

**Objection Deadline: January 3, 2022**

Brett H. Miller  
Todd M. Goren  
Craig A. Damast  
Debra M. Sinclair  
WILLKIE FARR & GALLAGHER LLP  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111  
bmiller@willkie.com  
tgoren@willkie.com  
cdamast@willkie.com  
dsinclair@willkie.com

*Counsel to the Official Committee of Unsecured Creditors*

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

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

**SIXTH MONTHLY FEE STATEMENT  
OF WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED  
FOR THE PERIOD OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

Name of Applicant:	Willkie Farr & Gallagher LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the " <u>Committee</u> ")
Date of Retention:	June 29, 2021 <i>nunc pro tunc</i> to May 1, 2021

<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.

Period for which Compensation and Reimbursement is Sought:	October 1, 2021 through October 31, 2021 (the “ <u>Fee Period</u> ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,703,479.50 (80% = \$1,362,783.60)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$8,158.08
Total Compensation and Expenses for which Interim Allowance is Sought:	\$1,711,637.58
Total Compensation and Expenses to be Paid Under Interim Compensation Order:	\$1,370,941.68

This is a(n) x monthly \_\_\_ interim final application. No prior application was filed for this Fee Period.<sup>2</sup>

---

<sup>2</sup> Notice of this Monthly Fee Statement (as defined herein) shall be served in accordance with the Interim Compensation Order (as defined herein), and objections to the relief requested in this Monthly Fee Statement shall be addressed in accordance with the Interim Compensation Order.

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the *Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021*, dated June 29, 2021 [Docket No. 1367] and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated September 8, 2020 [Docket No. 360] (the “Interim Compensation Order”), Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this sixth monthly fee statement (the “Monthly Fee Statement”).<sup>3</sup> By this Monthly Fee Statement, Willkie seeks (a) compensation in the amount of \$1,703,49.50 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$340,695.90, for a total fee request of \$1,362,783.60; and (b) reimbursement of reasonable expenses incurred by Willkie during the Fee Period in the amount of \$8,158.08.

**Itemization of Services Rendered and Disbursements Incurred**

1. In support of this Monthly Fee Statement, attached are the following exhibits:
  - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie’s attorneys and paraprofessionals during the

---

<sup>3</sup> The period from October 1, 2021 through and including October 31, 2021 is referred to herein as the “Fee Period.”

Fee Period with respect to each of the subject matter categories established by Willkie in accordance with its internal billing procedures.

- **Exhibit B** is a schedule providing certain information regarding Willkie's attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals have expended a total of 1,418.5 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Willkie's time detail and records of fees and expenses incurred during the Fee Period.

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred by Willkie's attorneys and paraprofessionals during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused in connection with accounting and processing of such time and expenses. Accordingly, Willkie reserves the right to make further application to this Court for allowance of such fees and expenses incurred during the Fee Period, but not included herein.

### **Notice and Objection Procedures**

3. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement will be served upon the following parties (collectively, the "**Fee Notice Parties**"): (i) the Debtors, c/o Grupo Aeroméxico, S.A.B. de C.V., Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500 (Attn: Daniel Martinez Martinez (dmartinezm@aeromexico.com) and Patricia Bobadilla (mbobadilla@aeromexico.com)); (ii) counsel for the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Timothy Graulich (timothy.graulich@davispolk.com) and Stephen Piraino

(stephen.piraino@davispolk.com)); (iii) the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Andrea B. Schwartz (andrea.b.schwartz@usdoj.gov)); (iv) counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 (Attn: Richard J. Cooper (rcooper@cgsh.com), Luke A. Barefoot (lbarefoot@cgsh.com) and Thomas S. Kessler (tkessler@cgsh.com)); and (v) counsel for any other statutory committees appointed in these Chapter 11 Cases. The Firm submits that, in light of the nature of the relief requested, no other or further notice need be given.

4. Objections to the Monthly Fee Statement, if any, must be filed and served upon Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Brett H. Miller, Esq. and Todd Goren, Esq.; Email: BMiller@willkie.com; TGoren@willkie.com) no later than January 3, 2022 (the “Objection Deadline”). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amounts of fees or expenses at issue.

5. If no objection to this Monthly Fee Statement is received by the Objection Deadline, the Debtors shall promptly pay the Firm 80% of the fees and 100% of the expenses identified in this Monthly Fee Statement. To the extent that an objection to this Monthly Fee Statement is received by the Objection Deadline, the Debtors shall withhold payment of that portion of this Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and expenses in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

WHEREFORE, Willkie respectfully requests that allowance be made for compensation in the amount of \$1,703,479.50 for the actual, reasonable and necessary legal services rendered to

the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$340,695.90 for a total fee request of \$1,362,783.60, together with reimbursement of expenses in the amount of \$8,158.08, and further requests such other and further relief as the Court deems just and proper.

Dated: December 17, 2021  
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Brett H. Miller  
Brett H. Miller  
Todd M. Goren  
Craig A. Damast  
Debra M. Sinclair  
787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111  
bmiller@willkie.com  
tgoren@willkie.com  
cdamast@willkie.com  
dsinclair@willkie.com

*Counsel to the Official Committee of  
Unsecured Creditors*

**Exhibit A**

**Statement of Fees by Subject Matter**

<b>Matter</b>	<b>Total Hours Billed</b>	<b>Total Fees Requested</b>
Asset Analysis and Recovery (PC001)	3.1	\$4,158.00
Asset Disposition (PC002)	0.0	\$0.00
Assumption and Rejection of Leases (PC003)	91.5	\$115,265.50
Budgeting (Case) (PC005)	0.0	\$0.00
Business Operations (PC006)	1.2	\$1,427.50
Case Administration (PC007)	70.0	\$74,567.00
Claims Administration & Objections (PC008)	5.0	\$6,135.50
Corporate Governance & Board Matters (PC009)	0.0	\$0.00
Employee Benefits & Pensions (PC010)	0.0	\$0.00
Employment & Fee Applications (PC011)	31.7	\$23,749.50
Financing & Cash Collateral (PC013)	3.0	\$3,954.00
Other Litigation (PC014)	0.2	\$248.00
Meetings and Communications with Committee (PC015)	162.1	\$204,836.50
Plan & Disclosure Statement (PC017)	774.8	\$980,221.50
Relief from Automatic Stay and Adequate Protection (PC019)	0.1	\$113.50
Reporting (PC020)	0.2	\$227.00
Tax (PC021)	0.0	\$0.00
Valuation (PC022)	0.0	\$0.00
Discovery (PC023)	257.1	\$283,446.50
Hearings (PC024)	0.0	\$0.00
Claims Investigation (PC026)	0.0	\$0.00
Lien Investigation (PC027)	3.4	\$4,335.00
Intercompany Claims (PC028)	0.0	\$0.00
Other Motions/Applications (PC029)	0.7	\$794.50
Time Entry Review (PC032)	14.4	\$10,026.00

Mediation (PC034)	0.0	\$0.00
Governmental/Regulatory (PC035)	0.0	\$0.00
<b>Total Requested</b>	<b>1,418.5</b>	<b>\$1,713,505.50</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>		<b>(\$10,026.00)</b>
<b>Total Requested</b>	<b>1,418.5</b>	<b>\$1,703,479.50</b>



**Exhibit B**

**Attorney and Paraprofessional Information**

<b>Name</b>	<b>Year Admitted or No. of Years with Firm</b>	<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
<b>Partners</b>					
James Dugan	1994	Litigation	\$1,900	48.2	\$91,580.00
Weston Eguchi	2006	Corporate & Financial Services (“ <b>Corporate</b> ”)	\$1,275 / \$1,350	6.6	\$8,647.50
Todd Goren	2003	Business Reorganization & Restructuring (“ <b>BR&amp;R</b> ”)	\$1,430	167.2	\$239,096.00
Brian S. Lennon	2004	BR&R	\$1,650	29.9	\$49,335.00
Andres Mena	2001	Corporate	\$1,750	2.5	\$4,375.00
Robert Meyer	1986 (DC))	Litigation	\$1,900	0.7	\$1,330.00
Brett H. Miller	1992	BR&R	\$1,500 / \$1,650	218.7	\$360,450.00
Martin J. Weinstein	1985 (DC)	Litigation	\$1,900	1.0	\$1,900.00
<b>Counsel / Senior Counsel</b>					
Craig A. Damast	1992	BR&R	\$1,135	157.1	\$178,308.50
<b>Associates</b>					
Natalia Benitez	2020	Litigation	\$985	47.3	\$46,590.50
Pablo Benjumea Guitierrez	2021 (Illinois)	Corporate	\$985	1.8	\$1,773.00
Joseph Brandt	2021	BR&R	\$825	92.0	\$75,900.00
James H. Burbage	2016	BR&R	\$1,240	21.0	\$26,040.00
Hye-Kyung (Monica) Chang	2008	Litigation	\$575	2.3	\$1,322.50
Matthew V. Dunn	2016	BR&R	\$1,180	156.4	\$184,552.00
Kyle Mathews	2015	Litigation	\$1,240	88.3	\$109,492.00
Brooke Sgambati	2017	Litigation	\$1,180	17.7	\$20,886.00
Debra M. Sinclair	2014	BR&R	\$1,260	171.0	\$215,460.00
<b>Law Clerks</b>					
Kathryn Garrett		Litigation	\$490	25.8	\$12,642.00
Jessica Graber		BR&R	\$490	51.3	\$25,137.00
Anthony Scarcella		BR&R	\$490	42.0	\$20,580.00
Michele St. Julien		Litigation	\$650	30.0	\$19,500.00
Heather Woodside		Litigation	\$575	1.1	\$632.50
<b>Paraprofessionals</b>					
Alison R. Ambeault	15 ½ years	Associate Director, Practice Support	\$490	31.1	\$15,239.00

Christian Arriola	10 years	Litigation Technology Support	\$345	1.7	\$586.50
Joyanne M. Watson	5 years	Litigation Technology Support	\$415	3.9	\$1,618.50
Huy Chu	13 ½ years	Knowledge Management	\$280	1.2	\$336.00
Sally Munson	5 ½ years	Knowledge Management	\$280	0.7	\$196.00
<b>Total Requested:<sup>1</sup></b>				<b>1,418.5</b>	<b>\$1,713,505.50</b>
<b>Less Client Accommodation for Time Entry Review (100% of Fees Incurred)</b>					<b>(\$10,026.00)</b>
<b>Total Requested</b>				<b>1,418.5</b>	<b>\$1,703,479.50</b>

---

<sup>1</sup> The blended rate for attorneys is \$1,228.73 per hour. The blended rate for paraprofessionals is \$465.70 per hour.

**Exhibit C**

**Summary of Actual and Necessary Expenses for the Fee Period**

<b>Expense</b>	<b>Amount</b>
Postage/Messenger/Overnight Delivery	\$139.62
Data Acquisition (including Legal Research)	\$6,900.27
Outside Consultants (including e-discovery provider)	\$1,055.72
Teleconferencing	\$62.47
<b>Total Requested:</b>	<b>\$8,158.08</b>

**Exhibit D**

**Time Detail**

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

Tel: 212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

## OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO AEROMEXICO

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22119974  
Client/Matter No. 128273.00001  
November 30, 2021

### FOR PROFESSIONAL SERVICES RENDERED

through October 31, 2021 as set out in the  
attached detail

Asset Analysis and Recovery	\$	4,158.00
Assumption and Rejection of Leases and Contracts	\$	115,265.50
Business Operations	\$	1,427.50
Case Administration	\$	74,567.00
Claims Administration and Objections	\$	6,135.50
Employment and Fee Applications	\$	23,749.50
Financing and Cash Collateral	\$	3,954.00
Other Litigation	\$	248.00
Meetings and Communications with Creditors	\$	204,836.50
Plan and Disclosure Statement	\$	980,221.50
Relief from Stay and Adequate Protection	\$	113.50
Reporting	\$	227.00

CHAPTER 11 - BANKRUPTCY  
Invoice No. 22119974  
Client/Matter No. 128273.00001

Page 2

Discovery	\$ 283,446.50
Lien Investigation	\$ 4,335.00
Other Motions/Applications	\$ 794.50
<b>Disbursements and Other Charges</b>	<u>8,158.08</u>
<b>Total this Invoice</b>	<u><u>\$ 1,711,637.58</u></u>

CHAPTER 11 - BANKRUPTCY

Page 3

Invoice No. 22119974

Client/Matter No. 128273.00001

**Asset Analysis and Recovery**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/1/21	MVD	Review preliminary recovery analysis deck prepared by FTI.	0.40 \$	472.00
10/7/21	MVD	Consideration of issues regarding valuation of Debtors' IP.	0.40	472.00
10/13/21	T G	Review schedules re IP ownership issues (.8) and correspondence w/ FTI and S&S re same (.4).	1.20	1,716.00
10/18/21	T G	Review IP license agreement summaries (.4); correspondence w/ FTI and S&S re same (.4).	0.80	1,144.00
10/18/21	MVD	Review memo prepared by S&S regarding Debtors' trademark registrations.	0.30	354.00
<b>Sub-Total</b>			<b>3.10</b>	<b>4,158.00</b>

**Assumption and Rejection of Leases and Contracts**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
9/24/21	B M	Discussions with the Debtors and FTI regarding the ALC Motion and subsequent Boeing 737MAX aircraft deals (1.2); call with FTI regarding the 737MAX aircraft deals (1.1); memorandum regarding the UCC position on the 737MAX aircraft (.4).	2.70 \$	4,050.00
10/1/21	CAD	Correspondence w/ internal working group regarding current draft of committee's statement regarding Debtors' motion to acquire ALC aircraft (.2); review and revise same (1.2) and correspondence (.2) and discussion (.2) w/ M. Dunn regarding same and comments; correspondence w/ D. Sinclair, internal working group regarding adjournment of Debtors' ALC motion (.1).	1.90	2,156.50
10/1/21	MVD	Revise statement to ALC Motion.	0.30	354.00
10/3/21	CAD	Correspondence w/ M. Melcer (Davis Polk), chambers, internal working group regarding	0.20	227.00

CHAPTER 11 - BANKRUPTCY

Page 4

Invoice No. 22119974

Client/Matter No. 128273.00001

		adjournment of Debtors' motion to enter into new aircraft lease agreements w/ ALC and extension of objection deadline.		
10/4/21	CAD	Correspondence w/ D. Zylberberg (Simpson Thatcher), various other counsel regarding adjournment of PLM 9019 motion (.2); correspondence w/ D. Sinclair, internal working group regarding notice of adjournment of Debtors' ALC (aircraft lease acquisition) motion (.1).	0.30	340.50
10/4/21	MVD	Review notice of adjournment of ALC Hearing.	0.10	118.00
10/5/21	T G	Call w/ B. Roy re fleet strategy.	0.20	286.00
10/5/21	MVD	Draft objection to ALC Motion.	1.20	1,416.00
10/6/21	MVD	Draft objection to ALC Motion.	4.20	4,956.00
10/7/21	DMS	Review and revise 737MAX objection (.8) and corr with M Dunn re same (.3).	1.10	1,386.00
10/7/21	CAD	Correspondence w/ P. Garg (Davis Polk), M. Dunn, B. Roy/R. Faldetta (FTI) regarding Debtors' draft motion to assume Fuyo aircraft lease (.1) and review/analyze same (.2); review/analyze Debtors' motion to reject certain aircraft lease w/ Wells Fargo Trust (.2); review/analyze Debtors' motion to assume, as amended, certain lease agreements w/ Commuter Aircraft Leasing and approving claims settlement (.2); review/analyze Debtors' motion to assume certain aircraft lease w/ FO Galaxy (.2).	0.90	1,021.50
10/7/21	MVD	Draft objection to Debtors' ALC motion.	1.80	2,124.00
10/7/21	MVD	Review Fuyo assumption motion.	0.30	354.00
10/7/21	MVD	Review revised proposed interim order re: assumption of JA Mitsui JOLCO lease.	0.20	236.00
10/8/21	CAD	Review/analyze revised proposed interim order regarding assumption of JA Mitsui JOLCO lease (.2) and correspondence w/ internal working group regarding same (.3); review/analyze Debtors' motion to assume, as	0.70	794.50



CHAPTER 11 - BANKRUPTCY

Page 5

Invoice No. 22119974

Client/Matter No. 128273.00001

10/8/21	CAD	amended, certain lease agreement and approve claims settlement w/ Wings 35115 LLC (.2). Review/analyze Debtors' motion to enter into amended and restated aircraft lease agreement and approve claims settlement w/ Wilmington Trust SP Services (Dublin) Limited (.2); review/analyze Debtors' motion to enter into transactions w/ Total Engine Asset Management PTE (.2).	0.40	454.00
10/8/21	CAD	Review and revise committee's supplemental objection to Debtors' ALC motion (to acquire certain aircraft) (.7); correspondence w/ M. Dunn regarding same and comments (.2).	0.90	1,021.50
10/8/21	DMS	Call with DPW re JOLCO interim order (.2) and related corr with Willkie team (.1); review and revise objection to 737MAX Aircraft (1.1).	1.40	1,764.00
10/9/21	CAD	Correspondence w/ B. Roy (FTI), internal working group regarding Debtors' pending aircraft lease assumption motions and status.	0.20	227.00
10/11/21	CAD	Correspondence w/ T. Goren, internal working group regarding committee's objection to Debtors' ALC aircraft motion.	0.20	227.00
10/11/21	T G	Review draft objection to ALC motion.	0.80	1,144.00
10/11/21	MVD	Draft objection to ALC Motion (1.2); prepare agenda for weekly UCC meeting (.4).	1.60	1,888.00
10/11/21	MVD	Continue to draft objection to debtors' ALC motion (1.8); review and comment on FTI declaration in support of objection to ALC motion (.3).	2.10	2,478.00
10/12/21	DMS	Review and revise ALC objection.	2.40	3,024.00
10/12/21	CAD	Review and revise committee's objection to Debtors' ALC aircraft acquisition motion (2x) (1.8) and correspondence w/ D. Sinclair regarding same and comments (.3); correspondence w/ D. Sinclair regarding FTI declaration in support of such committee objection (.1); subsequent correspondence w/ M. Dunn regarding comments to such objection (.2).	2.40	2,724.00
10/12/21	T G	Review motion to assume JOLCO aircraft (.4); correspondence w/ B. Roy re same (.2); review	1.20	1,716.00

CHAPTER 11 - BANKRUPTCY

Page 6

Invoice No. 22119974

Client/Matter No. 128273.00001

10/12/21	B M	and revise objection to ALC Motion (.6). Meeting with the Debtors and FTI to discuss the aircraft lease issues and the potential JOLCO solutions.	0.80	1,320.00
10/12/21	MVD	Revise draft objection to Debtors' ALC motion.	1.10	1,298.00
10/13/21	CAD	Correspondence w/ D. Sinclair/M. Dunn regarding current draft of committee's objection to Debtors' ALC aircraft lease motion (.2); review/analyze comments to same (.2); review and revise subsequent draft of such motion (.8) and discussion w/ M. Dunn regarding same and additional comments (.2); various correspondence w/ internal working group regarding issues/additional comments to same and supporting N. Cohen declaration (.5); correspondence w/ D. Sinclair, S. Szanzer (Davis Polk) regarding ALC aircraft lease motion (.2).	2.10	2,383.50
10/13/21	T G	Review and revise objection to ALC motion.	1.30	1,859.00
10/13/21	DMS	Review ALC objection (0.2); call with FTI, M. Dunn regarding ALC objection revisions and questions (0.5).	0.70	882.00
10/13/21	DMS	Correspondence with Davis Polk and Willkie teams re ALC objection deadline (.1); consider arguments in ALC objection (.9) and correspondence with Willkie, FTI, DPW teams re same (.6); review and revise ALC objection (.4); corr with M Dunn re same (.2).	2.20	2,772.00
10/13/21	JCD	Review objection to 737MAX motion.	0.60	1,140.00
10/13/21	MVD	Phone call with R. Faldetta, B. Roy (FTI) and D. Sinclair re objection to ALC motion (.6); review FTI declaration in support of objection to ALC motion (.2); revise/supplement objection to Debtors' ALC motion (3.7).	4.50	5,310.00
10/14/21	CAD	Various correspondence w/ internal working group regarding committee's draft objection to Debtors' ALC aircraft motion (.5); correspondence w/ D. Sinclair, S. Szanzer (Davis Polk) regarding same and extension of objection deadline (.1).	0.60	681.00

CHAPTER 11 - BANKRUPTCY

Page 7

Invoice No. 22119974

Client/Matter No. 128273.00001

10/14/21	CAD	Review/analyze Debtors' motion to assume, as amended, certain lease agreements and approving claims settlement w/ Truenoord Nazas Limited (.2); correspondence w/ M. Dunn, B. Roy (FTI) regarding same (.1); review/analyze Debtors' motion to assume, as amended, certain lease agreement and approving claims settlement w/ Yamasa Aircraft and related parties (.2); correspondence w/ M. Dunn, B. Roy (FTI) regarding same (.1); correspondence w/ internal working group, FTI regarding appropriate discount rate for rejection damages claims (.4).	1.00	1,135.00
10/14/21	MVD	Phone call with R. Faldetta and B. Roy (FTI) regarding objection to ALC motion (.3); review Debtors' motion to assume leases (TrueNoord) (.6); review Debtors' motion to assume leases (Yamasa) (.7); draft objection to Debtors' ALC motion (1.7).	3.30	3,894.00
10/15/21	DMS	Correspondence with Willkie team regarding objection workstreams (0.2); review and revise ALC objection (1.9); correspondence with M. Dunn re same (0.1).	2.20	2,772.00
10/15/21	CAD	Correspondence w/ K. Mathews, internal working group regarding Debtors' first and second document productions and Delta discovery issues/deposition (.4); correspondence w/ K. Mathews, internal working group regarding Apollo's discovery requests served on Debtors (.1) and review/analyze same (.2).	0.70	794.50
10/15/21	CAD	Review/analyze CNO regarding Debtors' motion to assume, as amended, lease agreement and approve claims settlement w/ Jupiter Aviation Partners (.1) and signed order regarding same (.1); review/analyze Debtors' sixth notice of assumption of executory contracts and unexpired leases (.1).	0.30	340.50
10/15/21	JCD	Review revisions to objection to ALC motion.	0.40	760.00
10/15/21	MVD	Draft objection to Debtors' ALC motion.	1.20	1,416.00
10/15/21	B L	Review and revise objection to ALC motion.	0.60	990.00

CHAPTER 11 - BANKRUPTCY

Page 8

Invoice No. 22119974

Client/Matter No. 128273.00001

10/18/21	CAD	Review/analyze Debtors' motion to assume, as amended, certain aircraft lease agreements and approve claims settlement w/ Avolon Aerospace (.2); correspondence w/ M. Dunn, FTI regarding same (.1).	0.30	340.50
10/18/21	CAD	Correspondence w/ M. Landess (Skyworks), B. Roy/S. Star (FTI), internal working group regarding status of JOLCOs and possible resolution/restructuring of agreements w/ SVP.	0.40	454.00
10/18/21	B M	Review the potential Jolco settlement deals (1.2); correspond with the Debtors and FTI regarding the Jolco settlements (.4).	1.60	2,640.00
10/18/21	T G	Review proposed JOLCO assumption deals (.6) and correspondence w/ FTI re same (.2).	0.80	1,144.00
10/18/21	DMS	Review JOLCO correspondence/analysis from FTI (0.3); call with J. Sturm (DPW) re JOLCO negotiation status (0.3); review JOLCO-related motions and related settlement analysis (2.1) and correspondence with Willkie team re same (0.6).	3.30	4,158.00
10/18/21	MVD	Revise objection to ALC motion.	1.30	1,534.00
10/18/21	MVD	review debt impact analysis of JOLCOs prepared by Skyworks (.1);	0.10	118.00
10/18/21	DMS	Review and revise ALC objection.	0.30	378.00
10/18/21	MVD	Review letter from MNAT regarding aircraft lease (.2); review Debtors' unredacted motion to assume leases (Avolon) (.4).	0.60	708.00
10/19/21	DMS	Review additional comments to ALC objection and revise same (0.1); correspondence with M. Dunn re same (0.1).	0.20	252.00
10/19/21	CAD	Review/analyze Morris Nichols letter to M. Edelman (Vedder Price) regarding termination notice regarding certain aircraft lease agreements and equipment (and automatic stay violation) (.1); correspondence w/ D. Sinclair, internal working group regarding same and ongoing discussions between Debtors and SVP (.2); correspondence w/ B. Roy (FTI), T. Goren, internal working group regarding JOLCO aircraft lease discussions/claims status and	0.60	681.00

