

Objection Deadline: January 3, 2022

SANTAMARINA Y STETA, S.C.
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*Mexican Counsel to the
Official Committee of Unsecured Creditors*

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

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

**TWELFTH MONTHLY FEE STATEMENT OF SANTAMARINA Y STETA, S.C. FOR
COMPENSATION FOR SERVICES INCURRED AS MEXICAN COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

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| Name of Applicant: | Santamarina y Steta, S.C. |
| Authorized to Provide Professional Services to: | The Official Committee of Unsecured Creditors |
| Date of Retention: | December 10, 2020 <i>nunc pro tunc</i> to November 10, 2020 [ECF No. 714] |
| Period for which Compensation and Reimbursement is Sought: | October 1, 2021 through October 31 30, 2021 |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$162,549.64 (80% = \$130,039.72) |

¹ The Debtors in these cases, along with each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; and Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

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| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$0.00 |
| Total Compensation and Expenses to be Paid Under Interim Compensation Order: | \$162,549.64 |

This is a(n): X monthly _____ interim _____ final application. No prior application was
filed for this Fee Period.²

² 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 *United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the “U.S. Trustee Guidelines”), the *Order Authorizing the Retention and Employment of Santamarina y Steta, S.C. as Mexican Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 10, 2020*, dated December 10, 2020 [ECF No. 714] (the “Retention Order”), 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”), the law firm of Santamarina y Steta, S.C. (“S+S” or the “Firm”), Mexican counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for services rendered for the period from October 1, 2021 through and including October 31, 2021 (the “Fee Period”). By this Monthly Fee Statement, S+S seeks compensation in the amount of \$162,549.64 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 \$32,509.92, for a total fee request of \$130,039.72³

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:

³ As an accommodation to the Committee, and consistent with applicable billing guidelines, S+S is not seeking payment for time spent reviewing its time entries for confidential information and compliance with billing guidelines.

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by the Firm's attorneys during the Fee Period with respect to each of the project categories established by S+S in accordance with its internal billing procedures.
- **Exhibit B** is a schedule providing certain information regarding the Firm's attorneys for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. The Firm's attorneys have expended a total of 314 hours and incurred \$162,549.64 in fees in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** consists of the Firm's time detail and records of fees and expenses incurred during the Fee Period. The time records are organized by project category and provide detailed daily entries describing the time spent by each attorney.

Representations

2. Although every effort has been made to include all fees and expenses incurred by the Firm 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, S+S 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) 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 and Patricia Bobadilla, Email: dmartinezm@aeromexico.com, mbobadilla@aeromexico.com; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Stephen Piraino, Email: timothy.graulich@davispolk.com, stephen.piraino@davispolk.com; (iii) the Office of the United States Trustee, U.S. Federal Office

Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov; (iv) Counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn.: Richard J. Cooper, Luke A. Barefoot, Thomas S. Kessler, Email: rcooper@cgsh.com, lbarefoot@cgsh.com, tkessler@cgsh.com; and (v) anyone else the Court may designate. S+S 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 Santamarina y Steta, S.C., Campos Elíseos No. 345, 2nd and 3rd floor, Col. Chapultepec Polanco, 1560, Mexico City, Mexico (Attn: Jorge Alejandro León Orantes Baena; Email: jleon@s-s.mx), by 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 amount 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 S+S 80% of the fees 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.

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WHEREFORE, S+S respectfully requests that allowance be made for compensation in the amount of \$162,549.64 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 \$32,509.92, for a total fee request of \$130,039.72, and further requests such other and further relief as this Court deems necessary and just.

Dated: December 17, 2021
Mexico City, Mexico

SANTAMARINA Y STETA, S.C.

/s/ Jorge A. Leon Orantes B.

Jorge A. Leon Orantes B.

