Notices (as applicable), or any other matter pertaining thereto must be asserted pursuant to the procedures set forth in the applicable Assumption Notice or the Rejection Notice by the Contract Objection Deadline, and shall be heard by the Bankruptcy Court at the Confirmation Hearing or at such other date and time as may be fixed by the Court. Any counterparty to an executory contract or unexpired lease who does not timely file and serve an objection by the Contract Objection Deadline pursuant to procedures set forth in the Assumption Notice and the Rejection Notice (as applicable), shall be deemed to have assented to the treatment of such contract or lease on the terms set forth in the Plan and the Contract Notices (as applicable).

30. The Debtors are authorized, but not directed, to alter, amend, modify or supplement the Schedule of Assumed Contracts and/or the Schedule of Rejected Contracts and to assume, assume and assign or reject executory contracts and unexpired leases at any time prior to the Effective Date or, with respect to any executory contract or unexpired lease subject to a Contract Dispute that is resolved after the Effective Date, within thirty (30) days following entry of a Final Order of the Bankruptcy Court resolving such Contract Dispute.

### **III. Approval of the Solicitation and Voting Procedures.**

31. The Debtors are authorized to solicit, receive and tabulate votes to accept or reject the Plan in accordance with the Solicitation and Voting Procedures attached hereto as **Exhibit 1**. The procedures set forth herein, in the Solicitation and Voting Procedures set forth in **Exhibit 1** and in materials for soliciting votes approved hereby, including, without limitation, the proposed procedures for the temporary disallowance of Claims for the purpose of voting to accept or reject the Plan, and the establishment of the Voting Record Date, provide for a fair and equitable process and are consistent with section 1126 of the Bankruptcy Code, Bankruptcy Code Rule 3018 and the Local Rules, and are hereby approved in their entirety.

### **IV. Approval of the Plan Objection Procedures**

32. The procedures set forth in the Motion regarding the filing of objections or responses to the Plan provide due, proper and adequate notice, comport with due process, comply with Bankruptcy Rules 2002, 3017 and 3020 and Local Rule 3020-1, and are hereby approved.

33. Objections and responses, if any, to confirmation of the Plan must (a) be in writing, (b) in English, (c) conform to the Federal Rules of Bankruptcy Procedure and

the Local Bankruptcy Rules for the Southern District of New York, (d) be filed with the Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted pro hac vice, electronically in accordance with General Order M-399 (which can be found at <http://www.nysb.uscourts.gov>), and (ii) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and (d) be served in accordance with the Order Establishing Certain Notice, Case Management, and Administrative Procedures, entered on July 8, 2020 [Docket No. 79], on (i) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attention: Timothy Graulich, Stephen D. Piraino and Erik Jerrard, Email: [timothy.graulich@davispolk.com](mailto:timothy.graulich@davispolk.com), [stephen.piraino@davispolk.com](mailto:stephen.piraino@davispolk.com) and [erik.jerrard@davispolk.com](mailto:erik.jerrard@davispolk.com); (ii) counsel to the Creditors Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attention: Brett Miller, Todd Goren, Craig Damast and Debra Sinclair, Email: [bmiller@willkie.com](mailto:bmiller@willkie.com), [tgoren@willkie.com](mailto:tgoren@willkie.com), [cdamast@willkie.com](mailto:cdamast@willkie.com) and [dsinclair@willkie.com](mailto:dsinclair@willkie.com); (iii) counsel to Apollo Management Holdings, L.P., Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006, Attention: Richard J. Cooper, Luke A. Barefoot, and Thomas S. Kessler, Email: [rcooper@cgsh.com](mailto:rcooper@cgsh.com), [lbarefoot@cgsh.com](mailto:lbarefoot@cgsh.com) and [tkessler@cgsh.com](mailto:tkessler@cgsh.com); (iv) counsel to that certain Ad Hoc Group of Senior Noteholder, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attention: David H. Botter and Abid Qureshi, Email: [dbotter@akingump.com](mailto:dbotter@akingump.com) and [aqureshi@akingump.com](mailto:aqureshi@akingump.com); (v) counsel to that certain ad hoc group of unsecured

claimholders, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attention: Joshua Brody and Matthew J. Williams, Email: jbrody@gibsondunn.com and mjwilliams@gibsondunn.com; (vi) counsel to those certain entities for which any of the The Baupost Group, L.L.C., Silver Point Capital, L.P. and Oaktree Capital Management, L.P. serve as investment manager, advisor, subadvisor, or accounts or sub-accounts directly or indirectly under any of their management, Milbank LLP, 55 Hudson Yards, New York, New York 10001, Attention: Dennis F. Dunne, Esq. and Matt Brod, Email: ddunne@milbank.com and mbrod@milbank.com; and (vii) the Office of the U.S. Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attention: Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov, so as to be actually received on or before the Plan Objection Deadline.

34. Objections to confirmation of the Plan that are not timely filed, served and actually received in the manner set forth above and in the Confirmation Hearing Notice shall not be considered unless otherwise agreed by the Debtors or determined by the Court.

35. The Debtors are authorized to file and serve replies or an omnibus reply to any such objections along with their brief in support of confirmation of the Plan either separately or by a single, consolidated reply on or before the Reply Deadline. In addition, any party in interest may file and serve a statement in support of confirmation of the Plan and/or a reply to any objections to confirmation of the Plan by the Reply Deadline.

## **V. Amendments and General Provisions.**

36. The Debtors are authorized to make non-substantive modifications to the

Disclosure Statement, Plan, Confirmation Hearing Notice, Solicitation Packages, Notices of Non-Voting Status, Ballots, Publication Notice, Solicitation and Voting Procedures, Plan Supplement Notice, Notice of Mexican Brokerage Requirement, Contract Notices, and related documents without further orders of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan and any other materials in the Solicitation Packages before distribution.

37. The Debtors are authorized, but not directed, to provide the Confirmation Hearing Notice, Ballots, Plan Summary, Notices of Non-Voting Status and any other solicitation documents to Holders of Claims in Spanish.

38. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

39. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

40. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

41. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: December 10, 2021  
New York, New York

/S/ Shelley C. Chapman  
THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE