

**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 APPROVING THE CLAIMS SETTLEMENT AMONG DEBTOR
AEROVÍAS DE MÉXICO, S.A. DE C.V., WELLS FARGO TRUST
COMPANY, NATIONAL ASSOCIATION, AND CERTAIN PARTIES**

Upon the motion (the “**Motion**”)² of the Debtors for entry of an order (this “**Order**”), approving the Claims Settlement as set forth in the Motion and the Landess Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein 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.); and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the notice parties identified in the Motion; such notice having been adequate and appropriate under the circumstances and in accordance with the Omnibus Settlement Procedures, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and considered the relief requested therein; and upon all of the proceedings had before the Court; and after due deliberation the Court having determined that the

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 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having found that the relief granted herein is in the best interests of the Debtors, their creditors, and all other parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Claims Settlement is (a) supported by reasonable consideration, (b) fair and equitable and in the best interest of the Debtors' estates, and (c) permitted by the Bankruptcy Code, and thus, is hereby approved pursuant to Bankruptcy Rule 9019(a) and shall be binding on the Debtors, the Lessors, and the other Claimants and their respective affiliates.
3. In accordance with the Claims Settlement, the Lessors shall be allowed the following freely transferrable, non-priority general unsecured claims against the bankruptcy estate of Aerovías in its Chapter 11 Case (or any subsequent chapter 7 case in the event of conversion) (collectively, the "**Allowed Claims**"):

Claim Number	Claimant	Treatment	Allowed Claim Amount
543	Wells Fargo Trust Company, National Association, as Owner Trustee Under that Certain Aircraft MSN 33783 Trust	Allowed	\$3,498,134.39
548	Wells Fargo Trust Company, National Association, as Owner Trustee Under that Certain Aircraft MSN 33790 Trust	Allowed	\$3,919,337.40
		Total	\$7,417,471.79

For the avoidance of doubt, the amount of the Allowed Claims are final and shall constitute the only Claims belonging to the Claimants allowed in the Chapter 11 Cases.

4. In accordance with the Claims Settlement, all other Claims against the Debtors in the Chapter 11 Cases belonging to any of the Claimants are hereby deemed withdrawn

(collectively, the “**Withdrawn Claims**”), including, without limitation, the following claims asserted against Aerovías:

Claim Number	Claimant	Treatment
541, 561040380	GASL Bermuda A-1 Limited	Withdrawn
542	Genesis Aircraft Services Limited	Withdrawn
544	CRA Aircraft Holdings Bermuda, Limited	Withdrawn
545	CRA Aircraft Holdings, Limited	Withdrawn
546	Genesis Aircraft Services Limited	Withdrawn
547	Seraph Aviation Management Limited	Withdrawn
561101520	Wells Fargo Trust Company, National Association, as Owner Trustee	Withdrawn

5. The Allowed Claims shall be automatically allowed for all purposes in the Chapter 11 Cases, and the Withdrawn Claims shall be automatically withdrawn, upon entry of this Order, and no further notice or action shall be required of the Lessors, any other Claimant, or the Debtors to effectuate the allowance or withdrawal, as applicable, of such Claims upon such occurrence. Upon allowance, none of the Allowed Claims shall be (either directly or indirectly) subject to any challenge, objection, counterclaim, or offset for any reason, or subject to any objection or avoidance or recovery action under section 502(d), 542, 544, 547, 548, 549, 550, 551, or 553 of the Bankruptcy Code. The Allowed Claims are freely transferrable and the Claimants may take commercially reasonable actions in furtherance of any potential transfer of such claims without further order of this Court. Any chapter 11 plan filed by the Debtors shall afford the Allowed Claims treatment that is no worse than the treatment given to the non-priority general unsecured claims of any other aircraft or engine lessor whose claim runs solely against Aerovías. Upon entry of this Order and without any further action by the Debtors or the Lessors, Epiq Corporate Restructuring, LLC is authorized to update the claims register to reflect the terms of this Order,

including, without limitation, (a) allowing the Allowed Claims in the aggregate amount of the Claims Settlement and (b) expunging the Withdrawn Claims as set forth in this Order.

6. The Debtors are authorized to take, or refrain from taking, any action necessary or appropriate to implement and effectuate the terms of, and the relief granted in, this Order without seeking further order of the Court.

7. Notwithstanding any subsequent appointment of any trustee(s) under any chapter of the Bankruptcy Code, this Order shall be binding in all respects upon, and shall inure to the benefit of, the Debtors, their estates, their creditors, their respective affiliates, successors, and assigns, and any affected third parties, including, but not limited to, the Claimants and all other persons asserting interests in the relevant aircraft.

8. While the above referenced Chapter 11 Cases are pending, this Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: December 14, 2021
New York, New York

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