Juan Carlos Machorro

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Mexican Counsel to the

Official Committee of Unsecured Creditors

Exhibit A

Statement of Fees By Project Category

| Project Category Number | Project Category | Total Hours Billed | Total Fees Requested |
|--|---|-----------------------------------|---------------------------------|
| 0001 | Meetings and communications with Committee professionals | 55.90 | \$28,266.00 |
| 0002 | Analysis and preparation of documents on Mexican law issues | 218.30 | \$96,672.50 |
| 0004 | Employment and Fee Applications | 15.30 | \$3,397.00 |
| 0006 | Meetings and communications with Committee | 24.50 | \$11,793.50 |
| Total Incurred | | 314 | \$140,129.00 |
| Value Added Tax (16%) | | | \$22,420.64 |
| Total Requested | | 314 | \$162,549.64 |

Exhibit B

Attorney and Paraprofessional Information

| Name | Position with the Applicant | Year Admitted or No. of Years with Firm | Department | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|-----------------------------------|-----------------------------|---|--|---------------------|--------------------|---------------------|
| Partners and Of Counsel | | | | | | |
| Machorro Guerrero, Juan Carlos | Partner | 1994 | Corporate | \$525.00 | 98 | \$51,450.00 |
| León Orantes Baena, Jorge | Partner | 1994 | Corporate | \$490.00 | 141.8 | \$69,428.00 |
| Grau Alonso, Vicente | Partner | 1995 | Corproate | \$450.00 | 1.30 | \$585 |
| Olvera Ferrer, Carlos | Partner | 1994 | Litigation | \$445.00 | 3.20 | \$1,424.00 |
| Chagoya Díaz, Sergio | Partner | 1998 | Corporate | \$440.00 | 2.10 | \$924.00 |
| Orea Montaña, Ricardo | Partner | 2009 | Corporate / Restructuring & Insolvency | \$410.00 | 4.40 | \$1,804.00 |
| Associates and Attorneys | | | | | | |
| Remis Cristóbal, Andrés | Associate | 2017 | Aviation | \$240.00 | 17.40 | \$4,176.00 |
| Ostos Guerresi, Diego | Associate | 2010 | Corporate | \$230.00 | 27.70 | \$6,371.00 |
| Legaspi Jaime, Daniel | Associate | 2007 | Intellectual Property | \$230.00 | 15.80 | \$3,634.00 |
| Law Clerks | | | | | | |
| Carrillo Somerville, César Adolfo | Law Clerk | 2020 | Aviation | \$130.00 | 2.50 | \$325.00 |
| Total Incurred: | | | | | 314 | \$140,129.00 |
| Value Added Tax (16%) | | | | | | \$22,420.64 |
| Total Requested: | | | | | 314 | \$162,549.64 |