CHAPTER 11 - BANKRUPTCY

Page 9

Invoice No. 22119974

Client/Matter No. 128273.00001

		issues (.3).		
10/19/21	B M	Discussions with the Debtors regarding the Jolco settlements (.3); review and discuss the Jolco settlements with FTI (.4).	0.70	1,155.00
10/19/21	T G	Correspondence w/ FTI re JOLCO lease restructuring proposals (.6) and review materials re same (.8).	1.40	2,002.00
10/19/21	DMS	Review JOLCO related pleadings/materials.	0.40	504.00
10/19/21	MVD	Draft objection to ALC motion.	1.30	1,534.00
10/20/21	CAD	Correspondence w/ M. Dunn, FTI regarding current draft of committee's objection to Debtors' ALC (aircraft lease acquisition) motion.	0.20	227.00
10/20/21	DMS	Review JOLCO objections.	0.80	1,008.00
10/20/21	J B	Draft and revise FTI declaration in support of ALC objection.	1.00	825.00
10/20/21	MVD	Review draft FTI declaration in support of objection to ALC motion. (.3); review objections to Mitsui and Fuyo JOLCOs (.5).	0.80	944.00
10/21/21	CAD	Review/analyze CNO regarding Debtors' motion to reject certain aircraft lease w/ Wells Fargo Trust (.1) and signed order regarding same (.1); review/analyze CNO regarding Debtors' motion to assume, as amended, certain lease agreements and approve claims settlement w/ Commuter Aircraft Leasing (.1) and signed order regarding same (.1); review/analyze CNO regarding Debtors' motion to assume, as amended, certain lease agreement and approve claims settlement w/ Wings 35115 LLC (.1) and signed order regarding same (.1).	0.60	681.00
10/21/21	CAD	Review/analyze CNO regarding Debtors' motion to enter into amended and restated lease agreement and approve claims settlement w/ Wilmington Trust (.1) and signed order regarding same (.1); review/analyze CNO regarding Debtors' motion to enter into transactions w/ Total Engine Asset Management (.1) and signed order regarding same (.1); review/analyze Debtors' motion to	0.70	794.50

CHAPTER 11 - BANKRUPTCY

Page 10

Invoice No. 22119974

Client/Matter No. 128273.00001

		enter into transactions w/ Multi Pilot Simulations (.2); correspondence w/ M. Dunn, FTI regarding same (.1).		
10/21/21	MVD	Review Multi Pilot Simulations motion filed by Debtors.	0.40	472.00
10/22/21	CAD	Review/analyze aircraft lessors' objection to Debtors' motion to assume JOLCO lease (.3); review/analyze Ballyporeen objection to revised JOLCO assumption order (.5); review/analyze Musgrave Park objection to Debtors' motion to assume JOLCO lease (.4).	1.20	1,362.00
10/22/21	CAD	Review and revise current draft of committee's objection to Debtors' ALC (aircraft acquisition) motion (.8); correspondence w/ internal working group regarding same and comments (.1).	0.90	1,021.50
10/22/21	T G	Review objection to ALC Motion.	0.70	1,001.00
10/22/21	B M	Review and comment on the UCC Objection to the ALC Objection (.7); review of the Jolco settlements (.8); memorandum regarding aircraft deals and potential claims (.4); call with FTI regarding the aircraft claims (.5).	2.40	3,960.00
10/26/21	CAD	Review/analyze CNO regarding Debtors' motion to authorize assumption, as amended, of certain lease agreements and approve claims settlement w/ Truenoord Nazas Limited.	0.10	113.50
10/27/21	CAD	Review/analyze Debtors' motion to implement transactions w/ GE Capital Aviation including assumption, as amended, of aircraft and engine leases and approve claims settlement (.3); correspondence w/ internal working group regarding same (.1).	0.40	454.00
10/27/21	CAD	Review/analyze Debtors' motion to enter into new aircraft lease agreements w/ AMBC Aviation Capital.	0.20	227.00
10/27/21	MVD	Review GECAS motion.	0.70	826.00
10/28/21	CAD	Review/analyze seventh notice of rejection of executory contracts and unexpired leases (.1); review/analyze signed order authorizing assumption, as amended, of certain lease agreements and approving claims settlement w/	0.40	454.00

CHAPTER 11 - BANKRUPTCY

Page 11

Invoice No. 22119974

Client/Matter No. 128273.00001

		Truenoord Nazas Limited (.1); review/analyze signed order authorizing assumption, as amended, of certain lease agreement and approving claims settlement w/ Yamasa Aircraft (.1); review/analyze CNO regarding Debtors' motion to assume, as amended, certain aircraft lease agreements and approve claims settlement w/ Avolon Aerospace (.1).		
10/28/21	CAD	Review/analyze FTI comments to committee objection to Debtors' ALC (aircraft lease) motion (.4); review and revise such objection (1.8); correspondence w/ M. Dunn regarding same and comments (.2).	2.40	2,724.00
10/28/21	T G	Review SMBC and GECAS motion (.7); review updated objection to ALC Motion (.6); call w/ FTI re same (.6).	1.90	2,717.00
10/28/21	MVD	Draft objection to ALC motion.	0.60	708.00
10/28/21	DMS	Call with Willkie and FTI teams to discuss ALC Objection (0.6); corr. with B. Miller, T. Goren re ALC objection (0.2); review SMBC MAX motion (0.2).	1.00	1,260.00
10/29/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding committee's draft objection to Debtors' ALC and SMBC (aircraft lease) motions.	0.20	227.00
10/29/21	MVD	Revise objection to ALC/SMBC motions.	0.80	944.00
10/29/21	B M	Review the aircraft claims analysis of FTI (.7); review and comment on the ALC objection (.5); call with FTI regarding the 737MAX issues (.4).	1.60	2,640.00
10/29/21	DMS	Review FTI comments to ALC objection (.1) and correspondence with M. Dunn, R. Faldetta (FTI) re same (.2); corr. with Willkie team re ALC objection (.2).	0.50	630.00
10/30/21	DMS	Review revisions to ALC/SMBC objection and corr with M. Dunn, R. Faldetta re same.	0.70	882.00
10/30/21	MVD	Review Debtors' SMBC motion (.7); draft objection to ALC and SMBC motions (1.3).	2.00	2,360.00
10/31/21	MVD	Continue to draft objection to ALC/SMBC motions.	0.80	944.00
10/31/21	CAD	Review and revise draft of Committee's	0.90	1,021.50

CHAPTER 11 - BANKRUPTCY

Page 12

Invoice No. 22119974

Client/Matter No. 128273.00001

objection to Debtors' ALC and SMBC motions  
(.8) and correspondence w/ M. Dunn regarding  
same and comments (.1).

**Sub-Total** **91.50** **115,265.50**

**Business Operations**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/5/21	MVD	Review surety bond payments for September.	0.10 \$	118.00
10/7/21	MVD	Review vendor tracking workbook prepared by Alix Partners.	0.20	236.00
10/14/21	MVD	Review Debtors' notice filed with Mexican stock exchange.	0.10	118.00
10/15/21	DMS	Review July business plan update and related emails.	0.20	252.00
10/20/21	MVD	Review cash flow update deck prepared by FTI.	0.30	354.00
10/22/21	CAD	Correspondence w/ R. Faldetta (FTI), internal working group regarding Debtors' revenue performance.	0.10	113.50
10/27/21	MVD	Review FTI presentation regarding operations update.	0.20	236.00
	<b>Sub-Total</b>		<b>1.20</b>	<b>1,427.50</b>

**Case Administration**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/1/21	J B	Call with Willkie and third party investor group advisors (Milbank) re: exit financing and plan negotiation updates (.6); call with Committee and Debtors' professionals re: exit financing and plan negotiation updates (.3).	0.90 \$	742.50
10/1/21	K M	Conference call with Willkie and Gibson teams to discuss case developments.	0.50	620.00
10/1/21	JCD	Correspondence with bankruptcy team regarding case developments.	0.80	1,520.00



CHAPTER 11 - BANKRUPTCY

Page 13

Invoice No. 22119974

Client/Matter No. 128273.00001

10/2/21	K M	Background and prep call with J. Dugan regarding upcoming assignments and potential litigation.	0.50	620.00
10/3/21	K M	Conference Call with Debtors' professionals, Willkie, and FTI teams to discuss Debtors' proposal to the Committee (.3) and review accompanying presentation (.9).	1.20	1,488.00
10/3/21	B L	Telephone conference with Willkie and FTI teams re plan term sheet.	0.50	825.00
10/4/21	K M	UCC Professionals call to discuss Debtors' proposal to the Committee.	0.50	620.00
10/4/21	CAD	Review/analyze notice of schedule omnibus hearing.	0.10	113.50
10/4/21	A M	Attend update calls with UCC re: plan proposals (1.0); follow up with UCC Professionals call re: same (1.0).	2.00	3,500.00
10/4/21	A A	Weekly update call w/ D. Sinclair, M. Dunn and J. Brandt re: upcoming deadlines and case status (.3); prepare for same (.1).	0.40	196.00
10/4/21	J B	Attend call with D. Sinclair, M. Dunn, and A. Ambeault re: work in progress list updates.	0.30	247.50
10/4/21	MVD	Prepare agenda for weekly UCC meeting (.3); phone call with D. Sinclair, J. Brandt, and A. Ambeault discuss ongoing drafting objections to multiple motions and discovery required in connection with same (.3); consideration of issues in connection with Debtors' aircraft motions in order to prepare objection (.9).	1.50	1,770.00
10/4/21	JCD	Participate in calls w/ team re: plan and exit financing updates.	0.80	1,520.00
10/5/21	CAD	Participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (plan status/committee plan settlement counterproposal) (.6); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.6); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and	2.60	2,951.00

CHAPTER 11 - BANKRUPTCY

Page 14

Invoice No. 22119974

Client/Matter No. 128273.00001

10/5/21	P BG	review/analyze same (.1); participate in weekly internal call w/ internal working group regarding WIP, agenda for tomorrow's committee meeting, and things to be done/pleadings to be prepared (.9); correspondence w/ J.C. Machorro/J. Leon-Orantes (Santamarina & Steta) regarding status of matters w/ Mexican law implications (.1). Attend Weekly WFG Call re: case strategy.	0.90	886.50
10/5/21	MVD	Prepare for weekly UCC meeting (.3); draft agenda for weekly UCC meeting (.2); review docket to determine whether UCC needs to be briefed on new filings (.1).	0.60	708.00
10/5/21	JCD	Participate in calls w/ Willkie team re: changes to plan and exit financing arrangements and negotiations regarding same.	1.20	2,280.00
10/5/21	K M	Conference call with Debtor and UCC professionals to discuss counteroffer (.5); Willkie team call to discuss works in progress and status of ongoing projects (.9).	1.40	1,736.00
10/7/21	K M	Review case correspondence.	0.30	372.00
10/9/21	K M	Review case correspondence regarding counter from Apollo and deal developments.	0.20	248.00
10/12/21	CAD	Participate in weekly call w/ Santamarina & Steta, J. Delgado (Morrison & Foerster) regarding status of matters w/ Mexican law implications (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (committee's discussions w/ Apollo/general status of plan discussions and negotiations/disclosure statement hearing and objection deadline/fleet update) (.4); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.8); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's	1.80	2,043.00

CHAPTER 11 - BANKRUPTCY

Page 15

Invoice No. 22119974

Client/Matter No. 128273.00001

		committee meeting (.1) and review/analyze same (.1).		
10/12/21	T G	Call w/ Debtors' professionals re plan/fleet update (.4); follow-up call w/ FTI re same (.8).	1.20	1,716.00
10/12/21	JCD	Participate in update calls w/ FTI, Willkie on the status of the exit financing plan, motion to approve equity commitment, and competing plans.	1.20	2,280.00
10/12/21	P BG	Attend Weekly WFG Call re: plan status.	0.60	591.00
10/12/21	K M	Participate in weekly Willkie team call to discuss works in progress.	0.70	868.00
10/12/21	A S	Call w/ AMX professionals re: plan negotiation status (.4); attend UCC weekly AMX professionals conf. call re: plan status/strategy (.7); attend Willkie call re: workstreams (.3); follow up re: same (.4).	1.80	882.00
10/12/21	J G	Participate in weekly WFG call re: workstreams, strategy (.7); participate in AMX Professionals Call with AlixPartners, FTI, Cervantes-Sainz, Davis Polk & Rothschild re: plan negotiations (.5).	1.20	588.00
10/12/21	MVD	Prepare for weekly UCC meeting (.2); review plan and disclosure statement on file and determine confirmation-related issues and arguments to be raised at disclosure statement hearing (1.1).	1.30	1,534.00
10/12/21	B L	Call with Debtors' professionals re: plan status (.4); call with UCC professionals re: same (in part) (.6); Willkie team meeting re: workstreams/research (in part) (.5).	1.50	2,475.00
10/13/21	JCD	Update call w/ FTI, Willkie on status of plan negotiation (.6); correspondence w/ Willkie on status of plan negotiation (.6).	1.20	2,280.00
10/14/21	J G	Call with UCC and Debtors re: plan negotiations (2.5); Aeromexico weekly call with AHG and UCC Advisors re: plan status (.2).	2.70	1,323.00
10/15/21	M S	Team call to discuss upcoming litigation tasks.	0.40	260.00
10/16/21	A A	Update new key dates calendar pursuant to Chambers conference.	0.20	98.00
10/18/21	A S	Attend AMX Internal WIP Conf. call re: plan workstreams.	0.50	245.00

CHAPTER 11 - BANKRUPTCY

Page 16

Invoice No. 22119974

Client/Matter No. 128273.00001

10/18/21	A A	Weekly team meeting w/ D. Sinclair, M. Dunn, J. Brandt, J. Graber and A. Scarcella re: upcoming deadlines and case status (in part).	0.40	196.00
10/18/21	J G	Participate in call with D. Sinclair, M. Dunn, J. Brandt, A. Ambeault, and A. Scarcella to discuss plan workstreams.	0.50	245.00
10/18/21	J B	Attend call with D. Sinclair, M. Dunn, A. Ambeault, A. Scarcella, and J. Graber re: plan workstreams.	0.50	412.50
10/18/21	MVD	Prepare for UCC meeting (.2); review docket to determine need to brief UCC on recent filings (.5); prepare for same (.1); prepare agenda for weekly UCC meeting (.2).	1.00	1,180.00
10/19/21	CAD	Correspondence w/ Santamarina & Steta, J. Delgado (Morrison & Foerster) regarding today's call and status of pending matters w/ Mexican law implications (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (plan discussions status/Apollo/fleet update) (.5); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee call (.8); participate in weekly call w/ internal working group regarding agenda for tomorrow's committee call and ongoing work streams (.6); correspondence w/ M. Dunn, internal working group regarding draft agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ J. Kirchgraber (FTI) regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1).	2.50	2,837.50
10/19/21	M S	Attend AMX/UCC professionals call re: plan negotiations (.5); participate in internal call re: workstreams (.6); follow up re: same (.1).	1.20	780.00
10/19/21	A S	Attend AMX UCC Professionals Standing Weekly conf. call re: plan negotiations.	0.70	343.00
10/19/21	A S	Attend Weekly WFG conf. call re: case status/workstreams.	0.50	245.00
10/19/21	J G	Attend weekly call with AMX UCC professionals re: plan negotiations.	0.70	343.00

CHAPTER 11 - BANKRUPTCY

Page 17

Invoice No. 22119974

Client/Matter No. 128273.00001

10/19/21	J B	Call with FTI re: Debtors' call debrief and agenda for Committee call (.7) ; call with internal Willkie team re workstream updates (.5).	1.20	990.00
10/19/21	J G	Attend recurring AMX professionals call with AlixPartners, FTI, Cervantes-Sainz, Davis Polk & Rothschild re: plan status (in part) (.4); attend weekly WFG call discussing next steps in AMX case (.5); call with J. Brandt re: research and case status (.3).	1.20	588.00
10/19/21	MVD	Review plan and disclosure statement and consider amendments to be made to same in order to gain UCC support (1.7); prepare agenda for weekly UCC meeting (.3).	2.00	2,360.00
10/20/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding cancellation of tomorrow's omnibus hearing and Debtors' plan to file certain CNOs.	0.10	113.50
10/21/21	J G	Attend call with Willkie AMX Team re: workstreams (.5); conf. with D. Sinclair and A. Scarcella to discuss case status (1.3).	1.80	882.00
10/21/21	JCD	Participate in call with UCC professionals re: plan negotiations.	0.80	1,520.00
10/21/21	A S	Attend AMX weekly Willkie call re: workstreams (.7); meet with D. Sinclair to discuss AMX case background and next steps (1.2).	1.90	931.00
10/24/21	MVD	Prepare for UCC meeting.	0.20	236.00
10/25/21	M S	Attend Willkie / FTI call re: plan negotiations.	0.70	455.00
10/25/21	J G	Attend call with Willkie and FTI to discuss Apollo's latest counter-proposal (in part).	0.50	245.00
10/25/21	K M	Participate in Aeroméxico - UCC Meeting call to discuss latest bid and proposal.	1.00	1,240.00
10/25/21	J B	Call with FTI and Willkie re: preparation for Committee call re: updated proposal and plan negotiations.	0.60	495.00
10/25/21	MVD	Prepare agenda for weekly UCC meeting (.2); review ongoing workstreams and ensure projects are being completed and discussed with UCC (1.2).	1.40	1,652.00
10/26/21	CAD	Participate in weekly call w/ internal working	2.60	2,951.00

CHAPTER 11 - BANKRUPTCY

Page 18

Invoice No. 22119974

Client/Matter No. 128273.00001

		group, Santamarina & Steta, J. Delgado (Morrison & Foerster) regarding status of pending matters w/ Mexican law implications (.5); participate in weekly call w/ Debtors' and committees' professionals regarding legal and financial updates /case status (status of Apollo plan proposal and next steps/fleet update) (.8); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.7); participate in weekly call w/ internal working group regarding agenda for tomorrow's committee meeting, WIP, and things to be done (.3); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ J. Kirchgraber (FTI), internal working group regarding agenda for today's committee professionals' call (.1).		
10/26/21	P BG	Attend Weekly WFG Call re: plan negotiations.	0.30	295.50
10/26/21	B L	Telephone conference with UCC advisors re Apollo proposal	1.00	1,650.00
10/26/21	B L	Telephone conference with Willkie team re works in process (in part).	0.20	330.00
10/26/21	JCD	Update call with UCC professionals re: plan negotiations/strategy.	0.50	950.00
10/26/21	J G	Attend Grupo Aeromexico UCC Professionals Standing Weekly Call re: plan negotiations.	0.70	343.00
10/26/21	A S	Attend AMX professionals conf. call w/ AP, FTI, C-S, DPW, and Rothschild re: plan negotiations/fleet operations (.8); attend UCC professionals conf. call re: same (.7).	1.50	735.00
10/26/21	MVD	Review/supplement disclosure statement objection (.2); update works in progress list (.2); review plan and disclosure statement to outline confirmation arguments (1.2); review exit financing motion in order to consider arguments in objection to same (.3); prepare for weekly UCC meeting (.2).	2.10	2,478.00
10/26/21	J G	Attend weekly call w/ Willkie Team, AlixPartners, FTI, CervantesSainz, Davis Polk and Rothschild re: plan negotiations (.8); attend	1.10	539.00

CHAPTER 11 - BANKRUPTCY

Page 19

Invoice No. 22119974

Client/Matter No. 128273.00001

		AMX Weekly WFG catch-up call re: current workstreams (.3).		
10/26/21	K M	Chambers Call to discuss timing issues i/c/w confirmation discovery.	0.50	620.00
10/26/21	K M	Participate in weekly team call to discuss current assignments and case updates i/c/w plan negotiations (.5); participate in recurring weekly professionals only call with Debtors' outside counsel and financial advisors along with the Willkie and FTI teams re: plan negotiations (.5); participate in weekly UCC professionals call discussing current status of plan, bid, and discovery preparations, including depositions of Delta executive Steve Williams and debtors' professionals (.5).	1.50	1,860.00
10/27/21	JCD	Calls with UCC professionals re: new proposal and changes to existing proposed exit financing and plan.	1.00	1,900.00
10/29/21	J G	Call w/ Willkie team discussing AMX Plan and current litigation issues with regard to depositions and document review.	0.40	196.00
10/29/21	A S	Attend WFG call regarding Debtors plan (.7); conf. call w/ Willkie team re: the plan and other litigation issues (.4).	1.10	539.00
10/29/21	K M	Call with UCC along with Willkie and FTI teams to discuss updates on new Apollo proposal, Aeromexico bankruptcy updates, and litigation updates.	0.60	744.00
<b>Sub-Total</b>			<b>70.00</b>	<b>74,567.00</b>

**Claims Administration and Objections**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
10/5/21	CAD	Correspondence w/ R. Gibeau, internal working group, Davis Polk regarding purported claim for unused airline ticket (.1); correspondence w/ R. Pfister (claimant), internal working group regarding response to claims objection and coordination w/ Davis Polk (.2); correspondence w/ L. Casagrande (claimant),	0.50	\$	567.50

CHAPTER 11 - BANKRUPTCY

Page 20

Invoice No. 22119974

Client/Matter No. 128273.00001

10/6/21	CAD	internal working group regarding claim/disclosure statement (.2). Correspondence w/ C. Caporicci (claimant), internal working group regarding Debtors' objection to claim and response (.2); correspondence w/ J. Brandt, internal working group regarding purported Casagrande claim inquiry and response (.3).	0.50	567.50
10/7/21	CAD	Correspondence w/ A. Fellmeth (claimant), internal working group, Davis Polk regarding response to Debtors' motion to disallow and expunge certain proofs of claim (.1) and review/analyze same (.1); review/analyze Debtors' motion to approve claims settlement w/ Jet Leasing (.2).	0.40	454.00
10/8/21	CAD	Correspondence w/ J. Brandt regarding L. Casagrande (claimant) inquiry and response (.1) and review/analyze same (.1).	0.20	227.00
10/14/21	CAD	Review/analyze response to objection to claim filed by L. Raath.	0.10	113.50
10/14/21	T G	Correspondence w/ FTI re aircraft claim settlements.	0.30	429.00
10/15/21	CAD	Correspondence w/ A. Huang, internal working group, R. Steinberg (Davis Polk) regarding response to objection to claim.	0.20	227.00
10/18/21	CAD	Correspondence w/ E. Gruss (claimant), Davis Polk, internal working group regarding response to omnibus claims objection (.1) and review/analyze same (.1).	0.20	227.00
10/20/21	CAD	Review/analyze R. White letter response to Debtors' objection to claim.	0.10	113.50
10/21/21	CAD	Review/analyze CNO regarding Debtors' motion to approve claims settlement w/ Jet Leasing (.1) and signed order regarding same (.1); review/analyze E. Vinals response to Debtors' objection to claim (.1).	0.30	340.50
10/21/21	T G	Correspondence w/ M Dunn re claims trading update (.2); review responses to claims objections (.4).	0.60	858.00
10/22/21	CAD	Review/analyze H. Choi response to Debtors' objection to claim (.1); review/analyze J. Park response to Debtors' objection to claim (.1).	0.20	227.00
10/22/21	T G	Correspondence w/ creditors re claims	0.20	286.00



CHAPTER 11 - BANKRUPTCY

Page 21

Invoice No. 22119974

Client/Matter No. 128273.00001

		allowances.		
10/26/21	MVD	Review debtors' draft customer claims motion.	0.40	472.00
10/28/21	CAD	Review/analyze Debtors' motion to continue honoring prepetition obligations to customers and third parties in accordance with customer programs order and approve customer claims procedures (.2) and review/analyze proposed customer claims procedures (.2).	0.40	454.00
10/28/21	T G	Correspondence w/ various creditors re plan status/next steps.	0.40	572.00
<b>Sub-Total</b>			<b>5.00</b>	<b>6,135.50</b>

**Employment and Fee Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/4/21	CAD	Review/analyze T. Graulich fifth supplemental declaration in support of Davis Polk retention application.	0.10	\$ 113.50
10/4/21	A A	Begin to draft Willkie 1st Interim Fee Application.	1.30	637.00
10/8/21	CAD	Correspondence w/ E. Jerrard (Davis Polk), internal working group regarding update on subsequent fee application process and timing.	0.20	227.00
10/11/21	CAD	Review/analyze Morrison & Foerster September 2021 monthly fee statement.	0.10	113.50
10/11/21	MVD	Review letter from Akin to debtors re August fees.	0.20	236.00
10/18/21	CAD	Review/analyze Rothschild July/August 2021 combined monthly fee statement.	0.10	113.50
10/19/21	A A	Draft September monthly fee statement.	0.80	392.00
10/19/21	MVD	Review draft monthly fee statement.	0.30	354.00
10/20/21	CAD	Review/analyze notice of hearing on interim fee applications.	0.10	113.50
10/21/21	CAD	Review/analyze Rothschild September 2021 fee statement.	0.10	113.50
10/21/21	A A	Revise September monthly fee statement (.4); continue to draft Willkie first interim fee	2.30	1,127.00