Exhibit C

Time Detail

| Date | Services | Timekeeper | Hours | Value |
|--|--|---------------------|-------|-------|
| 0001 - Meetings and communications with Committee lawyers | | | | |
| 04-Oct-2021 | Attend call with Willkie Farr & Gallagher LLP. and FTI Consulting Inc. in anticipation to call with the Committee and the Debtor. | León Orantes, Jorge | 1.70 | 833 |
| 04-Oct-2021 | Attend UCC Meeting with the Debtors. | León Orantes, Jorge | 1.80 | 882 |
| 04-Oct-2021 | Attendance to conference call with UCC Professionals. | Machorro, Juan | 1.70 | 892.5 |
| 04-Oct-2021 | Attendance to meeting with UCC and the Debtors. | Machorro, Juan | 1.80 | 945 |
| 05-Oct-2021 | Conference with Willkie Farr & Gallagher LLP. to discuss counter proposal. | León Orantes, Jorge | 0.80 | 392 |
| 05-Oct-2021 | Conference with AMX professionals team. | León Orantes, Jorge | 1.70 | 833 |
| 05-Oct-2021 | Further conference with UCC professionals team. | León Orantes, Jorge | 1.80 | 882 |
| 05-Oct-2021 | Conference with Gibson, Dunn & Crutcher LLP and UCCprofessionals | León Orantes, Jorge | 1.70 | 833 |
| 05-Oct-2021 | Attendance to conference call with UCC Professionals. | Machorro, Juan | 1.80 | 945 |
| 05-Oct-2021 | Attendance to meeting with UCC Professionals and Debtors Professionals. | Machorro, Juan | 1.70 | 892.5 |
| 06-Oct-2021 | Attend conference with Willkie Farr & Gallagher, LLP. and Quinn Emanuel Urquhart & Sullivan, LLP. | León Orantes, Jorge | 1.30 | 637 |
| 06-Oct-2021 | Attend conference call with Willkie, FTI Consulting, Inc. andApollo. | León Orantes, Jorge | 0.90 | 441 |
| 06-Oct-2021 | Further conference with Willkie Farr & Gallagher, LLP. andFTI Consulting, Inc. | León Orantes, Jorge | 0.90 | 441 |
| 06-Oct-2021 | Attendance to conference call with UCC Professionals. | Machorro, Juan | 1.20 | 630 |
| 06-Oct-2021 | Attendance to meeting with the Professionals. | Machorro, Juan | 1.90 | 997.5 |
| 07-Oct-2021 | Attend conference call with UCC Professionals. | León Orantes, Jorge | 1.40 | 686 |
| 07-Oct-2021 | Attendance to conference call with UCC Professionals. | Machorro, Juan | 1.40 | 735 |
| 08-Oct-2021 | Attend meeting with Willkie Farr & Gallagher, LLP. and FTIConsulting, Inc. | León Orantes, Jorge | 0.90 | 441 |
| 08-Oct-2021 | Attendance to conference call with UCC Professionals. | Machorro, Juan | 0.90 | 472.5 |
| 12-Oct-2021 | Attend weekly standing call with Willkie Farr & Gallagher,LLP. and Morrison & Foerster LLP. | León Orantes, Jorge | 0.80 | 392 |
| 12-Oct-2021 | Attend conference with Debtors professionals. | León Orantes, Jorge | 0.90 | 441 |
| 12-Oct-2021 | Attendance to weekly meeting with Willkie Farr. | Machorro, Juan | 0.50 | 262.5 |
| 12-Oct-2021 | Attendance to weekly meeting with the UC and the Debtors'Professionals. | Machorro, Juan | 0.50 | 262.5 |
| 14-Oct-2021 | Attend conference with Willkie to discuss upcomingproposal from debtor, and strategy. | León Orantes, Jorge | 1.20 | 588 |
| 14-Oct-2021 | Attend meeting with UCC, debtors and joint bidders. | León Orantes, Jorge | 1.30 | 637 |
| 14-Oct-2021 | Attendance to meeting with the UCC Professionals in anticipation to UCC meeting, the Debtors' and the Joint Bidders Professionals. | Machorro, Juan | 1.20 | 630 |
| 14-Oct-2021 | Attendance to meetings with the UCC, and meeting with the UCC and the Debtors' and the Joint Bidders Professionals; review of information provided. | Machorro, Juan | 1.30 | 682.5 |
| 15-Oct-2021 | Confrence with Mr. J. Brandt with respect to the relevant notice filed by AMX with Mexican Stock Exchange as a result of the breach notice of Apolo. | León Orantes, Jorge | 0.60 | 294 |
| 19-Oct-2021 | Attend Recurring AMX Professionals Call. | León Orantes, Jorge | 0.90 | 441 |
| 19-Oct-2021 | Attend UCC Professionals Standing Weekly call. | León Orantes, Jorge | 0.80 | 392 |
| 19-Oct-2021 | Attendance to meeting with UCC and debtors' | Machorro, Juan | 0.90 | 472.5 |

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| | Professionals. | | | |
| 19-Oct-2021 | Attendance to meeting with UCC Professionals. | Machorro, Juan | 0.80 | 420 |
| 21-Oct-2021 | Conference with Willkie Farr & Gallagher, LLP. to discuss aspects related to the counterproposal and discussion with Mexican counsel to the bondholders. | León Orantes, Jorge | 1.20 | 588 |
| 25-Oct-2021 | Conference with Willkie Farr & Gallagher LLP. and FTI Consulting, Inc. to prepare for UCC meeting. | León Orantes, Jorge | 0.90 | 441 |
| 25-Oct-2021 | Conference with Nader, Hayaux & Goebel, S.C. Mexican counsel to Adhoc Committee, to discuss aspects related to Foreign Investment restrictions and requirements, as applicable to the plan filed by the Debtor. | León Orantes, Jorge | 1.20 | 588 |
| 25-Oct-2021 | Attendance to meeting UCC Professionals. | Machorro, Juan | 0.90 | 472.5 |
| 26-Oct-2021 | Attend Willkie Farr & Gallagher LLP., Morrison & Foerster LLP. and Santamarina y Steta, S.C. standing call. | León Orantes, Jorge | 0.70 | 343 |
| 26-Oct-2021 | Conference with Cleary Gottlieb Steen & Hamilton LLP., Creel, García- Cuéllar, Aiza y Enríquez, S.C., and Morrison & Foerster LLP. to discuss counterproposal. | León Orantes, Jorge | 1.30 | 637 |
| 26-Oct-2021 | Attend chambers conference. | León Orantes, Jorge | 1.20 | 588 |
| 26-Oct-2021 | Attend recurring AMX Professionals Call | León Orantes, Jorge | 0.70 | 343 |
| 26-Oct-2021 | Attend conference with Mexican counsel to the debtor and FTI Consulting, Inc. | León Orantes, Jorge | 1.30 | 637 |
| 26-Oct-2021 | Attendance to chambers conference. | Machorro, Juan | 1.20 | 630 |
| 26-Oct-2021 | Conference and correspondence with US and Mexican counsel for Apollo and comments to draft documents. | Machorro, Juan | 1.30 | 682.5 |
| 26-Oct-2021 | Attendance to virtual meetings with UCC Professionals. | Machorro, Juan | 1.50 | 787.5 |
| 26-Oct-2021 | Attendance to meeting with UCC and advisors. | Machorro, Juan | 1.50 | 787.5 |
| 29-Oct-2021 | Attend meeting with debtor, UCC and professionals to the joint bidders. | León Orantes, Jorge | 0.50 | 245 |
| 29-Oct-2021 | Conference with Willkie Farr & Gallagher, LLP. and FTI Consulting, Inc. to discuss new proposal of debtors. | León Orantes, Jorge | 0.50 | 245 |
| 29-Oct-2021 | Attendance to meeting with Professionals of the Joint Bidders, the Debtor Company and the UCC. | Machorro, Juan | 0.50 | 262.5 |
| 29-Oct-2021 | Conference call with UC Professionals on new proposal by Joint Bidders. | Machorro, Juan | 0.50 | 262.5 |
| Total: 0001 | Meetings and communications with Committee lawyers | | 55.90 | \$28,266.00 |
| | | | | |
| 0002 - Analysis and preparation of documents on Mexican law issues | | | | |
| 01-Oct-2021 | Conference calls with Mexican broker houses regarding the possibility of opening accounts for the members of the Committee. | Ostos, Diego | 1.10 | 253 |
| 01-Oct-2021 | Review of aspects with Mr. J.C. Machorro and D. Ostos in connection with the Committee call held even date herewith. | Orantes, Jorge León | 0.50 | 245 |
| 01-Oct-2021 | Review of new versions of Plan and Disclosure Statement and regulatory aspects of Mexican law. | Machorro, Juan | 3.10 | 1627.5 |
| 01-Oct-2021 | Review of materials prepared in advance of the Committee call held even date herewith. | Machorro, Juan | 0.20 | 105 |
| 03-Oct-2021 | Commence review of Debtor's Joint Plan of Reorganization under Chapter 11. | Orantes, Jorge León | 3.20 | 1568 |
| 04-Oct-2021 | Prepare legal analysis regarding the implications of donations of shares to the Mexican shareholders. Review applicable legal considerations. | Ostos, Diego | 3.10 | 713 |
| 04-Oct-2021 | Analysis and correspondence with comments on counterproposal for exit financing. Review precedents and applicable legal provisions. | Orantes, Jorge León | 3.70 | 1813 |
| 04-Oct-2021 | Correspondence to Willkie Farr & Gallagher LLP. with | Orantes, Jorge León | 1.90 | 931 |