CHAPTER 11 - BANKRUPTCY

Page 22

Invoice No. 22119974

Client/Matter No. 128273.00001

		application (.9).		
10/21/21	MVD	Review FTI's September fee statement (.4) and August fee statement (.4).	0.80	944.00
10/22/21	CAD	Review/analyze Sainz September 2021 monthly fee statement (.1) and Alix September 2021 monthly fee statement (.1); review/analyze Davis Polk August and September 2021 monthly fee statements (.2).	0.40	454.00
10/22/21	A A	Continue to draft Willkie's first interim fee application.	4.20	2,058.00
10/23/21	CAD	Correspondence w/ internal working group regarding Santamarina & Steta and FTI interim fee applications.	0.10	113.50
10/24/21	DMS	Review and revise interim fee application.	2.60	3,276.00
10/24/21	A A	Revise Willkie's first interim fee application per comments from D. Sinclair.	1.70	833.00
10/24/21	J B	Review and revise Willkie interim fee application.	1.70	1,402.50
10/25/21	CAD	Correspondence w/ E. Jerrard (Davis Polk), internal working group regarding interim fee applications and logistics (.1); correspondence w/ internal working group regarding draft of Willkie first interim fee application (.2); review/analyze Skyworks fourth interim fee application (.1) and Sainz third interim fee application (.1).	0.50	567.50
10/25/21	A A	Further revise first interim fee application (2.1); revise September monthly fee statement (.8).	2.90	1,421.00
10/25/21	J B	Review S+S September fee statement.	0.60	495.00
10/25/21	DMS	Corr with C. Plaza re interim fee application.	0.20	252.00
10/26/21	DMS	Review and revise Willkie interim fee app.	0.80	1,008.00
10/26/21	CAD	Correspondence w/ internal working group regarding Willkie September monthly fee statement.	0.10	113.50
10/26/21	T G	Review WFG first interim fee application (.8); review September fee statement (.4).	1.20	1,716.00
10/26/21	DMS	Review and revise S&S fee application (0.2) and related corr with Willkie team (0.1).	0.30	378.00
10/26/21	A A	Finalize Willkie Interim Fee Application (1.1);	5.40	2,646.00

CHAPTER 11 - BANKRUPTCY

Page 23

Invoice No. 22119974

Client/Matter No. 128273.00001

		prepare FTI interim fee application for filing (.8); prepare S+S interim fee application for filing (.7); prepare Willkie interim fee application for filing (.5); prepare, file and coordinate service of Willkie, FTI and S+S interim fee applications (1.6); mult. corr. w/ D. Sinclair, M. Dunn and J. Brandt re: same (.3); finalize and file Willkie September monthly fee statement (.4).		
10/26/21	J B	Review and revise S+S interim fee application.	1.50	1,237.50
10/26/21	MVD	Review and comment on S&S interim fee app. (.6); review and comment on FTI interim fee app. (.4).	1.00	1,180.00
10/27/21	CAD	Review/analyze notice of filing of twentieth supplemental ordinary course professionals list.	0.10	113.50
<b>Sub-Total</b>			<b>31.70</b>	<b>23,749.50</b>

**Financing and Cash Collateral**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
10/2/21	JCD	Review correspondence and updates on latest developments concerning exit financing.	0.60	\$	1,140.00
10/8/21	MVD	Review Debtors' commitment letter/fee motion.	0.60		708.00
10/11/21	CAD	Review/analyze A. Qureshi (Akin) letter to Davis Polk/Morris Nichols regarding Debtors' failure to pay ad hoc group counsel fees pursuant to DIP order.	0.10		113.50
10/24/21	MVD	Outline preliminary statement of objection to exit financing motion.	0.50		590.00
10/26/21	CAD	Review/analyze Cleary invoice as counsel to DIP lenders (.1); correspondence w/ Akin, internal working group regarding Akin and Nader invoices through September 2021 (.1) and review/analyze same (.1).	0.30		340.50
10/26/21	MVD	Review objection to exit financing motion.	0.40		472.00
10/26/21	MVD	Review proposed amendment to DIP extending milestones by 2 weeks.	0.20		236.00

CHAPTER 11 - BANKRUPTCY

Page 24

Invoice No. 22119974

Client/Matter No. 128273.00001

10/27/21	MVD	Phone call with D. Sinclair and R. Faldetta (FTI) regarding exit financing.	0.30	354.00
<b>Sub-Total</b>			<b>3.00</b>	<b>3,954.00</b>

**Other Litigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/1/21	K M	Review N. Benitez summary analysis of Delta and Davis Polk conflict issues.	0.20 \$	248.00
<b>Sub-Total</b>			<b>0.20</b>	<b>248.00</b>

**Meetings and Communications with Creditors**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/1/21	CAD	Prepare/review materials for (.3) and participate in (1.5) special creditors' committee meeting regarding update on exit financing/Delta term sheet/chapter 11 plan/FTI recovery scenario analyses, strategy, and next steps).	1.80 \$	2,043.00
10/1/21	DMS	Meeting with committee regarding plan negotiations.	1.50	1,890.00
10/1/21	T G	Prepare for (.2) and participate on (1.5) Committee call; call w/ Corvid Peak re: plan status (.4); call w/ ad hoc creditor group/advisors re: plan proposals (1.3).	3.40	4,862.00
10/1/21	B M	Preparation (.2) and participation (1.5) on the UCC call to discuss plan options; call with Parks regarding the plan filing milestone (.3); call with Johnston regarding the Joint Proposal from the Ad Hoc Groups (.4).	2.40	3,960.00
10/1/21	MVD	Attend UCC meeting regarding plan options and strategy going forward.	1.50	1,770.00
10/1/21	B L	Participate in meeting with UCC and advisors re: plan negotiations (in part).	0.50	825.00
10/1/21	J B	Attend call with Committee, Willkie team, and FTI team re: potential plan scenarios.	1.50	1,237.50
10/1/21	JCD	Participate in call with UCC re: plan	0.80	1,520.00

CHAPTER 11 - BANKRUPTCY

Page 25

Invoice No. 22119974

Client/Matter No. 128273.00001

		negotiations.		
10/3/21	B M	Review and comment on the agenda and handouts for the 10/4 UCC meeting to discuss the plan.	0.80	1,320.00
10/3/21	J B	Call with Committee, FTI team, and Willkie team re: plan and exit financing related updates.	1.20	990.00
10/4/21	CAD	Prepare/review materials for (.2) and participate in (2.3) special creditors' committee meeting regarding Debtors' presentation to committee regarding plan settlement proposal.	2.50	2,837.50
10/4/21	B M	Preparation (.3) and participation (2.3) on the UCC call that included a presentation by the Debtors regarding the plan or reorganization; call with the Gibson group regarding the plan of reorganization (.6); call with Ward regarding the filed plan (.3); call with MacInness regarding the filed plan (.4).	3.90	6,435.00
10/4/21	MVD	UCC meeting with presentation from Debtors re current plan proposal.	2.30	2,714.00
10/4/21	J B	Attend call with Debtors and Committee re: Debtors' exit financing proposal presentation to Committee.	2.20	1,815.00
10/4/21	B L	UCC meeting with Debtors and advisors re plan terms (1.3); follow up meeting with UCC (1.1).	2.40	3,960.00
10/5/21	T G	Call w/ Corvid Peak re plan status (1.1); call w/ Olympus Peak re same (.3); review and revise agenda and materials for UCC call (.4); call w/ C Plaza re case update (.5); correspondence w/ S Friedberg re plan question (.2).	2.50	3,575.00
10/5/21	B M	Review and comment on the agenda and exhibits for the 10/6 UCC meeting to discuss open case issues (1.2); call with the UCC chairperson regarding the 10/6 agenda and plan negotiations (.5); call with Olympus Peak regarding the plan and disclosure statement (.5); call with Hughes regarding plan issues (.4); memorandum regarding creditor concerns with the filed plan (.5).	3.10	5,115.00
10/6/21	DMS	Meeting with creditors' committee re: plan status and exit financing process.	0.90	1,134.00
10/6/21	CAD	Prepare/review materials for (.2) and participate in (.9) weekly creditors' committee meeting regarding legal and financial updates/case status	1.10	1,248.50

CHAPTER 11 - BANKRUPTCY

Page 26

Invoice No. 22119974

Client/Matter No. 128273.00001

		(plan negotiations and committee counterproposal/ALC motion/fleet and operations updates).		
10/6/21	T G	Prepare for (.7) and participate on (.9) Committee call re plan status; call w/ Gibson re same (.2); review FTI materials for UCC call (.4); review plan re creditor question (.4) and correspondence w/ Jefferies and team re same (.2); correspondence w/ N Haynes and Barclays re plan questions (.3).	3.10	4,433.00
10/6/21	B M	Preparation (.7) and participation (.9) on the UCC call to discuss open case issues; call with J. Brody regarding the plan process (.3); call with Fetter regarding the plan (.3).	2.20	3,630.00
10/6/21	MVD	Weekly UCC meeting regarding plan, fleet, and other topics.	0.90	1,062.00
10/6/21	B L	Participate in meeting with UCC and professionals re: plan proposals (.9); telephone conference with UCC and Apollo (1.0); follow up conference with Willkie team (.6).	2.50	4,125.00
10/6/21	J B	Attend call with Committee and Committee professionals (Willkie and FTI) re: exit financing updates and related counterproposal to Debtors (.9); follow up w/ Willkie team re: same (.3).	1.20	990.00
10/7/21	CAD	Correspondence w/ B. Miller, committee members regarding exit financing/plan negotiation status, revised Apollo proposal and committee counterproposal, and special committee meeting tomorrow.	0.20	227.00
10/7/21	T G	Correspondence to Committee re status update (.3); call w/ Greenberg re Cebures/Plan questions (.3); follow-up discussion with B Miller re same (.3); call w/ Barclays re Plan questions (.8).	1.70	2,431.00
10/7/21	B M	Review and comment on the agenda and handouts for the 10/8 UCC meeting to discuss plan options.	1.40	2,310.00
10/7/21	B L	Update meeting with Akin group re: plan proposals.	0.30	495.00
10/8/21	CAD	Participate in special creditors' committee meeting regarding status/issues related to plan negotiation process/committee's counter to	0.40	454.00

CHAPTER 11 - BANKRUPTCY

Page 27

Invoice No. 22119974

Client/Matter No. 128273.00001

		revised Apollo plan proposal, and Debtors' commitment fee/subscription agreement motion.		
10/8/21	T G	Call w/ Diameter (.7) and JH Lane (.4) re plan questions; prepare for (.3) and participate on (.5) Committee call re plan status; review FTI presentation re same (.7); correspondence w/ N Haynes re subscription motion (.2).	2.80	4,004.00
10/8/21	A M	Attend update calls with Committee and Professionals re: case strategy.	0.50	875.00
10/8/21	B M	Preparation (.3) and attendance (.5) on the UCC call to discuss plan proposals; call with Edelman to discuss plan issues (.3); call with O. Plaza to discuss plan issues (.4); call with D. Botter to discuss plan proposals (.4); call with Chen to discuss plan issues (.3); follow up corr. w/ Willkie team re: same (.7).	2.90	4,785.00
10/8/21	MVD	Meeting with UCC regarding plan proposals and UCC counter.	0.50	590.00
10/8/21	B L	Telephone conference with Diameter and Willkie team re: plan proposals.	0.50	825.00
10/8/21	DMS	Call with creditors and Willkie team re: plan proposals (.6); update call with creditors committee re: plan negotiations and exit financing process (.5).	1.10	1,386.00
10/8/21	J B	Call with creditor re: exit financing and plan updates (.7); call with Committee and Committee professionals re: plan and exit financing proposal updates (.5).	1.20	990.00
10/11/21	T G	Correspondence w/ FTI re creditor questions.	0.30	429.00
10/12/21	T G	Review and revise agenda and materials for UCC call (.4); call w/ C Plaza re plan status (.5); correspondence w/ creditors re plan questions (.2).	1.10	1,573.00
10/12/21	B M	Review and comment on the agenda, exhibits and handouts for the UCC call to discuss open case issues (1.3); call with the UCC chairperson regarding the meeting agenda (.4); call with Maguire regarding the plan status (.3); call with Johnston regarding the plan status (.4).	2.40	3,960.00
10/12/21	J G	Attend weekly standing call with UCC re: plan proposals (in part).	0.50	245.00

CHAPTER 11 - BANKRUPTCY

Page 28

Invoice No. 22119974

Client/Matter No. 128273.00001

10/13/21	CAD	Correspondence w/ M. Edelman (VedderPrice), internal working group, FTI regarding inquiries surrounding chapter 11 plan process and Apollo plan counterproposal (.3); prepare for (.2) and participate in (in part) (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (plan negotiations/Debtors' motion to approve commitment fees and subscription agreement/Debtors' fleet-related motions/operations update); correspondence w/ B. Miller, internal working group regarding status of plan proposal/negotiations w/ Apollo (.1).	1.40	1,589.00
10/13/21	T G	Prepare for (.3) and participate on (1.2) Committee call re plan status; call w/ Hain capital re same (.3).	1.80	2,574.00
10/13/21	A S	Participate in weekly UCC call re: plan negotiations/exit financing.	1.20	588.00
10/13/21	B M	Preparation (.4) and participation (1.2) on the UCC meeting to discuss open case issues; call with Oberg regarding plan issues (.4); call with Chawaga regarding plan issues (.3).	2.30	3,795.00
10/13/21	J G	Attend weekly call with UCC re: plan negotiations.	1.20	588.00
10/13/21	MVD	Weekly UCC meeting regarding plan, fleet, and other topics.	1.20	1,416.00
10/13/21	B L	Participate in weekly UCC meeting re: plan proposals (in part).	0.80	1,320.00
10/13/21	J B	Attend call with Committee and Committee professionals re: exit financing counter proposal and case updates.	1.40	1,155.00
10/13/21	DMS	Calls with various creditors and Willkie team regarding plan negotiations (1.0); committee meeting re: plan proposals/exit financing process (1.2).	2.20	2,772.00
10/14/21	CAD	Prepare/review materials for (.6) and participate in (2.2) special creditors' committee meeting (including presentation from Debtors on plan counterproposal) regarding plan discussions/negotiation status, position of committee regarding Debtors' counterproposal, status of Apollo proposal/counterproposal, and	2.80	3,178.00



CHAPTER 11 - BANKRUPTCY

Page 29

Invoice No. 22119974

Client/Matter No. 128273.00001

		next steps.		
10/14/21	T G	Participate on Committee call re plan status (in part) (2.2); call w/ Invictus re status (.4); correspondence w/ J Brody re same (.1).	2.70	3,861.00
10/14/21	A S	Attend UCC weekly meeting re: plan proposals.	2.40	1,176.00
10/14/21	B M	Review and comment on the agenda and handouts for the UCC meeting with the Debtors and Joint Bidders (1.3); call with Burke regarding the plan and disclosure statement (.4); call with the UCC, the Debtors and the Joint Bidders re: plan proposals (2.2).	3.90	6,435.00
10/14/21	MVD	UCC meeting regarding plan proposal, including presentation from Debtors' professionals regarding same (2.2); prepare for same (.4).	2.60	3,068.00
10/16/21	CAD	Correspondence w/ internal group, committee members regarding result of today's chambers conference and new disclosure statement and plan-related schedules.	0.20	227.00
10/16/21	T G	Review/revise status update to UCC re plan timing.	0.30	429.00
10/18/21	CAD	Correspondence w/ M. Dunn, committee members regarding Apollo counterproposal and tomorrow's special committee meeting.	0.10	113.50
10/18/21	T G	Call w/ C Plaza re plan negotiations (.6); call w/ B Oberg (Hain) re plan status (.2); correspondence w/ team re UCC update call (.2).	1.00	1,430.00
10/19/21	CAD	Prepare for (.2) and participate in (1.2) special creditors' committee meeting regarding status of plan-related discussions and latest Apollo plan proposal.	1.40	1,589.00
10/19/21	B M	Meeting with the UCC to discuss plan options (1.2); call with Barclays regarding the plan (.3); call with Dylan regarding the plan (.2); correspond with Cebures regarding the plan (.2).	1.90	3,135.00
10/19/21	T G	Prepare for (.3) and participate on (1.2) Committee call re Plan negotiation status; review FTI materials re same (.4); call w/ C Plaza re same (.2); review and revise agenda and materials for 10/20 UCC call (.3);	2.70	3,861.00

CHAPTER 11 - BANKRUPTCY

Page 30

Invoice No. 22119974

Client/Matter No. 128273.00001

10/19/21	A S	correspondence w/ B Oberg re plan status (.3). Attend weekly UCC meeting re: plan proposals.	1.20	588.00
10/19/21	J G	Attend weekly call with UCC to discuss state of the AMX case, recent developments and next steps.	1.20	588.00
10/19/21	MVD	Attend UCC meeting regarding plan proposal (in part).	0.70	826.00
10/20/21	DMS	Meeting with Willkie, FTI and creditors committee re: plan negotiations.	1.10	1,386.00
10/20/21	CAD	Prepare for (.2) and participate in (1.1) weekly creditors' committee meeting regarding legal and financial updates/case status (plan discussions and negotiations/committee's proposed counter to Apollo's latest plan proposal/JOLCO negotiations/other Debtors' fleet-related motions).	1.30	1,475.50
10/20/21	B M	Preparation (.4) and participation (1.1) on the UCC meeting to discuss open case issues; call with Guyder regarding plan issues (.4); call with D. Botter/D. Dunne regarding the plan (.4); call with Rincon regarding plan issues; call with Dinker regarding plan issues (.3).	2.60	4,290.00
10/20/21	JCD	Participate in update call with UCC on status of Apollo counter and analysis of same.	1.00	1,900.00
10/20/21	T G	Prepare for (.2) and participate on (1.1) Committee call re plan status, fleet update, etc.; review FTI materials re same (.5); call/correspondence w/ Hain Capital re plan status (.2); call w/ JH Lane re same (.4); call w/ A&O re plan questions (.4).	2.80	4,004.00
10/20/21	A S	Attend AMX weekly UCC meeting conf. call re: plan proposals.	0.70	343.00
10/20/21	J G	Attend Aeromexico Weekly UCC Meeting discussing Apollo's current deal and UCC's current counter-proposals.	1.00	490.00
10/20/21	MVD	Review notes from UCC meeting prepared by J. Brandt.	0.20	236.00
10/20/21	J B	Attend call with Committee and Committee professionals re: plan / exit financing proposal and counter proposal updates (1.1); prepare for same (.2).	1.30	1,072.50
10/20/21	K M	Call with the UCC and Willkie to update the	0.70	868.00

CHAPTER 11 - BANKRUPTCY

Page 31

Invoice No. 22119974

Client/Matter No. 128273.00001

		Committee on the status of the matter and discovery efforts.		
10/21/21	T G	Calls w/ Hain (.2) and Barclays (.3) re plan status.	0.50	715.00
10/21/21	J G	Attend Aeromexico weekly call with AHG/UCC Advisors re: plan proposals.	0.30	147.00
10/22/21	CAD	Correspondence w/ B. Miller, committee members regarding status of plan-related discussions with Apollo and Debtors/ad hoc group.	0.10	113.50
10/24/21	CAD	Correspondence w/ M. Dunn, committee members regarding committee call tomorrow to discuss status of Apollo plan proposal.	0.10	113.50
10/25/21	DMS	Meeting with creditors' committee, Willkie and FTI teams to discuss Apollo plan proposal.	1.10	1,386.00
10/25/21	CAD	Prepare/review materials for (.3) and participate in (1.1) special creditors' meeting regarding status of Apollo plan proposal and committee counter/next steps; and subsequent special creditors' meeting regarding same (1.6); correspondence w/ B. Miller, committee members regarding vote as to whether committee's advisors are authorized to continue to negotiate Apollo letters and sign them after efforts to improve them are exhausted (.3).	3.30	3,745.50
10/25/21	M S	Attend UCC Meeting re: plan proposals.	0.50	325.00
10/25/21	B M	Preparation (1.1) and participation (2.6) at multiple Committee meetings to discuss negotiations with Apollo and plan discovery disputes.	3.70	6,105.00
10/25/21	T G	Prepare for (.7) and participate on (x2) Committee calls re plan status/Apollo offer (2.6); follow-up calls (multiple) w/ B Miller re same (.4); call w/ M Edelman re plan status (.2); call w/ Hain capital re same (.2).	4.10	5,863.00
10/25/21	MVD	Attend UCC meeting regarding recent plan proposals and other developments.	1.60	1,888.00
10/25/21	A S	Attend UCC meeting re: plan proposals (1.1); attend second UCC meeting re: plan proposals (1.1).	2.70	1,323.00
10/25/21	J G	Attend call with members of the committee of unsecured creditors re: plan proposals (1.1);	2.60	1,274.00

CHAPTER 11 - BANKRUPTCY

Page 32

Invoice No. 22119974

Client/Matter No. 128273.00001

		attend call with UCC to discuss Apollo's latest counter-proposal (1.5).		
10/25/21	J B	Call with Committee and Committee professionals re: updates from Apollo proposal (1.1); call with Committee re: Apollo letter (1.5).	2.60	2,145.00
10/26/21	CAD	Correspondence w/ Committee members, internal working group regarding vote on proceeding w/ Apollo letters.	0.30	340.50
10/27/21	DMS	Meeting with Committee, Willkie and FTI teams re: plan negotiations/strategy.	0.80	1,008.00
10/27/21	CAD	Prepare/review materials for (.3) and participate in (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (Apollo plan proposal and plan-related discussions/negotiations and next steps; fleet and operations updates).	1.10	1,248.50
10/27/21	B M	Preparation (.4) and participation (.8) on the UCC call to discuss open case issues; correspondence with Alberts regarding the plan process (.2); call with Burke regarding the plan process (.4).	1.80	2,970.00
10/27/21	T G	Prepare for (.6) and participate on (.8) Committee call; calls w/ M Black (.4) and C Delano (.3) re plan proposals; call w/ Gibson re same (.3); correspondence w/ FTI re creditor calls (.3).	2.70	3,861.00
10/27/21	A S	Attend weekly UCC meeting call re: plan negotiations, case status.	0.80	392.00
10/27/21	MVD	Weekly UCC meeting regarding plan proposals, recent motions, and other topics (.8); prepare for same (.1).	0.90	1,062.00
10/27/21	JHB	Attend UCC weekly meeting re: plan negotiations.	1.00	1,240.00
10/27/21	B L	Participate in UCC meeting re latest in negotiations.	0.70	1,155.00
10/27/21	J G	Attend weekly UCC call re: plan negotiations, strategy.	0.80	392.00
10/27/21	J B	Attend call with Willkie, Committee, and FTI re: plan updates and other case updates (.8); prepare for same (.2).	1.00	825.00
10/29/21	DMS	Meet with Committee members, Willkie and FTI team regarding plan proposals.	0.60	756.00

CHAPTER 11 - BANKRUPTCY

Page 33

Invoice No. 22119974

Client/Matter No. 128273.00001

10/29/21	CAD	Participate in special creditors' committee meeting regarding joint bidders'/Debtors' revised plan proposal and next steps (.6); correspondence w/ FTI, internal working group regarding same (.2).	0.80	908.00
10/29/21	A S	Attend call with UCC, joint creditors, and debtors regarding new debtors proposal.	0.60	294.00
10/29/21	A S	Attend UCC call re: joint bidders plan proposal.	0.60	294.00
10/29/21	MVD	Attend UCC meeting regarding various plan proposals.	0.60	708.00
10/29/21	B M	Meeting with the UCC to discuss the current state of the plan proposals (.6); review and comment on the FTI evaluation of the two plan proposals (.3); call with the Ad Hoc Groups regarding the plan options (1.3).	2.20	3,630.00
10/29/21	T G	Prepare for (.7) and participate on (.6) Committee call re plan discussion status; call w/ Invictus re same (.3); call w/ Barclays re plan status (.2); call w/ Corvid Peak re same (.3); call/correspondence w/ J Levine/Hain re same (.3); call w/ H&K re plan discussions (.5).	2.90	4,147.00
10/29/21	J G	Attend call with UCC team re: current plan proposals.	0.50	245.00
10/29/21	J G	Call with Willkie team and UCC to discuss latest plan proposed by debtors in light of Apollo deal.	0.70	343.00
10/29/21	J B	Call with Committee and FTI re: proposal updates.	0.60	495.00
10/29/21	JCD	Update calls with UCC re: plan negotiations.	0.40	760.00
10/29/21	N B	Prepare for (.3) and attend call with UCC to discuss proposed plan and next steps re discovery (.9).	1.20	1,182.00
<b>Sub-Total</b>			<b>162.10</b>	<b>204,836.50</b>