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| | respect to the counterproposal. | | | |
| 04-Oct-2021 | Continued review of UCC discussion materials, and aspects of Mexican law related to several aspects of Plan submitted by the Debtors. Correspondence with working group in that regard. | Machorro, Juan | 1.50 | 787.5 |
| 04-Oct-2021 | Analysis of implications under the Mexican insolvency law of Ae410exico's proposal to donate shares to a number of shareholders and board members; prepare preliminary draft of communication in this regard. | Orea, Ricardo | 0.90 | 369 |
| 04-Oct-2021 | Exchange different communications with J. Machorro and J. León Orantes in connection with status of transaction. Email correspondence with family office advisor in connection with the foregoing. | Grau, Vicente | 0.20 | 90 |
| 05-Oct-2021 | Review related documentation and alternatives in light of conference with AMX professionals. | Orantes, Jorge León | 1.90 | 931 |
| 05-Oct-2021 | Continued review of UCC discussion materials, counter, and aspects of Mexican regulation. | Machorro, Juan | 1.60 | 840 |
| 06-Oct-2021 | Prepare memorandum regarding the analysis of the donation of shares f410 the Securities Market Law and the Insolvency Law. | Ostos, Diego | 2.10 | 483 |
| 06-Oct-2021 | Review documents related to Mexican shareholders and requirements. Further correspondence with Willkie. | Orantes, Jorge León | 3.20 | 1568 |
| 06-Oct-2021 | Analysis of counterproposal and alternatives in light of new proposal. | Orantes, Jorge León | 0.90 | 441 |
| 06-Oct-2021 | Review of information on counter, aspects of Mexican law regarding corporate, capital markets, antitrust, aviation and foreign investment regulation. | Machorro, Juan | 1.40 | 735 |
| 06-Oct-2021 | Preparation of report on corporate information of the Debtor Company. | Machorro, Juan | 0.90 | 472.5 |
| 06-Oct-2021 | Review of corporate records of the Debtor Company. | Machorro, Juan | 1.30 | 682.5 |
| 06-Oct-2021 | Continue analysis of implications under Mexican law of proposal to donate shares to shareholders and board members of Ae410exico; continue review and preparation of communication in such regard. | Orea, Ricardo | 1.10 | 451 |
| 07-Oct-2021 | Review of aspects in connection with the donation memo. Prepare a new version of the memorandum. | Ostos, Diego | 1.50 | 345 |
| 07-Oct-2021 | Review Apollo counterproposal. Consider Mexican legal implications. | Orantes, Jorge León | 1.90 | 931 |
| 07-Oct-2021 | Analysis of Mexican legal implications associated with latest proposal of Debtor and review proposed communication. Prepare adjustments. Consider Mexican and Foreign Investment issues in that regard. | Orantes, Jorge León | 3.20 | 1568 |
| 07-Oct-2021 | Review of regulatory aspects in connection with the slots Ae410exico holds in Mexico City International Airport. | Remis, Andrés | 1.50 | 360 |
| 07-Oct-2021 | Continued review of information on counters and Mexican corporate, capital markets, antitrust, aviation and foreign investment regulation | Machorro, Juan | 1.40 | 735 |
| 07-Oct-2021 | Review, revise and finalize communication prepared regarding analysis of implications under Mexican laws of Ae410exico's proposal to donate shares to Delta, other shareholders and board members. | Orea, Ricardo | 0.70 | 287 |
| 08-Oct-2021 | Review Commitment Letter/fee motion filed by the Debtors. | Orantes, Jorge León | 0.80 | 392 |
| 08-Oct-2021 | Correspondence on Holders of trademarks and Mexico City slots. Review and revise relevant report. | Orantes, Jorge León | 2.80 | 1372 |
| 08-Oct-2021 | Se240hing about the ownership of trademark CLUB PREMIER in Mexico, including report to Mr. J. León Orantes. | Legaspi, Daniel | 0.50 | 115 |