**Plan and Disclosure Statement**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
9/7/21	WTE	Review Works in Progress and Agenda; emails	0.10	\$	127.50

CHAPTER 11 - BANKRUPTCY

Page 34

Invoice No. 22119974

Client/Matter No. 128273.00001

10/1/21	CAD	w Willkie team (0.1). Telephone conference w/ internal working group, Milbank regarding status of exit financing/Delta term sheet/plan and possibility of settlement of committee's issues (.8); correspondence w/ internal working group, Davis Polk regarding Delta term sheet/chapter 11 plan and committee issues (.2); telephone conference w/ internal working group, Davis Polk regarding same (.7); review/analyze current draft of Debtors' chapter 11 plan (2.1) and correspondence w/ internal working group same and issues/comments (.6); correspondence w/ S. Star (FTI), internal working group regarding current draft of chapter 11 plan (.2); telephone conference w/ committee professionals and ad hoc claimholder group members and professionals regarding Debtors' business plan/Delta term sheet/chapter 11 plan and next steps (2.1); correspondence w/ B. Miller, T. Graulich (Davis Polk) regarding settlement proposal and 10/4 management presentation to committee regarding plan (.1); correspondence w/ J. Brandt, committee members regarding Debtors' filed plan and disclosure statement (.1).	6.90	7,831.50
10/1/21	T G	Review updated drafts of Plan (.8) and DS (.7); call w/ Milbank re plan proposal/status (.7); call w/ Gibson re Plan status (.4); call w/ Debtors re Delta settlement/plan status (.8); review filed DS Motion (1.2); call w/ M. Bilbao re plan proposal (.2).	4.80	6,864.00
10/1/21	B M	Negotiations with the Debtors and the Ad Hoc Groups on the plan of reorganization and disclosure statement (4.2); review and comment on the proposed plan deals with Delta and the Mexican Shareholders (1.6); calls with FTI to discuss the proposed distribution mechanics (2.3); memorandum regarding open plan issues for the UCC (.8).	8.90	14,685.00
10/1/21	B L	Correspond with Willkie team re potential litigation strategy i/c/w plan.	0.20	330.00
10/1/21	DMS	Corr with J. Brandt re: confirmation research	0.60	756.00

CHAPTER 11 - BANKRUPTCY

Page 35

Invoice No. 22119974

Client/Matter No. 128273.00001

10/1/21	DMS	tasks (.2); consider potential DS objection (.4). Review disclosure statement (.6); Call with Milbank and Willkie teams regarding deal terms (.6); Review revised chapter 11 plan (.5).	1.70	2,142.00
10/1/21	DMS	Call with Willkie, FTI, Gibson Dunn and Moelis teams regarding plan negotiations (2.1); correspondence with J Brandt re plan research (.2).	2.30	2,898.00
10/1/21	MVD	Phone call with Willkie team and Milbank team regarding plan, fleet, and other topics (.7); phone call with UCC's advisors and Debtors' advisors re plan (.7); review Plan and Disclosure Statement filed by Debtors (.6); conduct research regarding plan-related issues (1.4); phone call with Willkie team and Gibson team re plan (.6).	4.00	4,720.00
10/2/21	CAD	Correspondence w/ T. Graulich (Davis Polk), B. Miller regarding status of plan settlement proposal and management presentation.	0.20	227.00
10/2/21	B M	Review and comment on the Debtors' plan and disclosure statement (3.1); draft memorandum regarding the open plan issues for the UCC (.7); correspond with the Debtors regarding the plan and disclosure statement (.4); correspond with FTI regarding the filed plan (.5).	4.70	7,755.00
10/2/21	MVD	Conduct research regarding plan issues.	0.90	1,062.00
10/3/21	CAD	Telephone conference w/ internal working group, Gibson Dunn, and certain ad hoc claimholder group members regarding status of Delta/Mexican shareholder proposal/plan and issues/next steps (.5); telephone conference w/ internal working group, FTI, Debtors' professionals regarding same and management presentation/proposed plan settlement (1.3); correspondence w/ R. Arnold (Rothschild), T. Graulich (Davis Polk), internal working group, FTI regarding same (.4); review/analyze Debtors' draft presentation regarding plan settlement proposal (.4); correspondence w/ N. Cohen/M. Bilbao (FTI), B. Miller, T. Goren regarding Delta issues and Virgin Atlantic restructuring (.3); correspondence w/ internal	3.10	3,518.50

CHAPTER 11 - BANKRUPTCY

Page 36

Invoice No. 22119974

Client/Matter No. 128273.00001

		working group, committee members regarding Debtors' management presentation to committee tomorrow regarding plan settlement proposal (.2).		
10/3/21	T G	Call w/ Gibson re plan status/next steps (.5); review Debtors' presentation re Plan proposal (.7); call w/ Debtors' professionals re plan proposal (1.2) and follow up call w/ B Miller re same (.2); prepare potential counter proposal points (.8) and correspondence w/ FTI re same (.4).	3.80	5,434.00
10/3/21	B M	Calls with FTI and the Debtors to discuss the plan and the negotiations with Delta and the Mexican Shareholders (2.3); correspond with the Ad Hoc Groups regarding the open plan issues (.6); correspond with the UCC regarding the plan (.3).	3.20	5,280.00
10/3/21	B L	Telephone conference with Debtors' advisors re plan terms and presentation to UCC.	1.20	1,980.00
10/3/21	DMS	Call with Davis Polk, Rothschild, Sainz, FTI, Willkie, S&S teams re plan negotiations. (1.2); corr with T. Goren re equity term sheet (.4); call with Gibson Dunn and Willkie teams re plan negotiations (.5).	2.10	2,646.00
10/3/21	MVD	Review Debtors' draft presentation regarding plan to be presented to UCC (.4); call with Willkie and Gibson teams re plan (.5); draft objection and proposed inserts to Disclosure Statement (1.7).	2.60	3,068.00
10/3/21	J B	Attend call with Willkie team and counsel to Ad Hoc Group of trade claimants (Gibson) re: exit financing and plan updates (.5); conduct research re: plan issues (2.7) and draft summary for M. Dunn and D. Sinclair re: same (.8);	4.00	3,300.00
10/4/21	DMS	Call with M. Dunn, J. Brandt, A. Ambeault re: plan negotiations.	0.30	378.00
10/4/21	WTE	Conf call w/ Committee Advisors re: plan strategy (0.5); UCC meeting w/ Debtors re: plan proposal (1.3).	1.80	2,430.00
10/4/21	DMS	Meetings with Debtors and creditors' committee (including professionals) regarding plan negotiations.	2.30	2,898.00
10/4/21	CAD	Review/analyze filed versions of chapter 11	2.80	3,178.00



CHAPTER 11 - BANKRUPTCY

Page 37

Invoice No. 22119974

Client/Matter No. 128273.00001

		plan and disclosure statement (.5); correspondence w/ internal working group, FTI regarding Debtors' proposed plan settlement/presentation (.3); telephone conference w/ internal working group, FTI regarding same, strategy, and next steps (.5); correspondence w/ M. Black (Corvid Peak), T. Goren, M. Bilbao (FTI) regarding potential plan settlement items (.2); correspondence w/ T. Goren, S. Star (FTI) regarding plan settlement counterproposal (.2); telephone conference w/ internal working group, Gibson regarding Debtors' plan settlement proposal and proposed committee counterproposal (.3); various correspondence w/ T. Goren, J. Leon-Orantes (Santamarina & Steta) regarding Mexican law issues regarding committee's plan settlement counterproposal/Mexican ownership requirements (.6); correspondence w/ S. Star (FTI), internal working group regarding committee's plan counterproposal (.2).		
10/4/21	B M	Discussions with FTI regarding the filed plan and UCC counterproposal (2.1); review and comment on UCC plan counterproposal (2.4); prepare memorandum regarding open UCC plan issues (.7); review of the Mexican law implications of foreign ownership requirements (1.9).	7.10	11,715.00
10/4/21	B L	Meeting with FTI re Debtors presentation (.5); telephone conference with Gibson team re potential counter (.3).	0.80	1,320.00
10/4/21	T G	Call w/ Hain Capital re Plan questions (.3); prepare for (.4) and participate on (2.4) Committee call with Debtors re plan proposal; call w/ D. Botter re plan status (.3); call w/ M Edelman re plan status (.3) and follow-up w/ B Miller re same (.2); correspondence w/ M Black (Corvid) re Plan (.2); call w/ FTI re plan proposal (.6); follow up correspondence w/ FTI re same (.4); prepare potential key points for Plan counter proposal (.8); review Plan re creditor questions (1.3); call w/ Gibson re Plan counter (.3); correspondence w/ S&S re plan	7.80	11,154.00

CHAPTER 11 - BANKRUPTCY

Page 38

Invoice No. 22119974

Client/Matter No. 128273.00001

10/4/21	MVD	proposal Mexican law points (.3). Draft objection and proposed inserts to Disclosure Statement (.5); review updated discussion materials regarding plan to be presented by Debtors to UCC (.3); conduct research regarding allocation of assets among Debtor entities (2.6).	3.40	4,012.00
10/4/21	J B	Attend call with FTI team, Willkie team, and S+S team re: Debtors' plan counter proposal and discussion and preparation for meeting with Debtors (.3); conduct research re: Debtors' proposed plan and good faith issues (2.0) and draft summary for internal team summarizing same (.5).	2.80	2,310.00
10/5/21	B L	Telephone conference with Akin group re: plan proposals.	0.40	660.00
10/5/21	CAD	Telephone conference w/ M. Black (Corvid Peak), T. Goren regarding current plan proposal and issues/committee counterproposal, and next steps (1.1); various correspondence w/ internal working group, FTI regarding committee plan counterproposal and status (.4); telephone conference w/ internal working group, Akin regarding exit financing/chapter 11 plan status/issues, committee counterproposal, and next steps (.5); telephone conferences (2x) w/ internal working group, Gibson regarding exit financing/plan status/issues, committee counterproposal, and next steps (.6); correspondence w/ J. Kirchgraber (FTI) regarding draft of committee plan counterproposal (.1) and review/analyze same (.2); telephone conference w/ internal working group, FTI, Santamarina & Steta regarding draft committee counterproposal, strategy, and comments (1.5); correspondence w/ D. Sinclair regarding objection to disclosure statement (.1); correspondence w/ D. Sinclair regarding plan comments/issues and discussion w/ J. Rubin (Akin) (.1); correspondence w/ M. Dunn, internal working group regarding exclusivity objection template (.2); correspondence w/ R. Steinberg (Davis Polk), internal working group	5.20	5,902.00

CHAPTER 11 - BANKRUPTCY

Page 39

Invoice No. 22119974

Client/Matter No. 128273.00001

		regarding Debtors' draft motion to further extend exclusivity (.2) and review/analyze same (.2).		
10/5/21	B M	Plan negotiations with the Debtors and the Ad Hoc Groups regarding the distribution waterfall and insider deals (3.2); review and comment on the UCC plan counterproposal (1.6); draft memorandum regarding open plan issues for the UCC (.8); discussions with FTI regarding the plan negotiations (1.2).	6.80	11,220.00
10/5/21	T G	Review and analyze FTI counter-proposal analysis (.8); call w/ FTI re same (1.5); call w/ Akin re plan status/counter proposal (.3); follow-up call w/ B Miller re same (.2); call w/ Debtors' professionals re same (.8); follow-up call w/ FTI re same (.5); calls (x2) with Gibson/Moelis re same (.8); call w/ WFG re plan litigation strategy (.9); review plan re open points/creditors issues (.7); correspondence w/ Milbank/Akin re plan counter-proposal (.4).	6.90	9,867.00
10/5/21	WTE	Conference call w/ UCC professionals re counterproposal (in part).	0.10	135.00
10/5/21	MVD	Review Debtors' draft motion to extend exclusivity.	0.50	590.00
10/5/21	B L	Telephone conference with Gibson team re potential counter (.2); telephone conference with Willkie and FTI teams re counteroffer (1.5); telephone conference with Willkie team re litigation strategy i/c/w plan (.8).	2.50	4,125.00
10/5/21	K M	Conference call with FTI and Willkie team to discuss the UCC's counter proposal to Debtors.	0.90	1,116.00
10/5/21	DMS	Call with the Debtors' professionals re: plan negotiations (.6); Willkie team call re: plan negotiations and DS objection (.9).	1.50	1,890.00
10/5/21	DMS	Call with Gibson team, Willkie team re plan negotiations (.2); call with Akin Gump re plan negotiations (.5); call with Willkie and FTI teams regarding committee counterproposal (1.5); review and revise research on plan confirmation points (.5); discuss open plan items with J. Rubin (Akin) (.2); call with Gibson Dunn team re plan negotiations (0.3); corr with M. Dunn and J. Brandt re plan	5.50	6,930.00

CHAPTER 11 - BANKRUPTCY

Page 40

Invoice No. 22119974

Client/Matter No. 128273.00001

		objections (0.4); weekly call with FTI and Willkie teams re: plan negotiations (0.5); outline objection to disclosure statement and review related case law (1.4).		
10/5/21	MVD	Phone call with Willkie team regarding plan negotiations/strategy (.9); review good faith research (.4); review UCC counterproposal deck prepared by FTI (.4); call with Willkie team and Akin team regarding Plan (in part) (.4); consideration of issues regarding DS and exit financing objections (1.5); call with UCC professionals and Debtors' professionals regarding plan (.6); follow up call with UCC professionals regarding plan (.6); call with Willkie and Gibson teams re plan (.2); review FTI deck to be presented to UCC regarding plan counterproposal (.3).	5.30	6,254.00
10/5/21	J B	Attend call with Debtors' professionals and Committee professionals re: Committee counterproposal related to exit financing (.6); attend call with counsel to Ad Hoc Group of Trade Claimants (Gibson) re: plan updates (.1); attend call with FTI re: same (.5); attend call with Willkie internal team re: plan negotiation and potential related filings updates (.9).	2.10	1,732.50
10/6/21	WTE	Conf call w/ Apollo re: plan proposal (in part).	1.00	1,350.00
10/6/21	CAD	Correspondence w/ internal group regarding Debtors' planned motion to further extend exclusivity (.2); correspondence w/ internal working group regarding upcoming P. Tomasco (Quinn Emanuel) discussion regarding plan and Mexican shareholders (.1); telephone conference w/ internal working group, P. Tomasco, J.C. Machorro (Santamarina & Steta) regarding same (.3); debrief call w/ internal working group, J.C. Machorro regarding same (.3); correspondence w/ internal working group regarding updated meeting w/ Apollo to discuss revised plan proposal (.2); telephone conference w/ committee's and Apollo's professionals regarding revised Apollo plan proposal (1.1) and review/analyze same (.2); correspondence	3.30	3,745.50

CHAPTER 11 - BANKRUPTCY

Page 41

Invoice No. 22119974

Client/Matter No. 128273.00001

		w/ J. Felker (Apollo) regarding same (.1); debrief call w/ committee's professionals regarding same and possible committee counter (.5); correspondence w/ B. Miller, internal working group regarding Gibson group status/re-joining joint plan proposal (.1); correspondence w/ J. Delgado (MoFo), internal working group regarding A. Habbu (claimholder) plan inquiry (.2).		
10/6/21	T G	Call w/ Apollo re Plan proposal (1.1); review Apollo materials re same (.7); follow-up call w/ FTI and team re same (.6); call/correspondence w/ M Bilbao re same (.4); call w/ M Brod re plan proposal (.3); review potential key terms for plan counter proposal (.8); call w/ QE re Mexican shareholder questions (.3); follow-up call w/ team/S&S re same (.2); correspondence w/ S&S re same (.3).	4.70	6,721.00
10/6/21	B M	Plan negotiations with the Debtors, Apollo, and the Ad Hoc Groups (3.4); review and discuss the Apollo revised proposal with FTI (1.3); memorandum regarding plan negotiations (.9); review of the conversion mechanics under the DIP Order (.5).	6.10	10,065.00
10/6/21	JCD	Review correspondence re: updated Debtors' plan.	0.80	1,520.00
10/6/21	J B	Attend call with Apollo and Apollo advisors re exit financing proposals and negotiations.	1.00	825.00
10/6/21	DMS	Call with Willkie, Quinn Emanuel, S&S teams regarding Mexican investor negotiations (0.3); follow up call with Willkie team (0.3); call with M. Dunn re ALC objection (0.1); review disclosure statement objection case law research (1.5); discussion with Apollo, Cleary, Evercore, Willkie, FTI re plan proposal (1.0); follow up call with Willkie team (0.7); correspondence with M. Dunn regarding DS motion (0.3); review ALC objection (1.9); call with Willkie and FTI teams re Apollo counterproposal (.4).	6.50	8,190.00
10/6/21	MVD	Review Apollo proposal and compare details of same to current plan and UCC counterproposal (.9); call with Apollo regarding proposal (in part) (.6).	1.50	1,770.00

CHAPTER 11 - BANKRUPTCY

Page 42

Invoice No. 22119974

Client/Matter No. 128273.00001

10/7/21	CAD	Telephone conference w/ internal working group, A. Habbu/K. Abumanneh (Barclays) regarding chapter 11 plan/Delta and Mexican shareholder issues and status (.7); debrief call w/ B. Miller, T. Goren regarding same (.1); discuss plan confirmation-related research w/ D. Sinclair (.2); correspondence w/ D. Sinclair, internal working group regarding same (.1); correspondence w/ internal working group, FTI regarding status of committee counterproposal to Apollo revised plan proposal (.2); correspondence w/ T. Goren, internal working group regarding status of Disclosure Statement hearing and committee objection (.2); correspondence w/ B. Miller, FTI, Santamarina & Steta regarding status of plan negotiations/discussions w/ Apollo and Debtors (.4); telephone conference w/ committee's and ad hoc group's professionals regarding status of plan negotiations (.3); correspondence w/ J. Kirchgraber (FTI), internal working group regarding draft of committee's counter to Apollo revised plan proposal (.1) and review/analyze same (.2); telephone conference w/ internal working group, FTI regarding same, analysis, comments, and next steps (.9); correspondence w/ D. Sinclair, internal working group regarding brand value calculation research (.2) and review/analyze same (.2); correspondence w/ J. Kirchgraber (FTI), T. Goren regarding updated committee counter to Apollo proposal (.1) and review/analyze same (.2).	4.10	4,653.50
10/7/21	T G	Call w/ Akin/Ducera re Plan update (.3); review draft Plan counter proposal (.8) and calls (x2) w/ FTI re same (1.1); call w/ N Cohen re plan status (.4); call/correspondence w/ M Bilbao/FTI re plan counter (.6); review DS Motion re timing questions (.7); correspondence w/ team re same (.3); calls w/ D Sinclair and B Miller re same (.4).	4.60	6,578.00
10/7/21	JCD	Participate in calls w/ Willkie/FTI re: revisions to possible plan scenarios and counter proposals	1.20	2,280.00

CHAPTER 11 - BANKRUPTCY

Page 43

Invoice No. 22119974

Client/Matter No. 128273.00001

		(.8); review correspondence re: status of negotiations with Apollo (.4).		
10/7/21	B M	Plan negotiations with the Debtors, Apollo and the Ad Hoc Groups (3.2); review and comment on the various plan proposals presented to the UCC (2.6); prepare memorandum regarding open plan issues (.8).	6.60	10,890.00
10/7/21	MVD	Conduct research regarding objections to disclosure statements.	2.40	2,832.00
10/7/21	B L	Telephone conference with Willkie and FTI re counterproposal to Apollo.	0.80	1,320.00
10/7/21	DMS	Correspondence with B Miller, T Goren, C Damast re IP valuation (.2); call with Akin, Ducera, Willkie, FTI teams re plan negotiations (.2); call with Willkie and FTI teams re Apollo counteroffer (1.1).	1.50	1,890.00
10/7/21	MVD	Review plan and disclosure statement and draft objection/inserts to disclosure statement (1.2); review UCC counterproposal to Apollo (.6); review research memo prepared by S&S regarding plan distributions (.4).	2.20	2,596.00
10/7/21	DMS	Discuss research with C. Damast (.2); review DS/plan (1.1) and related correspondence with FTI regarding proposals (.7).	2.00	2,520.00
10/8/21	CAD	Review/analyze Debtors' motion to enter into debt financing and equity commitment letters and subscription agreement and incur administrative expense claims (.9); various correspondence w/ internal working group regarding same, objection, and discovery (.8); correspondence w/ T. Goren, FTI regarding same (.2); telephone conference w/ Diameter Capital (unsecured claimholder), internal working group regarding plan process/status (.7); correspondence w/ B. Miller, internal working group regarding plan negotiations/discussions status w/ ad hoc group (.1); correspondence w/ D. Sinclair regarding draft of objection to motion to shorten hearing/objection deadline on Debtors' disclosure statement (.2) and review/analyze same (2x) (.4); telephone conference w/ J. Neiss (JH Lane Partners) (claimholder) regarding plan	4.80	5,448.00

CHAPTER 11 - BANKRUPTCY

Page 44

Invoice No. 22119974

Client/Matter No. 128273.00001

		status/inquiries (.4); telephone conference w/ internal working group, FTI regarding committee counter to Apollo revised plan proposal and Debtors' motion to enter into debt financing and equity commitment letters and subscription agreement, strategy, and objection (.6); correspondence w/ B. Miller regarding discussion w/ G. Hughes (Seabury) regarding status of Apollo proposal (.1); correspondence w/ J. Kirchgraber (FTI), internal working group regarding PLM and valuation issues (.2); correspondence w/ J.C. Machorro/J. Leon-Orantes (Santamarina & Steta), internal working group regarding ownership of Club Premier trademark and Mexico City airport slots (.2).		
10/8/21	T G	Review motion to approve subscription agreement (1.7); review and analyze potential arguments in response to same (.9); correspondence w/ FTI and team re same (.4); call w/ FTI and team re same (.6).	3.60	5,148.00
10/8/21	WTE	Emails w/ creditor and Willkie team re: plan.	0.10	135.00
10/8/21	B M	Negotiations with the Debtors and the Ad Hoc Groups on the plan of reorganization (2.8); calls with FTI to discuss the UCC plan issues (1.4); review the final valuation materials and Apollo's proposed conversion (.9).	5.10	8,415.00
10/8/21	K M	Review case correspondence and Debtors' Motions re: Commitment Fee and Plan.	0.90	1,116.00
10/8/21	JCD	Update calls to discuss equity commitment fee motion and exist financing (1.0); review equity financing commitment motion (.8).	1.80	3,420.00
10/8/21	DMS	Corr with Willkie team re commitment fee motion (.2); draft limited objection to disclosure statement (1.1); call with Willkie and FTI teams re counterproposal (.6); review and revise objection to DS motion (.4).	2.30	2,898.00
10/8/21	MVD	Consideration of issues related to exit financing motion and outline objection to same (1.3); draft objection to disclosure statement (3.3); consideration of issues regarding Apollo counter proposal (.6).	5.20	6,136.00



CHAPTER 11 - BANKRUPTCY

Page 45

Invoice No. 22119974

Client/Matter No. 128273.00001

10/8/21	J B	Review disclosure statement precedent (.5); call with FTI team and Willkie team re: potential objection to certain motion and updates on plan and exit financing (.6).	1.10	907.50
10/9/21	CAD	Correspondence w/ B. Miller, internal working group regarding status of Apollo plan proposal and discussions/next steps.	0.30	340.50
10/9/21	T G	Correspondence w/ FTI and team re Apollo proposal/request.	0.40	572.00
10/9/21	B M	Review and comment on the Debtors' commitment fee motion (1.2); correspond with FTI and the Debtors regarding the commitment fee motion (.4); prepare memorandum regarding issues with the commitment fee motion (.3).	1.90	3,135.00
10/9/21	MVD	Draft objection to Disclosure Statement.	6.70	7,906.00
10/9/21	J B	Draft FTI declaration ISO Committee objection to Debtors' ALC motion.	1.00	825.00
10/10/21	T G	Call w/ DPW/Rothschild re plan negotiation status.	0.50	715.00
10/10/21	B M	Meetings with the Debtors to discuss the commitment fee motion (.8) and UCC discovery requests of the Debtors, Delta and the Joint Bidders (.9); review of the UCC discovery requests (.5); memorandum regarding commitment fee discovery issues (.4).	2.60	4,290.00
10/10/21	MVD	Continue to draft objection to Disclosure Statement.	6.20	7,316.00
10/10/21	J B	Revise Committee's DS objection (2.1) and revise draft FTI declaration ISO of objections (2.0).	4.10	3,382.50
10/11/21	CAD	Correspondence w/ B. Miller, internal working group regarding discussions w/ J. Johnston (Jones Day) representing Diameter regarding plan and disclosure statement issues (.1) and convenience class in plan (.1); correspondence w/ R. Faldetta (FTI), internal working group regarding Silverpoint inquiry (.2); correspondence w/ D. Sinclair regarding disclosure statement and issues/hearing logistics (.2); brief review/analysis of committee's objection to Debtors' disclosure statement (.4).	1.00	1,135.00
10/11/21	T G	Review and analyze materials re potential plan	1.60	2,288.00