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| 08-Oct-2021 | Review of evolution on information on counters. | Machorro, Juan | 0.70 | 367.5 |
| 08-Oct-2021 | Continued review of aspects of Mexican law involved in connection with corporate, capital markets, aviation, slot assignment, trademark registration and foreign investment regulation, and review of information regarding the Debtors. | Machorro, Juan | 1.90 | 997.5 |
| 09-Oct-2021 | Review of information provided on counters. | Machorro, Juan | 0.30 | 157.5 |
| 11-Oct-2021 | Analysis of report on IP owned by GAM and its subsidiaries. Correspondence to Willkie Farr & Gallagher, LLP. and to counsel to Debtor on the foregoing. With Mr. D. Legaspi, review related matters. | Orantes, Jorge León | 1.80 | 882 |
| 11-Oct-2021 | Conclude analysis of Debtors' Joint Plan of Reorganization as filed with the Court. Review applicable Mexican legal provisions. | Orantes, Jorge León | 3.40 | 1666 |
| 11-Oct-2021 | Review May 2021 Information Memorandum and September 2021 Operational Update filed by Debtor with the Mexican Stock Exchange. | Orantes, Jorge León | 1.60 | 784 |
| 11-Oct-2021 | Conference call with Mr. J. León Orantes to review the ownership of the IP Assets. | Legaspi, Daniel | 0.20 | 46 |
| 11-Oct-2021 | Conducting searches at the Mexican Trademark Office Database, USPTO and WIPO Brand Database regarding trademarks owned by GRUPO AE410EXICO, S.A.B. DE C.V. and other related companies. | Legaspi, Daniel | 1.90 | 437 |
| 11-Oct-2021 | Review of information on counters and assets allocated among the affiliates of the Debtor Group. | Machorro, Juan | 0.50 | 262.5 |
| 12-Oct-2021 | Review of disclosure statement and consider Mexican legal considerations. | Orantes, Jorge León | 4.90 | 2401 |
| 12-Oct-2021 | Review relevant materials in anticipation to call with Debtor. | Orantes, Jorge León | 0.30 | 147 |
| 12-Oct-2021 | Review of new information on counters, assets allocated among the affiliates of the Debtor Group. Correspondence. | Machorro, Juan | 1.10 | 577.5 |
| 13-Oct-2021 | Conclude general analysis of Disclosure Statement. | Orantes, Jorge León | 1.80 | 882 |
| 13-Oct-2021 | Consider results of report provided by Rotshild. With Mr. Diego Ostos, review aspects related to requirements for Warrants to trade in the Mexican stock exchange. Review Mexican legal provisions. | Orantes, Jorge León | 1.50 | 735 |
| 13-Oct-2021 | With J Delgado, review aspects related to filings to the National Commission of Foreign Investments and report f410 Mexican counsel to the debtor. Analysis of alternatives. | Orantes, Jorge León | 1.60 | 784 |
| 13-Oct-2021 | With Mr. D. Legaspi, review aspects related to registration of IP and licenses. Correspondence to the working group on the foregoing. | Orantes, Jorge León | 1.60 | 784 |
| 13-Oct-2021 | Conducting searches at the Mexican Trademark Office Database to review the status of trademarks owned by GRUPO AE410EXICO, S.A.B. DE C.V., and other related companies. | Legaspi, Daniel | 3.10 | 713 |
| 13-Oct-2021 | Continued review of information and correspondence on new terms of counters and PI rights allocated among the Debtor Companies. | Machorro, Juan | 1.10 | 577.5 |
| 14-Oct-2021 | Analysis of DIP Loan and conference call with M. Grayeb, J. Machorro, R. Orea and D. Ostos in that regard. | Olvera, Carlos | 1.10 | 489.5 |
| 14-Oct-2021 | Prepare memorandum regarding the public trading of warrants in the Mexican Stock Market. | Ostos, Diego | 2.50 | 575 |
| 14-Oct-2021 | Review the possible implications of a concurso proceeding of Aeroexico in Mexico. | Ostos, Diego | 0.80 | 184 |
| 14-Oct-2021 | Conducting searches at the Mexican Trademark Office | Legaspi, Daniel | 7.10 | 1633 |