CHAPTER 11 - BANKRUPTCY

Page 46

Invoice No. 22119974

Client/Matter No. 128273.00001

		alternatives (1.2); correspondence w/ M Bilbao re same (.4).		
10/11/21	DMS	Correspondence with Willkie team re: DS objection.	0.40	504.00
10/11/21	B M	Negotiations with the Debtors, Apollo and the Joint Bidders regarding open plan issues and potential alternative plan options (4.2); memorandum regarding plan negotiations (.4).	4.60	7,590.00
10/11/21	J B	Attend call with Debtors, AHG of Noteholders (Akin), and Committee advisors (Willkie) re: discovery requests and related updates (.4); draft objection to Debtors' motion to approve commitment fee (3.1).	3.50	2,887.50
10/11/21	DMS	Review and revise disclosure statement objection (4.7) and correspondence with M Dunn re same (.4); review sample disclosure statement objections and consider arguments for DS objection drafting (1.2).	6.30	7,938.00
10/12/21	CAD	Correspondence w/ S. Star (FTI), internal working group regarding plan term sheet precedent (.2); correspondence w/ internal working group, J. Kirchgraber (FTI) regarding Debtors' motion to approve commitment fee/subscription agreement and issues/analysis (.2) and review/analyze motion (.2); correspondence w/ D. Sinclair, internal working group regarding analysis of such motion (.2); correspondence w/ internal working group, J. Kirchgraber (FTI) regarding purported equity splits under Debtors' proposed plan and issues/analysis (.2); telephone conference w/ committee's and Apollo's professionals regarding Apollo plan counterproposal (.8); debrief call w/ committee professionals regarding same and possible committee counter/next steps (.8); review/analyze Apollo counterproposal (.2) and correspondence w/ FTI regarding same (.1); correspondence w/ B. Miller regarding status of plan counterproposal from ad hoc group (.1).	3.00	3,405.00
10/12/21	DMS	Review equity term sheet (.4) and correspondence with Willkie team re same (.2).	0.60	756.00
10/12/21	T G	Call w/ FTI re plan proposals (.3); review and	3.70	5,291.00

CHAPTER 11 - BANKRUPTCY

Page 47

Invoice No. 22119974

Client/Matter No. 128273.00001

		analyze potential plan alternatives (1.4); review Apollo plan proposal (.6); call w/ Apollo re same (.9); follow-up with FTI and team re same (.5).		
10/12/21	B M	Plan negotiations with the Debtors, the Ad Hoc Groups and Apollo regarding open plan issues (2.8); calls with FTI to discuss plan structures for Opco creditors (1.7); review of the final valuation materials (.4); review and discuss the services to be rendered by Delta in the plan (.8); review of the Ad Hoc Group holdings (.3); draft memorandum regarding plan issues for the UCC (.8).	6.80	11,220.00
10/12/21	J G	Corr. with M. Dunn, J. Brandt and A. Scarcella regarding plan research.	0.30	147.00
10/12/21	K M	Call with UCC and Apollo professionals to discuss counter offer to Joint Proposal.	1.00	1,240.00
10/12/21	DMS	Review works in progress list and UCC meeting agenda (.2); call with Debtors' and Committee's advisors re: plan objections/DS objection, negotiations (.3); weekly call with Committee advisors re: plan negotiations/strategy (.7).	1.20	1,512.00
10/12/21	DMS	Discuss plan issues with M. Dunn (0.2); review plan term sheets i/c/w AMX plan (.2); discuss plan strategy with Willkie and FTI teams (.3); review and revise ALC objection per comments from T. Goren, C. Damast (1.1); correspondence with M. Dunn regarding same (0.2); call with Apollo, Apollo advisors and Committee advisors re counteroffer (1.0); follow up call with Committee advisors (0.7); review commitment fee motion and term sheet (0.8).	4.50	5,670.00
10/12/21	A S	Research plan confirmation issues (2.5); summarize research re: same (1.8); corr. with J. Brandt and M. Dunn re: research (.3).	4.60	2,254.00
10/12/21	MVD	Call with J. Brandt, J. Graber, and A. Scarcella regarding research needs in connection with objection to Disclosure Statement (.3); call with UCC's advisors and Apollo's advisors regarding plan proposal (.9); call with Willkie and FTI teams regarding plan proposals and strategy going forward (.8); review plan term sheet	2.70	3,186.00

CHAPTER 11 - BANKRUPTCY

Page 48

Invoice No. 22119974

Client/Matter No. 128273.00001

		precedent (.3); review side by side comparison of plan proposals prepared by FTI (.2); review illustrative proposal from Apollo (.2).		
10/12/21	J B	Draft UCC objection to debtors' motion to approve equity commitment fee and exit financing documents (4.5); attend call with FTI and Willkie teams re: exit financing counter proposal and related updates (.8); draft FTI Declaration in support of UCC objection (3.1).	8.40	6,930.00
10/13/21	CAD	Telephone conference w/ Hain Capital, internal working group regarding plan/disclosure statement status and negotiations (.3); correspondence w/ S. Star (FTI), internal working group regarding status of plan discussions/negotiations w/ Debtors and next steps (.2); correspondence w/ J. Delgado (Morrison & Foerster), internal working group regarding status of discussions w/ Sainz regarding joint bidders' antitrust filing and foreign investment authorization issues (.2); various correspondence w/ internal working group, Santamarina & Steta, FTI regarding ownership of intellectual property (trademarks, domain names, software, and licenses) and value/allocation issues (.5); correspondence w/ K. Collins (Barnes & Thornburg) (executory contract counterparty), D. Sinclair regarding contract assumption procedures in plan (.1).	1.30	1,475.50
10/13/21	T G	Review potential plan proposal alternatives (.7); calls w/ B Miller re same (.3) and correspondence w/ FTI re same (.4).	1.40	2,002.00
10/13/21	B M	Plan negotiations with the Debtors, the Ad Hoc Groups and Apollo expressing the UCC concerns with the filed plan (3.1); review and comment on the UCC objection to the disclosure statement and exit financing commitment motion (1.4); review FTI analysis of the plan options for unsecured creditors (.6).	5.10	8,415.00
10/13/21	J G	Begin research on the new value exception to the absolute priority rule (2.0); draft summary of initial conclusions from research (.3).	2.30	1,127.00
10/13/21	MVD	Review FTI deck re Apollo proposal.	0.20	236.00

CHAPTER 11 - BANKRUPTCY

Page 49

Invoice No. 22119974

Client/Matter No. 128273.00001

10/13/21	DMS	Review objection to motion to shorten.	0.20	252.00
10/13/21	DMS	Correspondence with Willkie and FTI teams regarding plan negotiations (.2); review disclosure statement objection, related samples, and revise/consider new arguments relating to same (1.9); call with S. Szanzer re ALC objection (0.2); related corr with Willkie team (0.2); review and revise ALC motion and review related board materials (1.0); corr with M. Dunn re same (0.4); update objection to motion to shorten notice of DS hearing (.6).	4.50	5,670.00
10/14/21	CAD	Correspondence w/ B. Miller, internal working group, FTI regarding status of plan discussions/negotiations w/ Debtors and Apollo and Debtors' presentation to committee tomorrow (.2); correspondence w/ internal working group regarding committee objection to shortening time for disclosure statement hearing and objections (.2); telephone conference w/ internal working group, FTI regarding status of plan discussions/negotiations and committee proposed counterproposals and next steps (1.0); telephone conference w/ committee's and ad hoc group's professionals regarding plan negotiations/status (.4); review and revise committee's draft objection to Debtors' motion to shorten hearing/objection deadline regarding approval of disclosure statement (.7); various correspondence w/ T. Goren D. Sinclair regarding same and comments/revisions (.7); correspondence w/ internal working group, S. Star (FTI) regarding potential committee counterproposal to Apollo (.2); correspondence w/ internal working group regarding issues w/ proposed distribution of new equity to Mexican shareholders under Debtors' proposed plan (.5).	3.90	4,426.50
10/14/21	T G	Call w/ S&S, FTI and team re Plan negotiations and pending objections (1.0); correspondence w/ FTI re same (.6); call w/ Akin/Ducera re plan proposal (.4); follow-up calls (x2) w/ B Miller re same (1.1) call w/ T Graulich re plan (.4);	6.70	9,581.00

CHAPTER 11 - BANKRUPTCY

Page 50

Invoice No. 22119974

Client/Matter No. 128273.00001

		review Debtors' presentation re Plan proposal (.6); call w/ FTI re commitment fee motion (1.2); review and analyze potential objection points to commitment fee motion (.8); review draft objection to motion to shorten (.6).		
10/14/21	A S	Attend AMX conf. call with Delta/MS re: plan negotiations.	1.00	490.00
10/14/21	B M	Review and comment on the Debtors' revised plan proposal for the UCC (1.2); negotiations with the Debtors and the Joint Bidders on the revised plan and insider deals (3.0).	4.20	6,930.00
10/14/21	MVD	Revise outline of objection to commitment fee motion.	0.20	236.00
10/14/21	B L	Correspond with team re potential FCPA issues (.2); correspondence re objection to shortened notice motion (.2); review debtors presentation to UCC (.2).	0.60	990.00
10/14/21	DMS	Call with B. Miller re DS/plan status (0.1); call with M. Dunn re exclusivity motion (0.2); draft objection to disclosure statement motion (1.3); call with Willkie team regarding plan negotiations (1.0); call with Akin, Ducera, Willkie, FTI teams regarding plan negotiations (0.3); call with Willkie team and FTI team re commitment fee (1.2); pre call with Committee (0.5); call with Committee and joint bidder group re plan proposal (1.1); corr with M. Dunn, J. Brandt re fee motion (0.2); call with Committee re company plan proposal (0.5); call with Committee, committee advisors, Debtors, Ad Hoc Group, and respective advisors regarding plan proposal (1.1); follow up call with Committee regarding plan proposal (0.9); corr with litigation team re FCPA issues (0.3); corr with litigation team re plan discovery and DS objection (0.5); review and revise objection to disclosure statement motion and correspondence with Willkie team regarding same (1.0).	10.20	12,852.00
10/14/21	K M	Call with FTI to discuss Debtor presentation to the UCC (1.0); review Debtor presentation to the UCC re: plan (.4); call with FTI and Willkie to discuss Debtors' presentation (1.2).	2.60	3,224.00

CHAPTER 11 - BANKRUPTCY

Page 51

Invoice No. 22119974

Client/Matter No. 128273.00001

10/14/21	J B	Update declaration for FTI in support of ALC objection (1.5); call with debtors and committee re: updated plan proposal from the debtors (1.1); revise objection to motion to shorten (2.3) and corr. w/ committee re same (.3).	5.20	4,290.00
10/14/21	JCD	Call with Committee and Debtors regarding updates to proposed Debtors' Plan and alternatives thereto (1.5); call with Ad Hoc Group and others regarding the new Plan (.6).	2.10	3,990.00
10/14/21	MVD	Outline/draft objection and proposed inserts to disclosure statement (1.3); call with Willkie and FTI teams regarding impact of commitment fee and equity splits (1.2); review deck outlining Debtors' plan proposal (.3).	2.80	3,304.00
10/15/21	CAD	Review and revise committee's objection to Debtors' motion to shorten notice of hearing on disclosure statement and objection deadline -- two versions (2x) (4.4); discuss same w/ J. Brandt (.1) and revisions w/ D. Sinclair (.1); various correspondence w/ B. Miller, internal working group, Santamarina & Steta regarding same and additional comments/revisions/finalizing same for filing (1.3); correspondence w/ internal working group regarding status of Debtors' plan, timing, and discussions (.4); telephone conference w/ internal working group, FTI regarding plan discussions/negotiations status and framework for committee counterproposal to Apollo (.7); various correspondence w/ internal working group regarding ongoing plan-related discussions (.3); correspondence w/ M. Bilbao (FTI), internal working group regarding plan-related discussions w/ claimants and possible formation of additional ad hoc group of claimants (.2); correspondence w/ internal working group regarding status of objections to commitment fee motion and disclosure statement (.4); correspondence w/ J. Eisen (Judge Chapman's law clerk), internal working group regarding judge's request for chambers conference tomorrow (.2); review/analyze Debtors' filed chapter 11 plan (1.4) and	9.90	11,236.50

CHAPTER 11 - BANKRUPTCY

Page 52

Invoice No. 22119974

Client/Matter No. 128273.00001

		correspondence w/ internal working group, FTI regarding same (.2); correspondence w/ T. Goren, internal working group, M. Edelman (Vedder Price) regarding committee objection to Debtors' commitment fee motion (.2).		
10/15/21	A A	Assist w/ preparation of objection to motion to shorten (.3); t/c w/ B. Miller re: same (.1); t/c w/ D. Sinclair re: same (.1); prepare, file and coordinate service of Objection to Motion to Shorten (.8).	1.30	637.00
10/15/21	T G	Review materials re potential plan alternatives (.6); call w/ Paul Weiss re status (.5); call w/ FTI re Apollo status/next steps (.7); calls w/ M. Bilbao (.4) and B. Miller (x3) re same (.7); review and revise draft UCC objection to DS timing (.8); review updated Plan (.9) and DS (1.2); correspondence w/ team/Debtors re status (.6); call w/ M. Williams re status conference (.2); correspondence w/ FTI re commitment fee objection arguments (.3) and correspondence w/ team re same (.3).	7.20	10,296.00
10/15/21	B M	Review the Debtors' plan and disclosure statement (3.4); correspond with the UCC and FTI regarding the plan and disclosure statement (.8); review and comment on the UCC Objection to the motion to shorten time for the Disclosure Statement hearing (1.5); calls with Apollo regarding the plan and disclosure statement and objections (1.1); memorandum regarding payments to insiders under the plan (.6); call with C. Plaza regarding the UCC objection to the motion to shorten time (.4); call with T. Graulich regarding the timing of the plan filing (.3); correspond with Akin regarding plan filing (.3).	8.40	13,860.00
10/15/21	RJM	Review of FCPA questions from K Mathews (.1); review open source information regarding Aeromexico (.3); teleconference regarding FCPA question with M Weinstein and K Mathews (.3).	0.70	1,330.00
10/15/21	MJW	Review FCPA issue (.7); call with K. Mathews re: same (.3).	1.00	1,900.00
10/15/21	B L	Correspond with team re filing of revised plan	0.40	660.00



CHAPTER 11 - BANKRUPTCY

Page 53

Invoice No. 22119974

Client/Matter No. 128273.00001

10/15/21	J B	and objection to motion to shorten notice. Revise UCC objection to Debtors' fee objection.	3.00	2,475.00
10/15/21	JCD	Participate in calls w/ professionals regarding status of alternative plan proposals.	0.60	1,140.00
10/15/21	DMS	Review and incorporate T. Goren comments to disclosure statement objection (0.6); call with T. Goren, B. Miller, C. Damast, M. Bilbao, N. Cohen, S. Star re Apollo counter (0.6); further revisions to disclosure statement objection (0.5); review Debtors' motion to shorten (0.2); review correspondence with Willkie team re same (0.1); revise objection to disclosure statement regarding milestones and DIP default (0.4); correspondence with J Brandt re DIP default (0.1); review objection to disclosure statement motion (0.5); draft additional form of disclosure statement objection to account for status of revised docs (1.1); review and revise second disclosure statement objection (.4); review and revise equity commitment fee objection (1.3).	5.80	7,308.00
10/15/21	MVD	Draft objection to disclosure statement (3.7); review disclosure statement in connection with references to deals with Delta and Mexican Shareholders (.3); review amended plan (.6); review amended disclosure statement (.5); review objection to motion to shorten notice (.2).	5.30	6,254.00
10/16/21	DMS	Revise commitment fee objection.	1.10	1,386.00
10/16/21	CAD	Telephone conference w/ internal working group, Cleary, Paul Weiss regarding Apollo and plan/negotiations status and preparation for this morning's chambers conference (.5); participate in chambers conference regarding plan and disclosure statement-related issues and timing (.9); debrief correspondence w/ internal working group regarding same (.2); correspondence w/ B. Miller, committee members regarding result of status conference and plan-related deadlines (.2); correspondence w/ J.C. Machorro (Santamarina & Steta),	3.50	3,972.50

CHAPTER 11 - BANKRUPTCY

Page 54

Invoice No. 22119974

Client/Matter No. 128273.00001

		internal working group regarding analysis of as-filed plan and disclosure statement (.4) and result of today's chambers conference and next steps (.2); correspondence w/ P. Anker (Wilmer Hale), internal working group, FTI regarding comparison of Apollo and Debtors/joint bidders plan proposals (.3); correspondence w/ internal working group regarding plan vote designation research (.2); correspondence w/ E. Jerrard (Davis Polk), internal working group regarding notice of November 10 disclosure statement and other hearings (.2) and review/analyze same (.2); correspondence w/ internal working group regarding committee's objection to disclosure statement and strategy (.2).		
10/16/21	T G	Call w/ Apollo re plan negotiations/status conference (.4); Court conference re DS timing (.8); calls w/ B Miller (.3) and M Williams (.2) re same; call w/ Corvid Peak re Plan status (.6); follow-up call w/ FTI (.4); correspondence w/ FTI re Apollo negotiations (.4).	3.10	4,433.00
10/16/21	B M	Plan negotiations with Apollo and FTI (3.2); chambers conference with Judge Chapman and all parties re: DS, timing (.8); correspond with the UCC regarding the chambers conference (.3); memorandum regarding next steps for the plan process (.5).	4.80	7,920.00
10/16/21	JHB	Circulate Plan research per D. Sinclair email.	0.30	372.00
10/16/21	MVD	Attend chambers conference re pending motions.	0.80	944.00
10/16/21	B L	Telephonic conference with chambers re scheduling order (.8); follow up w/ team re: same (.1).	0.90	1,485.00
10/16/21	J B	Attend conference with judge and all parties re: scheduling updates for debtors plan-related motions (.8); follow up i/c/w same (.1).	0.90	742.50
10/16/21	DMS	Correspondence with Willkie team regarding open plan-related projects (.5); status conference regarding disclosure statement and related hearings with Judge Chapman and all parties (.8); call with Willkie team re plan negotiations and status conference (.4).	1.70	2,142.00

CHAPTER 11 - BANKRUPTCY

Page 55

Invoice No. 22119974

Client/Matter No. 128273.00001

10/17/21	A S	Conduct research on potential plan issues (5.2); summarize findings for team (1.1).	6.30	3,087.00
10/17/21	CAD	Correspondence w/ B. Miller, internal working group regarding plan-related discussions w/ A. Schwartz (US Trustee) and status of Apollo counterproposal.	0.20	227.00
10/17/21	T G	Calls/correspondence w/ M. Bilbao (FTI) and B. Miller re: Apollo status.	0.60	858.00
10/17/21	B M	Plan negotiations with Apollo and FTI regarding an Apollo counter proposal (2.3); review and comment on the Apollo counterproposal (1.2); correspond with the UCC regarding the Apollo counterproposal (.4).	3.90	6,435.00
10/18/21	DMS	Call with M. Dunn, J. Brandt, A. Scarcella, J. Graber, A. Ambeault re: plan and DS objections.	0.10	126.00
10/18/21	CAD	Telephone conference w/ internal working group, FTI, Apollo's professionals regarding status of plan-related discussions and Apollo counterproposal (.7); debrief call w/ internal working group, FTI regarding same and next steps (.2); subsequent correspondence w/ internal working group, FTI regarding Apollo counterproposal, strategy, and status (.2); correspondence w/ FTI, Apollo regarding same (.2); correspondence w/ internal working group, FTI, Santamarina & Steta regarding Debtors' licenses and valuation/allocation issues (.6); review/analyze Apollo plan counterproposal (.3); correspondence w/ FTI, Apollo regarding same (.2); review/analyze Santamarina & Steta memo regarding Debtors' intellectual property and registrations (.2); telephone conference w/ J. Winerman (Skadden), internal working group regarding DIP lender inquiry regarding plan status (.1); telephone conference w/ J. Winerman/J. Mazza (Skadden), internal working group regarding same (.7); correspondence w/ B. Miller, internal working group regarding plan-related discussions w/ joint bidders (.2); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding analysis of /issues w/ chapter 11 plan (.1) and	3.90	4,426.50

CHAPTER 11 - BANKRUPTCY

Page 56

Invoice No. 22119974

Client/Matter No. 128273.00001

10/18/21	B M	review/analyze same (.2). Plan negotiations with Apollo and the Joint Bidders (4.3); discussions with FTI regarding alternative plan options (2.1); review and comment on the Apollo counter proposal (1.4).	7.80	12,870.00
10/18/21	T G	Review and analyze draft Plan (1.4) and DS (2.3); review Apollo presentation (.4); call w/ Apollo and FTI re same (.9); call w/ Skadden re Plan questions (.7); calls (x2) w/ B Miller re plan status (.4); correspondence w/ FTI re plan settlement constructs (.3).	6.40	9,152.00
10/18/21	MVD	Phone call with UCC advisors and Apollo advisors regarding Apollo plan proposal.	0.90	1,062.00
10/18/21	MVD	Review Apollo counterproposal.	0.20	236.00
10/18/21	B L	Review Apollo proposal (.5); telephone conferences re same with Willkie team (.5).	1.00	1,650.00
10/18/21	DMS	Review revised disclosure statement (0.4); call with Apollo, Willkie, FTI, Cleary, Seabury re counterproposal (0.7); follow up call with Willkie and FTI teams (0.2);	1.30	1,638.00
10/18/21	DMS	Review correspondence re: intellectual property valuation between Willkie/FTI teams (.2); review disclosure statement (.3); call with Skadden Arps and Willkie teams regarding plan negotiations (.6).	1.10	1,386.00
10/19/21	CAD	Correspondence w/ J. Felker (Apollo), internal working group, FTI regarding Apollo plan counterproposal and backup (.1) and review/analyze same (.2); correspondence w/ J. Kirchgraber (FTI), internal working group regarding Apollo plan proposal presentation (.1) and review/analyze same (.2); correspondence w/ T. Goren, internal working group, FTI regarding proposed modifications to Apollo plan proposal (.3); review/analyze MEXCO (DIP lender/Mexican pension fund) letter to Debtors regarding plan proposals and Mexican ownership issues (.1); correspondence w/ internal working group, FTI regarding same (.1); various correspondence w/ internal working group, FTI regarding strategy and finalizing committee's counter to latest Apollo	2.30	2,610.50

CHAPTER 11 - BANKRUPTCY

Page 57

Invoice No. 22119974

Client/Matter No. 128273.00001

		plan proposal (.8); review/analyze committee counterproposal (.2); correspondence w/ J. Leon-Orantes (Santamarina & Steta), internal working group regarding Mexican market check/value of warrants (.2).		
10/19/21	B M	Negotiations with Apollo and FTI on an alternative plan (2.9); correspond with the plan proponents regarding the plan process (.4); review the plan discovery from the Debtors (.5); memorandum regarding open plan issues for the UCC (.4).	4.20	6,930.00
10/19/21	DMS	Corr with B. Roy, M. Dunn re aircraft motions.	0.30	378.00
10/19/21	T G	Call w/ Debtors' professionals re plan status (.4); follow-up call w/ FTI re same (.8); call w/ WFG re team re plan/DS litigation status (.6); review FTI proposed counter materials (.4) correspondence w/ FTI re Apollo counter (.6).	2.80	4,004.00
10/19/21	B L	Correspond with Willkie and FTI teams re negotiations with Apollo.	0.50	825.00
10/19/21	K M	Participate in Chambers conference to discuss timing issues re: plan confirmation.	0.50	620.00
10/19/21	J B	Attend call with Committee, Willkie, and FTI re: analysis of Apollo counterproposal (1.2); call with Debtors' professionals and Committee professionals re: negotiation updates (.4)	1.60	1,320.00
10/19/21	DMS	Call with Debtors' professionals and Committee professionals re: plan negotiations (.4); call with Committee professionals re: plan objections/DS objection/commitment fee objection, negotiations/strategy (.7).	1.10	1,386.00
10/19/21	DMS	Review and correspondence with M. Dunn re vote designation research (.2); review disclosure statement (.7); meet with committee, FTI and Willkie teams regarding Apollo proposal and plan negotiations (1.2); weekly call with Willkie team re: plan negotiations (.5).	2.60	3,276.00
10/19/21	DMS	Review latest draft of commitment fee objection and formulate arguments to insert into next turn (1.8); review plan (0.2) and disclosure statement (0.3).	2.30	2,898.00
10/19/21	MVD	Review plan research prepared by A. Scarcella (.1) and draft summary of same (.2); review	1.10	1,298.00

CHAPTER 11 - BANKRUPTCY

Page 58

Invoice No. 22119974

Client/Matter No. 128273.00001

		plan proposal comparison deck prepared by FTI (.4); review letter to Debtors from Mexican Pension Funds (.3); review draft UCC counter proposal (.1).		
10/20/21	CAD	Correspondence w/ N. Cohen (FTI), internal working group regarding committee's counter to latest Apollo plan proposal (.2); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding committee counter to latest Apollo plan proposal and Mexican law implications (.4); correspondence w/ B. Miller, internal working group regarding status of plan-related discussions w/ joint bidders (.1); correspondence w/ internal working group regarding satisfaction of Mexican ownership requirements and need for memo (.4); discuss committee's objection to disclosure statement w/ M. Dunn (.2) and follow up correspondence w/ M. Dunn regarding same (.2); telephone conference w/ J. Leon-Orantes (Santamarina & Steta) regarding Mexican law minimum ownership requirements (.3); correspondence w/ J. Leon-Orantes (Santamarina & Steta), D. Sinclair regarding warrant marketability issues (.2); correspondence w/ FTI, Apollo, internal working group regarding committee's counter to latest Apollo plan proposal (.1) and review/analyze same (.2).	2.30	2,610.50
10/20/21	B M	Negotiations with Apollo re: alternative plan structure (3.2); discussions with FTI regarding the Apollo plan negotiations (2.1); prepare memorandum regarding the status of plan negotiations (.8).	6.10	10,065.00
10/20/21	T G	Review and analyze Plan counter-proposal analysis (.6); review plan/DS re potential objection points (1.7); correspondence w/ S&S and team re plan alternatives (.4).	2.70	3,861.00
10/20/21	JHB	Call with D. Sinclair re: case update and exclusivity motion (.5); prepare for call re: same (.2). ``	0.70	868.00
10/20/21	A S	Research objections to disclosure statements.	3.50	1,715.00
10/20/21	J G	Research Amended Disclosure Statement and	7.10	3,479.00

CHAPTER 11 - BANKRUPTCY

Page 59

Invoice No. 22119974

Client/Matter No. 128273.00001

		information included (7.0); prepare summary of same (.1).		
10/20/21	H C	Research disclosure statement objections for A. Scarcella.	1.20	336.00
10/20/21	DMS	Review and annotate plan.	1.00	1,260.00
10/20/21	B L	Correspond with Willkie and FTI teams re Apollo negotiations.	0.20	330.00
10/20/21	DMS	Review and annotate chapter 11 plan (.5); review Apollo proposal and latest Committee counter (.7); call with B. Miller, T. Goren, JH Lane re plan negotiations (.3); call with J. Burbage re plan negotiations and exclusivity motion (.5).	2.00	2,520.00
10/20/21	MVD	Review sample objections to disclosure statements (.9); review UCC counter proposal to Apollo (.1); draft objection to disclosure statement (.7).	1.70	2,006.00
10/21/21	CAD	Review CNO regarding Debtors' fifth motion to extend exclusive period to file a plan (.1); discuss plan negotiations status and status of disclosure statement and commitment fee objections w/ D. Sinclair (.2); correspondence w/ S. Star (FTI), internal working group regarding plan discussions w/ H. Parkhill (Rothschild) (.3); correspondence w/ D. Sinclair, J. Leon-Orantes regarding warrants and marketability in Mexico (.2); correspondence w/ internal working group, FTI regarding Evercore questions regarding committee's counter to latest Apollo plan proposal (.2); review/analyze notice of procedures for confirmation hearing (.1).	1.10	1,248.50
10/21/21	T G	Call w/ team and S&S re plan strategy/litigation (.5); calls/correspondence w/ M. Bilbao (FTI) (.4) and B. Miller (.3) re plan negotiations; call w/ J. Adlerstein re same (.2); calls (x2) w/ Gibson re plan status (.4); correspondence w/ FTI re status of plan proposal (.4).	2.20	3,146.00
10/21/21	JHB	Review AMX term sheet and various recent pleadings i/c/w drafting exclusivity termination motion.	1.20	1,488.00
10/21/21	J G	Prepare chart memorializing omissions in	2.50	1,225.00

CHAPTER 11 - BANKRUPTCY

Page 60

Invoice No. 22119974

Client/Matter No. 128273.00001

		Amended Disclosure Statement (2.3); summarize findings for M. Dunn and J. Brandt (.2).		
10/21/21	B M	Plan negotiations with Apollo and the Ad Hoc Groups (2.3); review and comment on the Apollo proposal (.8); memorandum regarding plan negotiations (.4).	3.50	5,775.00
10/21/21	DMS	Discuss RSA with J. Burbage (0.2); review Apollo term sheet (0.3); weekly call with Akin, Ducera, Willkie and FTI teams re plan negotiations (0.5); call with Willkie, S&S and J. Deltado (MoFo) re: plan (0.4); discuss plan related research with J. Graber and A. Scarcella (1.0); review plan related documents (0.6); work on plan markup (0.5); research precedent RSAs (0.5).	4.00	5,040.00
10/21/21	MVD	Call with Willkie and FTI teams regarding Apollo proposal (.4); review chart of Delta services prepared by R. Faldetta (FTI) (.2); review summary re: Delta services prepared by J. Graber (.8); revise objection to disclosure statement (3.2).	4.60	5,428.00
10/21/21	J B	Review debt instruments re: guarantee-type issue (2.1) and draft summary of same for FTI team (.9); call with Committee professionals and Akin professionals re: plan negotiation updates (.2); call with Willkie internal team re: case updates and exit financing negotiation updates (.5).	3.70	3,052.50
10/22/21	CAD	Correspondence w/ J. Winerman (Skadden), internal working group regarding status of plan-related discussions and negotiations (.2); correspondence (.2) and telephone conference w/ internal working group, Debtors' professionals, and ad hoc group professionals regarding status of plan-related discussions and negotiations/next steps (1.2); correspondence w/ internal working group regarding same (.2); debrief call w/ internal working group, FTI regarding same, strategy, and next steps (.4); various correspondence w/ internal working group, FTI regarding status of discussions w/ Apollo's counsel regarding committee counter	2.70	3,064.50



CHAPTER 11 - BANKRUPTCY

Page 61

Invoice No. 22119974

Client/Matter No. 128273.00001

10/22/21	T G	to latest Apollo plan proposal (.5). Correspondence w/ FTI and Debtors re plan discussion (.6); call w/ Debtors/Bondholder professionals (1.2) re same; follow-up call w/ FTI re same (.9); correspondence w/ M. Bilbao (FTI) and B. Miller re status of Apollo proposal (.4).	3.10	4,433.00
10/22/21	J G	Corr. with D. Sinclair re: RSA (1.0); draft RSA (2.0).	3.00	1,470.00
10/22/21	B M	Plan discussions with the Debtors and Apollo (1.4); consider issues i/c/w plan proposals (1.0); review and comment on the Apollo plan term sheet (.7); calls with FTI to discuss the Apollo proposal (.9); draft memorandum regarding the Apollo proposal (.6).	4.60	7,590.00
10/22/21	MVD	Revise objection to disclosure statement.	0.80	944.00
10/22/21	B L	Call with Willkie and FTI teams re current status of negotiations.	0.50	825.00
10/22/21	DMS	Meet with J. Graber re RSA revisions (0.9); review cooperation agreement samples (0.3); call with Debtors and ad hoc group re negotiations (1.2); call with Willkie and FTI team (0.3).	2.70	3,402.00
10/22/21	J B	Draft and revise UCC objection to debtors' motion to approve commitment fee and exit financing documents.	5.10	4,207.50
10/23/21	CAD	Various correspondence w/ P. deLucio (Cleary), internal working group, FTI regarding draft cover letter to revised Apollo plan proposal (.5) and review/analyze same (.2).	0.70	794.50
10/23/21	J G	Revise Restructuring Support Agreement.	2.70	1,323.00
10/23/21	B M	Review and comment on the Apollo proposal to the UCC (1.7); correspond with Apollo regarding the Apollo proposal (.8); memorandum regarding the Apollo proposal (.4).	2.90	4,785.00
10/23/21	DMS	Review and revise disclosure statement objection (4.5); review and revise objection to commitment fee (3.1).	7.60	9,576.00
10/23/21	MVD	Review draft letter from Apollo re plan proposal (.3); draft objection to disclosure	1.20	1,416.00

CHAPTER 11 - BANKRUPTCY

Page 62

Invoice No. 22119974

Client/Matter No. 128273.00001

10/24/21	CAD	statement (.9); Correspondence w/ P. deLucio (Cleary) regarding revised version of cover letter to Apollo's latest plan proposal (.2) and review/analyze same (.1); various correspondence w/ internal working group, Santamarina & Steta regarding same and comments (1.1); review/analyze revised draft of cover letter (w/ committee's comments) (2x) (.4); correspondence w/ J. Felker (Apollo) regarding annex A to Cleary cover letter (.1) and review/analyze same (.2).	2.10	2,383.50
10/24/21	B M	Negotiations with Apollo on the UCC/Apollo plan deal (3.3); correspond with the UCC regarding the UCC/Apollo negotiations (.4); draft memorandum regarding the Apollo/UCC negotiations (.4).	4.10	6,765.00
10/24/21	T G	Review and analyze updated Apollo proposal (.6); correspondence w/ FTI re same (.4); review and revise proposed Apollo deal cover letter (.5) and correspondence w/ team re revisions to same (.4).	1.90	2,717.00
10/24/21	B L	Correspondence with working group re status of negotiations with Apollo.	0.30	495.00
10/24/21	J B	Provide markup to Apollo draft letter re: revised proposal.	1.20	990.00
10/24/21	DMS	Review commitment fee objection markup (0.1) and corr with Willkie, FTI teams re same (0.2); draft chapter 11 plan (1.3); review Apollo offer letter (0.1) and corr with J. Brandt re same (0.1); review and revise letter agreement between Committee and Apollo (0.8); draft chapter 11 plan embodying Apollo deal (1.6).	4.20	5,292.00
10/24/21	MVD	Review correspondence from S&S regarding director compensation (.2); review correspondence from S&S regarding directors' services and obligations pursuant to Mexican law (.4); revise objection to disclosure statement (1.1); review and markup Apollo letter re Plan proposal (.6); review updated Apollo proposal (.2).	2.50	2,950.00
10/25/21	DMS	Review revised Apollo proposal (0.5); call with FTI and Willkie team regarding revised Apollo	1.10	1,386.00

CHAPTER 11 - BANKRUPTCY

Page 63

Invoice No. 22119974

Client/Matter No. 128273.00001

10/25/21	CAD	proposal (0.6). Correspondence (.2) and telephone conference (.7) w/ internal group, FTI regarding updated Apollo plan proposal and strategy/next steps; correspondence w/ J. Leon-Orantes (Santamarina & Steta), internal working group regarding status of plan-related discussions w/ ad hoc group's Mexican counsel (.2); correspondence w/ P. deLucio (Cleary), internal working group regarding revised cover letter regarding Apollo plan proposal (.2) and review/analyze same (.1); review/analyze side letter w/ Apollo regarding same (.2); correspondence w/ internal working group regarding same (.2); correspondence w/ J.C. Machorro (Santamarina & Steta), internal working group regarding same (.2).	2.00	2,270.00
10/25/21	M S	Team call re: Delta issues.	0.50	325.00
10/25/21	B M	Plan negotiations with Apollo on the UCC/Apollo plan deal (5.2); correspond with the Debtors regarding the plan negotiations (.6).	5.80	9,570.00
10/25/21	T G	Review updated Apollo offer (.6); review and revise Apollo side letters (.9); call w/ Cleary re same (.7); call w/ FTI re Apollo offer issues/analysis (.8); call w/ DPW re plan status (.6); call w/ M. Bilbao (FTI) re plan discussions (.2).	3.80	5,434.00
10/25/21	JHB	Attend Committee call re: Apollo proposal (1.6); revise exclusivity termination motion (4.5).	6.10	7,564.00
10/25/21	B L	Correspond with working group re status of negotiations with Apollo (.4); review draft letter agreement with Apollo (.2); participate in UCC meeting re same (1.6); correspondence with J. Dugan re upcoming deposition schedule (.1).	2.30	3,795.00
10/25/21	JCD	Update calls on status of objections and plan proposals.	0.50	950.00
10/25/21	J G	Conduct additional research re: amended disclosure statement.	0.40	196.00
10/25/21	MVD	Review illustrative proposal from Apollo (.2); review proposal comparison deck prepared by FTI (.2); review documents related to Apollo	1.40	1,652.00

CHAPTER 11 - BANKRUPTCY

Page 64

Invoice No. 22119974

Client/Matter No. 128273.00001

		proposal (.4); review analysis of certain sections of disclosure statement prepared by J. Graber (.6).		
10/25/21	DMS	Review DS, DS objection samples (1.0); revise DS objection and consider additional arguments to include therein (2.1); review Delta summary prepared by J. Graber for DS objection (0.2); call with J. Kirchgraber, R. Faldetta (FTI) and J. Brandt re commitment fee objection (0.5); meeting with creditors committee, Willkie and FTI teams regarding revised plan proposal (1.1). Review Apollo letter re proposal (0.3); draft plan (1.0); review and revise disclosure statement objection (1.3); review and revise commitment fee objection (1.4).	8.90	11,214.00
10/25/21	J B	Call with D. Sinclair, J. Kirchgraber (FTI) and R. Faldetta (FTI) re: Committee fee objection (.5); call with D. Sinclair re: fee objection (.2); revise Committee's objection to debtors' commitment fee motion re: D. Sinclair comments (2.5); draft and revise preliminary statement in Committee fee motion objection (1.6).	4.80	3,960.00
10/26/21	DMS	Call with Willkie team re: DS objection, commitment fee objection and release strategy.	0.30	378.00
10/26/21	CAD	Various correspondence w/ J.C. Machorro, internal working group regarding discussions w/ Apollo's Mexican counsel (Creel) regarding current plan proposal and proposed changes to letter w/ Apollo (.6); review/analyze current version of letter (2x) (.2); participate in chambers conference regarding status of plan and plan-related discussions/negotiations (.5); telephone conference w/ internal working group, Cleary regarding Apollo/committee plan proposal and today's chambers conference (.4); correspondence w/ T. Goren, M. Williams/J. Brody (Gibson Dunn) regarding status of plan-related/Apollo discussions/negotiations (.2); correspondence w/ P. deLucio (Cleary) regarding execution versions of Apollo plan proposal letters (.1); correspondence w/ C. Wallance (Cleary), internal working group	2.10	2,383.50

CHAPTER 11 - BANKRUPTCY

Page 65

Invoice No. 22119974

Client/Matter No. 128273.00001

		regarding proposed DIP amendment to extend confirmation order milestone (.1).		
10/26/21	B M	Plan negotiations with the Debtors, Apollo and the Ad Hoc Groups (3.3); review and finalize the UCC plan deal with Apollo (1.3); correspond with the UCC regarding the Apollo deal (.4); call with A. Schwartz regarding the plan negotiations (.3); correspond with the plan parties regarding plan discovery issues (.5); memorandum regarding plan issues (.4).	6.20	10,230.00
10/26/21	T G	Review and revise further updated drafts of Apollo letter/proposal (.9); correspondence w/ S&S re same (.4); call w/ Debtors re Plan proposal (.8); follow-up call w/ FTI re same (.6); call/correspondence w/ Gibson re same (.3); calls (multiple) w/ M. Bilbao (FTI) re Apollo proposal (.7); call w/ Cleary re status conference (.4); status conference w/ Court re plan status (.5); follow-up calls w/ T. Graulich (DPW) (.2) and B. Miller (.3) re same.	5.10	7,293.00
10/26/21	WTE	Review corr. for Willkie team re: plan negotiations.	0.10	135.00
10/26/21	MVD	Review and compare competing plan proposals.	0.70	826.00
10/26/21	MVD	Review documents related to Apollo proposal.	0.40	472.00
10/26/21	JHB	Draft and revise motion to terminate exclusivity (9.1); committee calls i/c/w plan negotiations (2.2).	11.30	14,012.00
10/26/21	DMS	Review and revise commitment fee objection.	3.70	4,662.00
10/26/21	J G	Corr. with M. Dunn re: S&S Declaration in support of the UCC's objection to AMX's disclosure statement (.2); draft S&S Declaration (1.0).	1.20	588.00
10/26/21	J B	Attend chambers conference with all parties re: plan status (in part).	0.40	330.00
10/26/21	DMS	Call with Debtors' professionals (Davis Polk, Rothschild, Skyworks) and Committee professionals re: plan negotiations (0.8); weekly call with Committee professionals only (Willkie, FTI, S&S) re: same and potential objections (0.7); review and comment on works	1.90	2,394.00

CHAPTER 11 - BANKRUPTCY

Page 66

Invoice No. 22119974

Client/Matter No. 128273.00001

		in progress list (0.3) and correspondence with M. Dunn re same (0.1).		
10/26/21	DMS	Review and revise DS objection (0.6) and correspondence with Willkie team re same (0.1); call with Clearly and Willkie teams re plan negotiations (0.3); related correspondence with Cleary (0.1); status conference with Judge Chapman and all parties re: plan status (0.4).	1.50	1,890.00
10/26/21	MVD	Review debtors' business plan in connection with objection to disclosure statement (.4); attend chambers conference regarding current status of matter and timeline going forward (.5); revise objection to disclosure statement (1.6).	2.50	2,950.00
10/27/21	CAD	Telephone conference w/ internal working group, J. Brody/M. Williams (Gibson Dunn) regarding Apollo plan proposal and plan-related discussions and negotiations/next steps (.4); correspondence w/ R. Cooper (Cleary), T. Goren regarding same (.2); brief review/analysis of draft committee objection to Debtors' disclosure statement (.4); correspondence w/ internal working group regarding same and preliminary comments (.4); correspondence w/ T. Goren, internal working group regarding discussions w/ Invictus and Corvid Peak regarding Apollo alternative plan proposal and issues (.2); telephone conference w/ B. Smith (Holland & Knight) regarding disclosure statement and objection (.2); discuss same w/ D. Sinclair (.1); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding chapter 11 plan and Mexican law implications (.1); review/analysis of Debtors' disclosure statement (.3); correspondence w/ S. Star (FTI), internal working group regarding discussions w/ Invictus regarding plan issues (.1).	2.40	2,724.00
10/27/21	B M	Plan discussions with the Debtors and Apollo (2.1); plan discovery dispute discussions with the plan parties (.9); review and comment on the UCC objections to the approval of the disclosure statement and exit financing commitment motion (2.4); correspond with FTI regarding the Apollo deal and the terms of the	6.80	11,220.00

CHAPTER 11 - BANKRUPTCY

Page 67

Invoice No. 22119974

Client/Matter No. 128273.00001

10/27/21	T G	earn-out note (1.4). Review updated plan analysis (.9); call/correspondence w/ FTI re same and open issues w/ Apollo proposal (1.2); call/correspondence w/ Cleary re Plan status/next steps (.6); review Milbank 2019 statement (.2); correspondence w/ G Hughes re creditor discussions (.2).	3.10	4,433.00
10/27/21	DMS	Further revise commitment fee objection (5.4); call with C. Damast re disclosure statement objection (0.2); call with M. Dunn re DS objection (0.2); call with R. Faldetta (FTI) re commitment fee (0.1).	5.90	7,434.00
10/27/21	A S	Conduct research on Section 1121(b) (1.4); summarize research for M. Dunne and J. Brandt (.3).	1.70	833.00
10/27/21	B L	Attend Chambers conference i/c/w Plan.	0.30	495.00
10/27/21	DMS	Review and revise commitment fee objection.	0.70	882.00
10/27/21	J G	Review/revise potential DS objection (2.0); continue to draft S&S Declaration in support of Willkie's DS Objection (4.7).	6.70	3,283.00
10/27/21	J B	Conduct research re: commitment fee objection (1.5); review research summary from A. Scarcella re: exclusivity issue (1.0).	2.50	2,062.50
10/27/21	MVD	Revise objection to disclosure statement (2.8); review disclosure statement order and exhibits (.4); review and comment on research prepared by A. Scarcella regarding exclusivity (.4).	3.60	4,248.00
10/28/21	DMS	Review voting research from A. Scarcella (0.1) and corr with Willkie team re same (0.1); review and revise disclosure statement objection (0.8); review and revise commitment fee objection (2.1); discuss commitment fee with T. Goren (0.1); review correspondence from T. Goren re Apollo proposal (0.2); call with T. Goren, M. Bilbao (FTI) re commitment fee market ranges and objection (0.6); call with M. Dunn re open plan workstreams (0.2); update call with Apollo, FTI, Cleary, Willkie (0.7); review DS order and exhibits (0.6) and corr with Willkie team re same (0.2); review	12.20	15,372.00

CHAPTER 11 - BANKRUPTCY

Page 68

Invoice No. 22119974

Client/Matter No. 128273.00001

		and revise exclusivity termination motion (1.3); call with Willkie and Cleary teams re plan negotiations (0.3); correspondence with M. Dunn re DS objection (0.3); review T. Goren comments to same and address (0.2); review and revise commitment fee objection arguments (4.4).		
10/28/21	CAD	Various correspondence w/ R. Cooper (Cleary), T. Goren, internal working group regarding status of Apollo plan proposal and next steps (.8); correspondence w/ A. Scarcella, internal working group regarding plan exclusivity research (.1) and review/analyze same (.2); correspondence w/ B. Miller, internal working group regarding status of plan-related discussions w/ Akin/Milbank (.1); correspondence w/ M. Dunn, T. Goren, internal working group regarding draft of committee's objection to Debtors' disclosure statement and preliminary comments (.4); telephone conference w/ Apollo, Cleary, FTI, internal working group regarding Apollo plan proposal, strategy, and next steps (.8); subsequent telephone conference w/ Cleary, internal working group regarding same (.3); correspondence w/ D. Sinclair, M. Dunn, M. Masaro (Davis Polk) regarding comments to disclosure statement order and exhibits (.1) and review/analyze same (.2); correspondence w/ T. Goren, Santamarina & Steta regarding Apollo plan proposal and Mexican law issues (.2).	3.20	3,632.00
10/28/21	B M	Plan negotiations with Apollo, the Debtors and the Joint Bidders (3.3); correspond with the parties regarding the plan process and discovery schedule (1.2); memorandum regarding the plan process (.5).	5.00	8,250.00
10/28/21	T G	Call w/ M. Bilbao (FTI) and D. Sinclair re commitment fee objection (.7); review and revise draft objection to Disclosure Statement (1.9); call w/ DPW re DS/commitment fee hearing (.3); call w/ R. Cooper re same (.3); follow-up call/correspondence w/ Cleary re same (.9); call w/ Apollo re plan status/next	7.60	10,868.00



CHAPTER 11 - BANKRUPTCY

Page 69

Invoice No. 22119974

Client/Matter No. 128273.00001

		steps (1.0); calls w/ B. Miller (multiple) (1.0) and M Bilbao (multiple) (.9) re same; correspondence w/ DPW re hearing timing (.3); correspondence w/ S&S re plan disclosure obligations (.3).		
10/28/21	JHB	Revise exclusivity termination motion (.3)'	0.30	372.00
10/28/21	A S	Review and consider issues w/ notices of non-voting status and notices of assumption and rejection (2.2); draft FTI's declaration in support of commitment fee objection (1.8); corr. with J. Brandt re: same (.2).	4.20	2,058.00
10/28/21	J G	Analyze ballot and confirmation hearing notice exhibits relevant to the AMX amended disclosure statement i/c/w discrepancies between the exhibits and the amended DS (2.2); summarize same for M. Dunn (.2); add additional information and analysis to the S&S draft declaration (2.0).	4.40	2,156.00
10/28/21	JCD	Review draft disclosure statement and equity financing objections.	0.50	950.00
10/28/21	MVD	Draft objection to disclosure statement (3.6); attend to issues related to disclosure statement order and exhibits (1.4).	5.00	5,900.00
10/28/21	J B	Review and markup debtors' drafts of DS-related pleadings (2.0); attend call with FTI and Willkie re: debtors ALC motion objection (.6); revise fee objection per D. Sinclair comments (1.5).	4.10	3,382.50
10/29/21	CAD	Telephone conference w/ internal working group, FTI, Davis Polk, Rothschild, Akin, Ducera, and Milbank regarding revised plan proposal and next steps (.8); debrief call w/ internal working group, FTI regarding same, counterproposal, and next steps (.7); various correspondence w/ T. Goren, internal working group regarding same (.4); review/analyze joint bidders'/Debtors' revised plan proposal (.3); correspondence w/ Santamarina & Steta, internal working group regarding Mexican law implications of plan proposals (.3); correspondence w/ R. Cooper (Cleary), internal working group regarding plan/litigations	6.30	7,150.50

CHAPTER 11 - BANKRUPTCY

Page 70

Invoice No. 22119974

Client/Matter No. 128273.00001

		issues/status (.2); telephone conference w/ Cleary, internal working group regarding same (.4); correspondence w/ M. Dunn regarding status of committee's objection to disclosure statement (.2); various correspondence w/ T. Goren, internal working group regarding committee's objection to Debtors' commitment fee motion and preliminary comments (.4); correspondence w/ B. Miller, internal working group regarding discussions w/ K. Coleman (Hughes Hubbard) regarding Delta's views on competing plan proposals (.2); review and revise current draft of committee's objection to Debtors' disclosure statement (2.4).		
10/29/21	A S	Complete draft of FTI's declaration in support of commitment fee objection.	1.60	784.00
10/29/21	JHB	Circulate draft exclusivity termination motion.	0.10	124.00
10/29/21	B M	Plan negotiations with Apollo, the Debtors, the Joint Bidders and Delta (4.2); review and comment on the revised Joint Bidder plan (1.2); memorandum regarding open plan issues for the UCC (.8).	6.20	10,230.00
10/29/21	T G	Call w/ Debtors and Joint Bidder re plan proposal (.7); review updated proposal (.4); follow-up call w/ FTI re same (.7); call w/ Cleary re plan status (.6); call w/ Akin re same (.3); calls/correspondence w/ B Miller (.6) and M. Bilbao (FTI) (.8) re plan discussions; review and revise draft objection to commitment fee motion (1.2); call w/ T. Graulich (DPW) re plan discussions (.6); review updated draft of DS Objection (.5).	6.40	9,152.00
10/29/21	B L	Meeting with joint bidders re revised proposal (.9); follow up call with Willkie and FTI teams (.7); telephone conference with J. Zinman re same (.2); follow up with Willkie team re same (.1); review draft DS objection (.2); review objection to fee commitment motion (.2).	2.30	3,795.00
10/29/21	DMS	Call with Cleary and Willkie teams re latest plan proposals.	0.40	504.00
10/29/21	J G	Attend call with Willkie team, UCC, Joint Creditors and Debtors to discuss newest	0.60	294.00

CHAPTER 11 - BANKRUPTCY

Page 71

Invoice No. 22119974

Client/Matter No. 128273.00001

10/29/21	J B	proposed plan. revise S+S declaration in support of fee objection (3.7); attend call with internal Willkie Team re: plan related updates (.7); call with Apollo re updates regrading proposal (.2)	4.60	3,795.00
10/29/21	J B	Attend call with Joint Bidder group professionals and Debtors re: proposal and related updates (.9)	0.90	742.50
10/29/21	JCD	Review revised objections to disclosure statement and equity financing commitment.	0.60	1,140.00
10/29/21	DMS	Call with Akin, Davis Polk, Milbank, Willkie, FTI and creditor group principals re revised proposal (0.9); follow up call with Willkie and FTI teams re ad hoc group proposal (0.6); draft plan (2.0); corr with T. Goren, J. Brandt re commitment fee objection (0.3).	3.80	4,788.00
10/29/21	MVD	Revise objection to disclosure statement (3.9); review illustrative proposal comparison from Ducera (.2); call with UCC's advisors, AHG's advisors, and Debtors' advisors regarding plan proposal (.9); call with Willkie and FTI teams regarding new plan proposal from AHG (.7); call with Paul Weiss team regarding plan proposal (.4).	6.10	7,198.00
10/30/21	CAD	Review and revise current draft of committee's objection to Debtors' disclosure statement (2.9); correspondence w/ internal working group regarding same and comments (.1); correspondence w/ internal working group, FTI regarding status of plan-related discussions and negotiations regarding Apollo and joint bidder plan proposals (.3); correspondence w/ B. Miller, internal working group regarding same and discussions w/ Cleary (.2); correspondence w/ internal working group, Santamarina & Steta regarding status of discussions w/ joint bidders regarding revised plan proposal and Mexican law issues (.4); correspondence w/ internal working group, FTI, Paul Weiss, Cleary regarding status of plan proposal and plan-related litigation/discovery and letter to court regarding same (.5); review/analyze draft of such letter (.1) and correspondence w/ internal	4.70	5,334.50

CHAPTER 11 - BANKRUPTCY

Page 72

Invoice No. 22119974

Client/Matter No. 128273.00001

		working group, Paul Weiss, Cleary regarding same (.2).		
10/30/21	DMS	Review email correspondence re plan negotiations (0.1) and letter from Apollo regarding same (0.2).	0.30	378.00
10/30/21	MVD	Review draft letter to court from Paul Weiss.	0.20	236.00
10/30/21	MVD	Draft objection to disclosure statement.	0.40	472.00
10/30/21	B M	Plan negotiations with the Debtors, Apollo and the Joint Bidders on the competing plans and upcoming 11/10 hearings (4.2); correspond with plan parties regarding the UCC positions on the Apollo request for an adjournment of the 11/10 hearings (.4).	4.60	7,590.00
10/30/21	JCD	Correspondence with parties regarding potential adjournment of equity commitment fee hearing.	0.60	1,140.00
10/30/21	T G	Correspondence w/ FTI and team re plan negotiations (.7); call w/ T Graulich (.3) and M Bilbao (.2) re same.	1.20	1,716.00
10/30/21	B L	Correspondence with team re status of negotiations with Apollo and Joint bidders.	0.50	825.00
10/31/21	MVD	Review DIP to determine maturity date and other milestones related to plan.	0.40	472.00
10/31/21	MVD	Review and comment on S&S declaration in support of objection to commitment fee motion prepared by J. Graber.	0.40	472.00
10/31/21	MVD	Draft objection to disclosure statement.	1.10	1,298.00
10/31/21	MVD	Review letter sent to court by Paul Weiss.	0.20	236.00
10/31/21	CAD	Discuss committee's current draft objection to disclosure statement w/ D. Sinclair (.2); review and revise same (.5); correspondence w/ M. Dunn regarding same and comments (.1); various correspondence w/ internal working group, Paul Weiss, and Cleary regarding draft of letter to court regarding status of plan proposals and requesting brief adjournment and comments (.6); correspondence w/ internal working group regarding status of plan-related discussions w/ joint bidders and Debtors (.3); correspondence w/ J. Brody (Gibson Dunn),	1.80	2,043.00

CHAPTER 11 - BANKRUPTCY

Page 73

Invoice No. 22119974

Client/Matter No. 128273.00001

10/31/21	B M	internal working group regarding status of joint bidders'/Debtors' plan proposal (.1). Plan negotiations with the Debtors, Apollo and the Joint Bidders (3.1); review and comment on the draft UCC objections to the Disclosure Statement and Exit Fee Commitment Motions (3.4); memorandum regarding the current status of the plan negotiations and the 11/1 chambers conference request (1.3).	7.80	12,870.00
10/31/21	JCD	Review draft correspondence with court (.2); correspondence with parties regarding adjournment of equity commitment fee hearing and consideration of new proposals (.6).	0.80	1,520.00
10/31/21	T G	Review and revise draft letter re DS/commitment fee hearing timing (.4); correspondence w/ team and Apollo re same (.4); correspondence w/ T Graulich re same (.3).	1.10	1,573.00
10/31/21	B L	Correspond with team re joint bidder proposal and status of negotiations (.4); telephone conference with J. Zinman re next steps (.3); review draft letters to Court (.2).	0.90	1,485.00
10/31/21	DMS	Review and revise draft plan.	0.60	756.00
10/31/21	J B	Draft and revise Committee commitment fee objection re: T. Goren comments (3.5)	3.50	2,887.50
<b>Sub-Total</b>			<b>774.80</b>	<b>980,221.50</b>

**Relief from Stay and Adequate Protection**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/26/21	CAD	Review/analyze stipulation and agreed order modifying automatic stay by and among Debtors and Deutsche Bank.	0.10	\$ 113.50
<b>Sub-Total</b>			<b>0.10</b>	<b>113.50</b>

**Reporting**

CHAPTER 11 - BANKRUPTCY

Page 74

Invoice No. 22119974

Client/Matter No. 128273.00001

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/1/21	CAD	Review/analyze monthly operating report(s) for August 2021.	0.20	\$	227.00
		<b>Sub-Total</b>	<b>0.20</b>		<b>227.00</b>

**Discovery**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/1/21	CAD	Correspondence w/ internal working group regarding anticipated discovery needed in connection w/ Debtors' motion to approve subscription agreement.	0.30	\$	340.50
10/1/21	K M	(.2) Revise call notes; (.1) draft update for J. Dugan; (.1) draft update for T. Goren regarding discovery drafting; (.3) review exit financing motion draft from Debtors.	0.70		868.00
10/1/21	K M	Correspond with D. Sinclair and M. Dunn regarding discovery requests and call to discuss discovery requests.	0.20		248.00
10/1/21	K M	Conference call with N. Benitez and M. Dunn to discuss discovery related to Debtors' Subscription Agreement Motion.	0.60		744.00
10/1/21	N B	Attend call regarding discovery related to the Delta subscription agreement (.4); attend call with Debtors to discuss exit financing proposal (.7); send update to team regarding same (.3); begin drafting requests for discovery (.4); correspond with team regarding upcoming strategy and work flows (.2); call with J. Dugan to discuss same (.2).	2.20		2,167.00
10/1/21	JCD	Attention to discovery matters (.7) and internal calls regarding same (.3).	1.00		1,900.00
10/1/21	MVD	Phone call with K. Mathews and N. Benitez regarding discovery issues.	0.20		236.00
10/2/21	N B	Attend call with K. Mathews and J. Dugan regarding upcoming discovery (.3); draft discovery requests to the Debtor in conjunction with opposition to the exit financing plan (.8).	1.50		1,477.50
10/2/21	JCD	Call with litigation team to discuss discovery in	0.60		1,140.00

CHAPTER 11 - BANKRUPTCY

Page 75

Invoice No. 22119974

Client/Matter No. 128273.00001

		connection with objections.		
10/3/21	N B	Attend call with Gibson Dunn regarding the upcoming plan (.8); send update to J. Dugan and K. Mathews regarding same (.3).	1.10	1,083.50
10/3/21	JCD	Review draft discovery in connection with objections to plan of reorganization.	0.90	1,710.00
10/4/21	K M	(.2) Review case correspondence; (.7) review and revise draft RFPs, including review of draft Subscription Motion.	0.90	1,116.00
10/4/21	K M	Research and pull document requested by Gibson team relating to conflict of interest.	0.30	372.00
10/4/21	N B	Correspond with the bankruptcy team regarding proposed discovery requests (.2); incorporate K. Mathews edits re same (.3).	0.50	492.50
10/4/21	JCD	Revisions to draft discovery requests.	0.60	1,140.00
10/5/21	DMS	Review and revise commitment fee RFPs.	0.50	630.00
10/5/21	N B	Prepare for and attend internal team call to discuss upcoming work flows (1.0); incorporate bankruptcy team edits to draft documents requests (.3)	1.30	1,280.50
10/5/21	JCD	Correspondence w/ litigation team re: objection discovery.	0.80	1,520.00
10/5/21	MVD	Revise discovery to be served in connection with exit financing motion.	1.30	1,534.00
10/6/21	N B	Attend call to discuss conversation with Mexican shareholders (.4); draft document requests and subpoenas (1.6); correspond with team regarding same (.2).	2.20	2,167.00
10/6/21	M S	Draft requests for production of documents.	1.30	845.00
10/6/21	K M	(.4) Correspond with team regarding discovery requests to Ad Hoc Group and Delta and review draft document requests; (.2) correspond with J. Brandt regarding prior discovery requests and agreements.	0.60	744.00
10/6/21	JCD	Review and revise discovery requests to be served on Debtors and other parties.	0.70	1,330.00
10/7/21	T G	Review draft discovery requests.	0.60	858.00
10/7/21	M S	Revisions to RFPs.	0.60	390.00

CHAPTER 11 - BANKRUPTCY

Page 76

Invoice No. 22119974

Client/Matter No. 128273.00001

10/7/21	N B	Update draft document requests to Debtors, Delta and the Ad Hoc Group in response to J. Dugan's comments (1.7); circulate to larger team (.1).	1.80	1,773.00
10/7/21	K M	Professionals call with the Ad Hoc Group, including Akin, Willkie, and FTI to discuss current status of bankruptcy exit financing.	0.30	372.00
10/7/21	K M	UCC professionals call with FTI and Willkie team to discuss counter offer.	0.70	868.00
10/7/21	JCD	Revisions to discovery requests.	0.80	1,520.00
10/8/21	CAD	Review/analyze draft of discovery/document production requests/subpoenas directed at Debtors, Delta, and Ad Hoc Group of Noteholders (.6); correspondence w/ K. Mathews, Davis Polk regarding discovery to Debtors regarding commitment fee motion (.1); correspondence w/ K. Mathews, Akin regarding discovery to ad hoc group regarding commitment fee motion (.1); correspondence w/ K. Mathews, Hughes Hubbard regarding discovery to Delta regarding commitment fee motion (.1).	0.90	1,021.50
10/8/21	T G	Review and revise draft discovery demands re commitment premium motion.	0.90	1,287.00
10/8/21	JCD	Review and revise discovery requests (.8); correspondence re: discovery requests (.4).	1.20	2,280.00
10/8/21	N B	Draft deposition notices and subpoenas for Debtors, Delta and the Ad Hoc Group (2.3); update drafts in response to team comments (3.4); correspond with bankruptcy team re same (.3); proof and finalize for filing (.2).	6.20	6,107.00
10/8/21	B L	Review discovery requests (.4); correspond with team re same (.3).	0.70	1,155.00
10/8/21	K M	Draft, revise, and finalize requests for production, 30(b)(6) deposition notice, individuals deposition notices and subpoenas to Debtors, Ad Hoc Group, and Delta; draft and send transmittals to Ad Hoc Group, Debtors, and Delta regarding discovery requests made in conjunction with Debtors' motion relating to commitment fee.	2.30	2,852.00
10/9/21	CAD	Correspondence w/ N. Benitez, internal	0.50	567.50



CHAPTER 11 - BANKRUPTCY

Page 77

Invoice No. 22119974

Client/Matter No. 128273.00001

		working group regarding discovery served on Debtors, Delta, and ad hoc group (.2); correspondence w/ J. McClammy (Davis Polk), internal working group regarding same and meet and confer (.3).		
10/9/21	K M	Review correspondence from other parties regarding the UCC's discovery requests.	0.60	744.00
10/10/21	CAD	Correspondence w/ A. Qureshi (Akin), J. McClammy (Davis Polk), internal working group (litigation) regarding discovery served on ad hoc group and Debtors and meet and confer.	0.40	454.00
10/10/21	T G	Call w/ Debtors re discovery request (.3) and follow-up call w/ B Miller re same (.2).	0.50	715.00
10/10/21	JCD	Correspondence with debtors and other parties regarding discovery requests (.6); participate in call with Debtors' counsel re: discovery (.5).	1.10	2,090.00
10/10/21	MVD	Phone call with Willkie and DPW teams regarding discovery.	0.30	354.00
10/10/21	N B	Prepare for and attend call to discuss discovery.	0.80	788.00
10/10/21	B L	Review correspondence re discovery requests.	0.50	825.00
10/10/21	K M	(.2) Call with Davis Polk, counsel to Debtors, to discuss discovery requests; (.2) coordinate discovery calls with the Ad Hoc Group; (.5) review discovery requests and prior analysis of discovery to prepare for call with Debtors; (.2) revise call notes.	1.10	1,364.00
10/11/21	CAD	Correspondence w/ J. McClammy (Davis Polk), internal working group regarding discovery served on Debtors, Delta, and ad hoc group and coordination (.2); correspondence w/ internal working group regarding custodians and date ranges for ad hoc group document production (.3); telephone conference w/ internal working group, Davis Polk, Hughes Hubbard, Akin, Morris Nichols regarding discovery/document production issues and coordination (.5).	1.00	1,135.00
10/11/21	T G	Review discovery requests (.8); correspondence w/ team re status of same (.4); call w/ parties re same (.4) and follow-up call w/ B Miller re same (.3).	1.90	2,717.00
10/11/21	JCD	Call with Debtor's counsel and counsel for other	1.20	2,280.00

CHAPTER 11 - BANKRUPTCY

Page 78

Invoice No. 22119974

Client/Matter No. 128273.00001

		parties to discuss requests for production (.6); correspondence w/ Willkie re: same (.6).		
10/11/21	N B	Call with Akin to discuss discovery (.3); draft email to Akin regarding discovery disputes (.2); prepare for and attend call with Debtors to discuss discovery (.8).	1.30	1,280.50
10/11/21	B L	Call with DPW, Akin and Hughes Hubbard re discovery requests.	0.30	495.00
10/11/21	K M	Correspond with parties regarding discovery requests, including calls with Akin to discuss range for production, privilege issues, and custodians; joint call to discuss discovery issues with Davis Polk, MNAT, Akin, Hughes Hubbard, and Willkie; draft discovery update for D. Sinclair; update discovery plan with information exchanged with other parties.	5.50	6,820.00
10/12/21	K M	(.6) Review case correspondence; (.1) return call to A. Quershi (Akin Gump) regarding discovery requests.	0.70	868.00
10/13/21	CAD	Correspondence w/ K. Mathews, internal working group regarding committee/ad hoc group discovery request and status.	0.10	113.50
10/13/21	N B	Review correspondence regarding upcoming discovery.	0.20	197.00
10/13/21	K M	(.1) call with Abid Quershi (Akin) to discuss production of materials from Ad Hoc Group; (.2) draft and revise call notes; (.1) draft and revise summary of call to team.	0.40	496.00
10/13/21	K M	Review and respond to case correspondence, including from other parties regarding deposition scheduling, and update discovery plan.	1.30	1,612.00
10/14/21	CAD	Correspondence w/ C. Gartman (Hughes Hubbard), internal working group regarding Delta availability for deposition (.2); subsequent correspondence w/ internal working group regarding same (.4).	0.60	681.00
10/14/21	T G	Review discovery status (.4) and call w/ K Mathews re same (.3).	0.70	1,001.00
10/14/21	JCD	Correspondence regarding discovery, including with counsel for Delta and the Debtors.	0.80	1,520.00
10/14/21	A S	Participate in AMX weekly catch-up conf. call with AHG/UCC advisors re: plan negotiations.	0.20	98.00

CHAPTER 11 - BANKRUPTCY

Page 79

Invoice No. 22119974

Client/Matter No. 128273.00001

10/14/21	M S	Team call w/ litigators re: discovery.	1.00	650.00
10/14/21	N B	Attend UCC call to discuss counterproposal (2.8); attend call to discuss concerns with Delta in proposal (.7); correspond with K. Mathews regarding next steps (.1); draft deposition steps to do list for M. St. Julien (.5); draft email to Apollo regarding discovery requests (.3).	4.40	4,334.00
10/14/21	K M	Call with T. Goren to discuss discovery updates; correspond with Willkie team and Willkie litigation team regarding discovery updates; draft background summary for FCPA consultation with M. Weinstein and R. Meyer; coordinate download, processing, and batching of productions from Debtors; correspond with Hughes Hubbard (Delta's counsel) regarding deponent; revise footnote for objection; coordinate sharing discovery requests with Apollo; coordinate getting additional junior associate assistance.	3.00	3,720.00
10/14/21	K M	Correspond with parties regarding updated discovery plan.	0.20	248.00
10/14/21	K M	Professionals call with the Ad Hoc Group, including Willkie, FTI, Akin, and Ducera.	0.30	372.00
10/14/21	K M	Review case correspondence and discovery developments.	0.20	248.00
10/15/21	H-K C	Correspondence with K. Matthews and H. Woodside regarding expected discovery activities (0.2); discussion with H. Woodside regarding case tasks and background (0.2).	0.40	230.00
10/15/21	H W	Call with M. Chang re: case details.	0.20	115.00
10/15/21	MVD	Review discovery requests that Apollo served on Debtors.	0.20	236.00
10/15/21	B L	Correspond with team re document productions.	0.10	165.00
10/15/21	N B	Call with K. Mathews to discuss updates in discovery (.5); call with J. Dugan and M. St. Julien to discuss Delta deposition (.6); correspond with bankruptcy team to obtain delta materials for deposition (.6).	1.70	1,674.50
10/15/21	JMW	Multiple communications with K. Matthews and KLDisccovery; secure transfer of document	1.30	539.50

CHAPTER 11 - BANKRUPTCY

Page 80

Invoice No. 22119974

Client/Matter No. 128273.00001

		productions to KLDISCOVERY for processing and loading to review workspace		
10/15/21	K M	Coordinate downloading, processing, and review of documents produced by Debtors; call with M. Weinstein and R. Meyer to discuss FCPA arguments and draft summary for Bankruptcy team; coordinate assignments for document review and depositions; call with N. Benitez to get a download on earlier calls; draft litigation team punch list; update litigation team punch list with updates with calls from Akin Gump and Hughes Hubbard; exchange document requests with Apollo and circulate Apollo's requests to team; coordinate deposition dates and timing; correspond with M. Dunn regarding citations and exhibits.	4.20	5,208.00
10/15/21	M S	Deposition prep (1.4); team call re: Debtors 10/8 Motion Discovery Requests (.1); call w/ K. Matthews re: deposition prep (.3).	1.80	1,170.00
10/15/21	JCD	Internal correspondence regarding discovery in connection with upcoming motions (.6); correspondence with other bankruptcy parties regarding discovery (.4); call with associates to assist in preparation for Deposition of Delta witness (.5).	1.50	2,850.00
10/16/21	CAD	Correspondence w/ K. Mathews, internal working group regarding additional document production received from Debtors.	0.10	113.50
10/16/21	JCD	Participate in internal call prior to court-ordered conference call (.5); participate in conference call with Bankruptcy Court re: discovery (.7).	1.20	2,280.00
10/16/21	H-K C	Attention to requests to monitor and batch received productions.	0.50	287.50
10/16/21	JMW	Secure transfer of multiple document production to KLDISCOVERY for processing and loading to the review workspace	0.60	249.00
10/16/21	K M	Correspond and coordinate discovery review and analysis.	0.90	1,116.00
10/17/21	CAD	Correspondence w/ K. Mathews, internal working group regarding status of Debtors' document production and Akin/Hughes Hubbard non-production to date.	0.10	113.50
10/17/21	H-K C	Monitoring document loading and preparing	0.30	172.50

CHAPTER 11 - BANKRUPTCY

Page 81

Invoice No. 22119974

Client/Matter No. 128273.00001

		review batches of additional debtor production volume.		
10/17/21	K M	Correspond with lit team regarding document review and deposition preparations.	0.20	248.00
10/18/21	M S	Conduct document review.	3.40	2,210.00
10/18/21	JCD	Consider discovery matters (.2); review draft discovery requests (.4); call with K. Mathews re: same (.1).	0.70	1,330.00
10/18/21	N B	Correspond with team regarding discovery work flows.	0.20	197.00
10/18/21	JMW	Coordinate secure transfer of documents to KLDISCOVERY for processing and loading to review workspace.	0.50	207.50
10/18/21	B M	Review of the plan discovery responses from the Debtors.	1.60	2,640.00
10/18/21	K M	Call with J. Dugan to discuss upcoming depositions and status of discovery efforts (.2); correspond with LTS to coordinate upload and review of productions (.2); review documents from first level document review and plan documents for deposition prep. (3.4); corr. w/ counsel for Delta and Debtors to discuss scheduling depositions (.3).	4.10	5,084.00
10/19/21	DMS	Review discovery requests re commitment fee motion (.1) and correspondence with UST re same (.1).	0.20	252.00
10/19/21	N B	Draft discovery requests.	0.20	197.00
10/19/21	CAD	Correspondence w/ D. Sinclair, A. Schwartz (US Trustee) regarding deposition notices in connection w/ Debtors' commitment fee motion (.1); correspondence w/ K. Mathews, internal working group regarding summary of Debtors' document production to date (.1) and review/analyze same (.1); correspondence w/ C. Mills (Hughes Hubbard), internal working group regarding Delta document production (.2).	0.50	567.50
10/19/21	M S	Conduct document review (4.6); research availability of discovery requests on Mexican shareholders (2.6).	7.20	4,680.00
10/19/21	MVD	Review summary of Debtors' discovery	0.30	354.00

CHAPTER 11 - BANKRUPTCY

Page 82

Invoice No. 22119974

Client/Matter No. 128273.00001

10/19/21	JMW	production prepared by K. Mathews. Coordinate secure retrieval and transfer of document production to KLDDiscovery for processing and loading to workspace.	0.50	207.50
10/19/21	K M	Organize and send deposition notices to D. Sinclair (.1); coordinate account access issues for discovery production from Debtors (Davis Polk) (.2); correspond with other parties regarding ongoing discovery issues, including productions, deposition scheduling, and responses and objections (.6); follow up with N. Benitez and M. St. Julien regarding assignments (.2); review documents from document production (.7) and discuss follow up request with M. St. Julien (.1); draft and revise summary of interesting documents received (1.6); review M. St. Julien research into serving discovery on the Mexican Shareholders (.4).	3.90	4,836.00
10/20/21	M S	Continue legal research on availability of discovery on foreign shareholders (.6); continue deposition prep (1.6).	2.20	1,430.00
10/20/21	H W	Prepare production from MNAT for attorney review.	0.30	172.50
10/20/21	N B	Draft notice of deposition to Andres Conesa Labistada (.7) supplemental requests for production to Debtors, Delta and Ad Hoc Groups (1.1); and subpoenas to the Board Member Shareholders (.6).	2.40	2,364.00
10/20/21	JMW	Coordinate secure retrieval and transfer of multiple document productions to KLDDiscovery for processing and loading to the workspace.	1.00	415.00
10/20/21	K M	Call with M. St. Julien to discuss deposition tasks and document review (.2); review and follow up on research regarding compelling discovery for foreign nationals (.4); update J. Dugan regarding status of depositions (.1); coordinate document upload and review (.2); correspond with producing parties (Ad Hoc Group and Debtors) regarding document productions; draft and revise updated RFPs (1.7); draft new deposition notices and subpoena for documents; update parties on the status of the depositions scheduled (1.1).	3.70	4,588.00

CHAPTER 11 - BANKRUPTCY

Page 83

Invoice No. 22119974

Client/Matter No. 128273.00001

10/21/21	CAD	Telephone conference w/ internal working group, Paul Weiss regarding coordination of discovery against Debtors and Delta (.4); various correspondence w/ K. Mathews, internal working group, FTI regarding status update on discovery against Debtors, Delta, and Mexican shareholders/new deposition notices (.7); brief review of document request subpoena to be served on Mexican shareholders (.2); review/analyze Apollo document requests to Mexican shareholders (.1).	1.40	1,589.00
10/21/21	JCD	Attention to discovery matters (.8); call with debtors counsel re: discovery matters (.5).	1.30	2,470.00
10/21/21	T G	Review draft additional discovery demands (.6); correspondence w/ team re same (.4); call w/ Paul Weiss re discovery status (.4).	1.40	2,002.00
10/21/21	MVD	Review discovery summary prepared by K. Mathews.	0.20	236.00
10/21/21	N B	Review 30(b)(6) notice served on Delta (.2) and send update to J. Dugan regarding same (.1); correspond with M. St. Julien regarding document requests (.3).	0.60	591.00
10/21/21	DMS	Call with Willkie and Paul Weiss teams regarding discovery.	0.30	378.00
10/21/21	H W	Assist N. Benitez w/ document review (.2); prepare Delta documents for attorney review (.3).	0.50	287.50
10/21/21	B M	Review of the discovery related to the exit fee commitment motion and disclosure statement.	0.90	1,485.00
10/21/21	K M	Review correspondence to prepare for calls regarding updates to the Plan, potential litigation, and discovery (.2); conference call with professionals for the Ad Hoc Group and Committee; call with Davis Polk to discuss discovery requests and depositions; call with Willkie team to discuss plan and disclosure statement (.6); share and compare deposition notices and subpoenas for documents with Paul Weiss (.2); revise draft deposition notices and subpoenas for documents to incorporate Willkie comments (.4); call with Paul Weiss to discuss taking discovery from Debtors and Mexican Shareholders (.3); draft and revise summary of	5.90	7,316.00

CHAPTER 11 - BANKRUPTCY

Page 84

Invoice No. 22119974

Client/Matter No. 128273.00001

		interesting documents (2.6); review and revise call notes (.2); review and analyze documents produced from Debtors (1.4).		
10/22/21	CAD	Correspondence w/ J. Dugan, internal working group regarding meet and confer w/ internal working group and plan-related discovery requests (.2); correspondence w/ C. Mills (Hughes Hubbard), internal working group regarding Delta responses and objections to committee's document subpoena (.1) and review/analyze same (.1).	0.40	454.00
10/22/21	T G	Correspondence w/ team re discovery status (.3); review Delta responses and objections to discovery demands (.3).	0.60	858.00
10/22/21	MVD	Review Delta's responses and objections to UCC document subpoena.	0.30	354.00
10/22/21	JCD	Review discovery in connection with plan and exit financing objections.	1.00	1,900.00
10/22/21	H W	Prepare documents for attorney review.	0.10	57.50
10/22/21	N B	Review documents produced by Debtors (4.0); send update to team regarding findings in same (.6).	4.60	4,531.00
10/22/21	K M	Correspond with Davis Polk regarding meet and confer (.2); meet and confer with Davis Polk to discuss Debtors' productions and the UCC's supplemental deposition notices (.8); provide update on document production from Akin Gump; review interesting/key documents from Debtors' document production (2.1).	3.10	3,844.00
10/23/21	A S	Participate in meet and confer conf. call re: discovery.	0.70	343.00
10/23/21	M S	AMX - Meet and Confer Call re: discovery requests.	0.50	325.00
10/23/21	CAD	Participate in meet and confer w/ internal working group and respective counsel for Debtors, Mexican Shareholders, Ad Hoc Group, and Apollo regarding commitment fee and plan-related discovery (.8); correspondence w/ J. Dugan, internal working group regarding same and next steps (.2); correspondence w/ internal working group, FTI regarding preparation for Delta deposition next week (.2).	1.20	1,362.00



CHAPTER 11 - BANKRUPTCY

Page 85

Invoice No. 22119974

Client/Matter No. 128273.00001

10/23/21	J G	Attend meet and confer with AMX, the Mexican Shareholders, the Ad Hoc Group and Apollo to discuss deposition requests.	0.50	245.00
10/23/21	MVD	Attend meet and confer re: discovery.	0.70	826.00
10/23/21	N B	Attend call with counsel for the Debtors, Apollo, the Mexican Shareholders, and the Ad Hocs to discuss discovery disputes (.7); review disclosure statement and related materials to determine deponent (.6); clean up notes and draft summary for team of discovery dispute call (.4).	1.70	1,674.50
10/23/21	JCD	Review discovery in connection with exit financing objection (.4); correspondence with counsel for debtors and for Mexican shareholders re: same (.2); meet and confer call with counsel for debtors (.4).	1.00	1,900.00
10/23/21	DMS	All hands call with Willkie, Davis Polk, Quinn Emanuel, Akin, Paul Weiss re commitment fee motion discovery (0.7); correspondence with J. Dugan, M. St. Julien re discovery documents (0.4); corr with S&S, J. Dugan re same (0.1).	1.20	1,512.00
10/24/21	CAD	Correspondence w/ N. Cohen (FTI), internal working group regarding preparation for this week's Delta deposition.	0.20	227.00
10/24/21	JCD	Attention to discovery dispute with debtors (.3); correspondence and calls w/ Willkie re: same (.2).	0.50	950.00
10/24/21	B L	Correspondence with J. Dugan and others re deposition requests.	0.20	330.00
10/24/21	K M	Correspond with Willkie and FTI teams regarding deposition prep (.2); correspond with Akin Gump regarding document production (.2); correspond with Paul Weiss regarding Debtors' production (.3).	0.70	868.00
10/25/21	CAD	Correspondence w/ J. Dugan, N. Cohen (FTI) regarding preparation session for this week's Delta deposition (.2); correspondence w/ J. Dugan, internal working group regarding discovery issues regarding Mexican shareholders (.2).	0.40	454.00
10/25/21	K G	Prepare for (.2) and call with K. Mathews re: doc review (.5); corr. w/ review team re: next	1.30	637.00

CHAPTER 11 - BANKRUPTCY

Page 86

Invoice No. 22119974

Client/Matter No. 128273.00001

10/25/21	H-K C	steps (.6). Review requests regarding database access.	0.10	57.50
10/25/21	BES	Attend introductory team call re: doc review (0.5); review document requests (0.5); related correspondence with M. Chang (0.3).	1.30	1,534.00
10/25/21	C A	Download Ad Hoc production from Akin Gump's FTP (.2); coordinate loading of production to Relativity with vendor (.4).	0.60	207.00
10/25/21	N B	Draft deposition notice for Javier Arriguanaga (.3); attend team call to discuss next steps in case (.5).	0.80	788.00
10/25/21	K M	Correspond with Davis Polk, Hughes Hubbard, and Paul Weiss to discuss upcoming deposition of Steve Williams (.4); review discovery background materials and revise document review protocol (1.6); coordinate upload and review of document productions from other parties (.3); review key documents and review summaries from M. St. Julien and N. Benitez (3.6).	5.90	7,316.00
10/25/21	M S	Conduct document review (2.1) and deposition prep. (.8); team call with FTI to discuss Steve Williams deposition (1.0).	3.90	2,535.00
10/25/21	JCD	Correspondence with attorneys for Apollo and others regarding preparation for discovery in connection with objections (1.0); prepare for Delta deposition (1.0).	2.00	3,800.00
10/25/21	B M	Correspond with plan parties regarding plan discovery and depositions/	0.40	660.00
10/25/21	K M	Background and assignment call with N. Benitez, M. St. Julien, and B. Sgambati to discuss document review assistance and deposition prep (.5); background and assignment call with K. Garrett to discuss document review assistance and deposition prep (.5).	1.00	1,240.00
10/26/21	K G	Review doc review protocol and court filings (.6); conduct doc review (5.3); corr. w/ K. Mathews and team regarding discovery findings (.8).	6.70	3,283.00
10/26/21	CAD	Correspondence w/ J. Dugan, internal working group regarding status of discovery/depositions	0.50	567.50

CHAPTER 11 - BANKRUPTCY

Page 87

Invoice No. 22119974

Client/Matter No. 128273.00001

		from Debtors and next steps/status of Delta deposition (.4); correspondence w/ J. Dugan, internal working group regarding Debtors' document production (.1).		
10/26/21	M S	Steve Williams deposition prep (1.6); conduct document review (1.3).	2.90	1,885.00
10/26/21	M S	Chambers Call w/ Judge re: discovery matters.	0.30	195.00
10/26/21	H-K C	Preparation of review batches of first ad hoc group production volume.	0.20	115.00
10/26/21	T G	Correspondence w/ team re discovery/deposition status.	0.40	572.00
10/26/21	S M	Research regarding background information on Chris Gartman and his relationship with Delta for M. St Julien.	0.70	196.00
10/26/21	DMS	Review discovery correspondence among Willkie team (.1) and corr with J. Brandt re same (.1).	0.20	252.00
10/26/21	MVD	Review documents produced in discovery regarding debtors' proposed transaction with Delta.	0.20	236.00
10/26/21	BES	Review background materials (0.7); review documents produced by Delta (2.0); summarize and circulate interesting documents to team members (1.2).	3.90	4,602.00
10/26/21	N B	Review documents produced by Debtors and update team regarding same.	1.40	1,379.00
10/26/21	JCD	Correspondence with counsel for Apollo and other bankruptcy parties re: discovery-related disputes (1.0); preparation for depositions scheduled for this week (1.0); call with Judge Chapman on schedule (.6).	2.60	4,940.00
10/26/21	K M	Calls with Debtors (J. McClammy), Apollo (B. Claremont), Delta (C. Gartman), Ad Hoc Group (J. Kane) and J. Dugan to discuss discovery status, document productions, depositions, and plans to proceed to Judge Chapman to resolve discovery disputes (.8); draft and revise call notes and update J. Dugan (.3).	1.10	1,364.00
10/26/21	K M	Coordinate logistics for deposition of Steve Williams on October 27, 2021 (.3), correspond with J. Dugan regarding serving an additional deposition notice on Debtors' chair of the	3.40	4,216.00

CHAPTER 11 - BANKRUPTCY

Page 88

Invoice No. 22119974

Client/Matter No. 128273.00001

		Restructuring Committee (.4); coordinate access to the review database for K. Garrett and B. Sgambati (.1); update J. Dugan on status of Steve Williams deposition (.1); review litigation tasks and correspond with J. Dugan regarding confidentiality issues related to Delta hearing (.9); correspond with Paul Weiss regarding bates ranges for key documents (.2); draft, revise, and send, request to Debtors to provide confidentiality designations (.2); provide list of depositions notices and subpoenas served to D. Sinclair to provide to the U.S. Trustee (.1); review of undesignated documents (.9); confirm and notify parties of adjournment of Steve Williams deposition (.2).		
10/27/21	K G	Review documents in preparation for depositions (4.6); draft summary of findings (1.2).	5.80	2,842.00
10/27/21	BES	Review debtors production to identify documents to use during depositions.	1.50	1,770.00
10/27/21	T G	Call w/ DPW re open discovery issues (.4); correspondence w/ team re same (.4).	0.80	1,144.00
10/27/21	DMS	Call with P. Tomasco, B Lennon re discovery (0.3); call with J. Dugan re same (0.1).	0.40	504.00
10/27/21	C A	Download Debtor's production from Davis Polk's FTP (.2); coordinate the loading of production to Relativity with vendor (.3).	0.50	172.50
10/27/21	N B	Review documents produced by Debtors.	0.70	689.50
10/27/21	M S	Conduct document review (.8); Steve Williams deposition prep (.7).	1.50	975.00
10/27/21	JCD	Correspondence with counsel for Apollo and other bankruptcy parties re: discovery dispute (1.5); review documents from debtors' production for use in upcoming depositions (.8).	2.30	4,370.00
10/27/21	K M	Call with C. Gartman regarding deposition of Steve Williams (.5); correspond with J. Dugan regarding deposition of S. Williams (.4); call with B. Clareman to discuss depositions and raising discovery issues before the court (.3); update parties on the status of the deposition of Steve Williams (.2); call with Debtors' counsel and Apollo to discuss discovery issues (.4);	2.70	3,348.00

CHAPTER 11 - BANKRUPTCY

Page 89

Invoice No. 22119974

Client/Matter No. 128273.00001

		coordinate updates to deposition scheduling; correspond with Debtors regarding latest production (.2); correspond with LTS regarding upload and review of production (.3); correspond with the Ad Hoc group regarding production of documents from Ducera Partners LLC and VR Capital (.4).		
10/27/21	B M	Correspondence with Milbank regarding the discovery process.	0.30	495.00
10/28/21	H-K C	Prepare documents for attorney review.	0.30	172.50
10/28/21	K G	Reviewing documents in preparation for depositions; draft and send emails briefly summarizing findings	5.90	2,891.00
10/28/21	JCD	Participate in calls with bankruptcy team and Paul Weiss re: new exit financing objection discovery (1.0); review documents from document productions (.5).	1.50	2,850.00
10/28/21	BES	Review documents produced by Debtors (4.0); summarize and circulate interesting documents discovered during document review (1.0); review interesting documents circulated by other team members (0.5); locate and circulate board minutes discovered during document review (0.5).	6.00	7,080.00
10/28/21	N B	Review documents produced by Debtors.	4.20	4,137.00
10/28/21	M S	Review deposition prep.	0.10	65.00
10/28/21	K M	Review summaries of and attached documents flagged in first-level review by B. Sgambati, N. Benitez, K. Garrett, and M. St. Julien (4.0); follow up with requests for similar or further documents (.4); revise summaries of interesting documents and hot documents (1.1); correspond with J. Dugan regarding hot documents (.3).	5.80	7,192.00
10/28/21	B M	Review the discovery received from the plan parties.	1.80	2,970.00
10/29/21	K G	Review documents in preparation for depositions.	6.10	2,989.00
10/29/21	C A	Download Ad Hoc production from Akin Gump's FTP (.2); coordinate loading of production to Relativity with vendor (.4).	0.60	207.00

CHAPTER 11 - BANKRUPTCY

Page 90

Invoice No. 22119974

Client/Matter No. 128273.00001

10/29/21	H-K C	Preparation of review batches of additional debtor production volumes.	0.50	287.50
10/29/21	JCD	Correspondence with counsel for Apollo re: status of discovery (1.5); review documents from discovery of debtors (.6).	2.10	3,990.00
10/29/21	BES	Review documents produced by Debtors (3.2); summarize and circulate interesting documents discovered during document review (1.5); correspondence with team members regarding board minutes (0.3).	5.00	5,900.00
10/29/21	N B	Review documents produced by Debtors (3.7) and draft update to team regarding same (.4).	4.10	4,038.50
10/29/21	K M	Discovery Call with N. Benitez (.3); call with Cleary team to discuss litigation issues (.5); correspond with Willkie LTS regarding document upload and review (.3); review documents flagged in first level document review (1.5); correspond with J. Dugan regarding status of document review (.2); deposition prep for Homer Parkhill/Lisa Donahue (3.0).	5.80	7,192.00
10/30/21	K M	Correspond with Lit team regarding discovery updates and review correspondence related to draft letter to the court regarding the status of discovery.	0.10	124.00
10/31/21	K M	Review drafts of letter to the Court regarding matters to be resolved at the upcoming hearing (.1); send correspondence to B. Miller and T. Goren (.1).	0.20	248.00
<b>Sub-Total</b>			<b>257.10</b>	<b>283,446.50</b>

**Lien Investigation**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>		<b><u>Amount</u></b>
9/15/21	WTE	Emails w Willkie team re calls (0.1); review debt commitment letter (0.2); conference call w Davis Polk, Akin Gump, Gibson Dunn re debt commitment letter (0.7).	1.90	\$	2,422.50
9/15/21	WTE	Emails w Exela team re ETI financings.	0.10		127.50

CHAPTER 11 - BANKRUPTCY

Page 91

Invoice No. 22119974

Client/Matter No. 128273.00001

9/16/21	WTE	Conf call w B Roy (FTI), D Sinclair re AMX Fleet / SMBC claim.	0.40	510.00
9/16/21	WTE	Conf call w B Roy, D Sinclair re AMX JOLCOs.	0.50	637.50
9/16/21	WTE	Emails w B Roy re SMBC claim.	0.10	127.50
9/27/21	WTE	Emails w Sinclair re DIP Facility and retrieve DIP Credit Agreement (0.1); emails w Sinclair, FTI re SMBC claim (0.1); retrieve SMBC orders (0.2).	0.40	510.00
<b>Sub-Total</b>			<b>3.40</b>	<b>4,335.00</b>

**Other Motions/Applications**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Description</u></b>	<b><u>Hours</u></b>	<b><u>Amount</u></b>
10/15/21	CAD	Correspondence w/ internal working group regarding status of committee's objection to Debtors' ALC (aircraft lease acquisition) motion (.2); review/analyze current draft of committee's objection to Debtors' ALC (aircraft lease acquisition) motion (.5).	0.70 \$	794.50
<b>Sub-Total</b>			<b>0.70</b>	<b>794.50</b>

CHAPTER 11 - BANKRUPTCY

Page 92

Invoice No. 22119974

Client/Matter No. 128273.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	48.20	\$	1,900.00	\$	91,580.00
EGUCHI, WESTON T.	6.60		1,310.23		8,647.50
GOREN, TODD	167.20		1,430.00		239,096.00
LENNON, BRIAN	29.90		1,650.00		49,335.00
MENA, ANDRES	2.50		1,750.00		4,375.00
MEYER, ROBERT J.	0.70		1,900.00		1,330.00
MILLER, BRETT	218.70		1,648.15		360,450.00
WEINSTEIN, MARTIN J.	1.00		1,900.00		1,900.00
DAMAST, CRAIG A.	157.10		1,135.00		178,308.50
BENITEZ, NATALIA	47.30		985.00		46,590.50
BENJUMEA GUITIERREZ, PABLO	1.80		985.00		1,773.00
BRANDT, JOSEPH	92.00		825.00		75,900.00
BURBAGE, JAMES H.	21.00		1,240.00		26,040.00
CHANG, HYE-KYUNG	2.30		575.00		1,322.50
DUNN, MATTHEW V.	153.10		1,180.00		180,658.00
MATHEWS, KYLE	88.30		1,240.00		109,492.00
SGAMBATI, BROOKE E.	17.70		1,180.00		20,886.00
SINCLAIR, DEBRA M.	170.10		1,260.00		214,326.00
WOODSIDE, HEATHER	1.10		575.00		632.50
GARRETT, KATHRYN	25.80		490.00		12,642.00
GRABER, JESSICA	51.30		490.00		25,137.00
SCARCELLA, ANTHONY	42.00		490.00		20,580.00
ST. JULIEN, MICHELE	30.00		650.00		19,500.00
AMBEAULT, ALISON	20.90		490.00		10,241.00
ARRIOLA, CHRISTIAN	1.70		345.00		586.50
WATSON, JOYANNE M.	3.90		415.00		1,618.50
CHU, HUY	1.20		280.00		336.00
MUNSON, SALLY	0.70		280.00		196.00

**Professional Fees** \$ 1,703,479.50

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Postage/Messenger/Overnight Delivery	\$ 139.62
Teleconferencing	62.47
Data Acquisition	6,900.27
Outside Consultants	<u>1,055.72</u>

**Disbursements and Other Charges** 8,158.08



CHAPTER 11 - BANKRUPTCY

Page 93

Invoice No. 22119974

Client/Matter No. 128273.00001

**Total this Invoice**

\$ 1,711,637.58

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

---

## REMITTANCE ADVICE

### OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO AEROMEXICO

PLEASE INDICATE INVOICE  
NUMBER ON REMITTANCE  
Invoice No. 22119974  
Client/Matter No. 128273.00001  
November 30, 2021

#### Remit To:

Willkie Farr & Gallagher LLP  
787 Seventh Avenue, 38th Floor  
New York, NY 10019-6099  
Attention: Accounts Receivable

### FOR PROFESSIONAL SERVICES RENDERED through October 31, 2021

Asset Analysis and Recovery	\$	4,158.00
Assumption and Rejection of Leases and Contracts	\$	115,265.50
Business Operations	\$	1,427.50
Case Administration	\$	74,567.00
Claims Administration and Objections	\$	6,135.50
Employment and Fee Applications	\$	23,749.50
Financing and Cash Collateral	\$	3,954.00

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE  
CITIBANK, N.A.  
ABA NUMBER: 021000089  
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP  
ACCOUNT NUMBER: 09257961  
INTERNATIONAL SWIFT NUMBER: CITIUS33  
REFERENCE: 128273.00001

Please see our Privacy Policy at [willkie.com](http://willkie.com) for important information regarding the Firm's collection and processing of personal data.

# WILLKIE FARR & GALLAGHER<sub>LLP</sub>

787 Seventh Avenue  
New York, NY 10019-6099

212 728 8000  
Fax: 212 728 8111

Federal ID 13-5536844

---

## REMITTANCE ADVICE

Other Litigation	\$ 248.00
Meetings and Communications with Creditors	\$ 204,836.50
Plan and Disclosure Statement	\$ 980,221.50
Relief from Stay and Adequate Protection	\$ 113.50
Reporting	\$ 227.00
Discovery	\$ 283,446.50
Lien Investigation	\$ 4,335.00
Other Motions/Applications	\$ 794.50
<b>Disbursements and Other Charges</b>	<u>8,158.08</u>
<b>Total this Invoice</b>	<u><u>\$ 1,711,637.58</u></u>

## PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE  
CITIBANK, N.A.  
ABA NUMBER: 021000089  
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP  
ACCOUNT NUMBER: 09257961  
INTERNATIONAL SWIFT NUMBER: CITIUS33  
REFERENCE: 128273.00001

Please see our Privacy Policy at [willkie.com](http://willkie.com) for important information regarding the Firm's collection and processing of personal data.