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| | Database to review the status of trademarks owned by GRUPO AE410EXICO, S.A.B. DE C.V., and other related companies. | | | |
| 14-Oct-2021 | Review information on aircraft claims status. | Machorro, Juan | 1.10 | 577.5 |
| 14-Oct-2021 | Review information on discussions with the different constituents. | Machorro, Juan | 1.00 | 525 |
| 14-Oct-2021 | Review of aspects of Mexican law related to insolvency (concurso) proceedings in Mexico. | Machorro, Juan | 1.10 | 577.5 |
| 14-Oct-2021 | Review of terms of DIP Loan in light of contractual deadlines coming. | Machorro, Juan | 1.00 | 525 |
| 14-Oct-2021 | Review of presentation by the Debtors and draft of pleading writ and incorporation of suggested comments. | Machorro, Juan | 1.00 | 525 |
| 14-Oct-2021 | Analyze alternatives under Mexican Insolvency Law and judicial precedents for Apollo to file for potential concurso proceeding against Ae410exico. | Orea, Ricardo | 0.80 | 328 |
| 15-Oct-2021 | General review of the documentation related with the possible actions by Apollo. Preparation report for the client about this matter and other related issues. | Olvera, Carlos | 2.10 | 934.5 |
| 15-Oct-2021 | Continue preparing the memorandum for the trading of warrants in Mexico, as well as the requirements to execute a brokerage agreement with a Mexican Broker House. | Ostos, Diego | 0.70 | 161 |
| 15-Oct-2021 | With Mr. D. Legaspi, review aspects related to trademarks registration and licenses. Review proposed memorandum. Prepare adjustments. | Orantes, Jorge León | 2.70 | 1323 |
| 15-Oct-2021 | With Mr. J. Machorro, discuss aspects related to possible reorganization procedure in Mexico. | Orantes, Jorge León | 0.50 | 245 |
| 15-Oct-2021 | Review requirements for retaining a brokerage house for subscription of shares and warrants. Review applicable legal provisions. With Mr. D. Ostos, review related matters. | Orantes, Jorge León | 1.20 | 588 |
| 15-Oct-2021 | Review communication proposed with respect to requirements to register warrants. Prepare changes. Review applicable legal provisions. | Orantes, Jorge León | 1.80 | 882 |
| 15-Oct-2021 | Conducting searches at the Mexican Trademark Office Database to review the status of trademarks owned by GRUPO AE410EXICO, S.A.B. DE C.V., and other related companies. | Legaspi, Daniel | 1.10 | 253 |
| 15-Oct-2021 | Conference call with Mr. Jorge Leon Orantes to discuss the results of the investigation made with respect to trademarks owned by GRUPO AE410EXICO, S.A.B. DE C.V., and other companies. | Legaspi, Daniel | 0.20 | 46 |
| 15-Oct-2021 | Preparing memorandum to explain the GAM trademark's situation and information related to the License of Use Agreements recorded before the Mexican Trademark Office. | Legaspi, Daniel | 1.50 | 345 |
| 15-Oct-2021 | Review of Amended Plan and Amended Disclosure Statement filed by the Debtors on this date and changes incorporated to prior versions, incorporation of comments on aspects of Mexican corporate, capital markets and contractual law and correspondence; review of objection to motion; correspondence on evolution of events with the UC Professionals. | Machorro, Juan | 7.50 | 3937.5 |
| 16-Oct-2021 | Review of notice of adjournment. | Machorro, Juan | 1.00 | 525 |
| 16-Oct-2021 | Review of correspondence on evolution of process and events with UCC Professionals. | Machorro, Juan | 1.00 | 525 |
| 16-Oct-2021 | Continued review and analysis of Amended Plan and Amended Disclosure Statement filed by the Debtors. | Machorro, Juan | 1.50 | 787.5 |

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| | Review of aspects of Mexican concurso law and practice. | | | |
| 17-Oct-2021 | Review amended plan and disclosure schedule filed by Debtor. Review bankruptcy provisions. | Orantes, Jorge León | 4.10 | 2009 |
| 17-Oct-2021 | Continued review of aspects of Mexican concurso regulation and antecedents on international cooperation. | Machorro, Juan | 0.50 | 262.5 |
| 17-Oct-2021 | Review and revise draft communication regarding potential concurso filing by Apolo against Ae410exico; review documentation regarding DIP financing. | Orea, Ricardo | 0.70 | 287 |
| 18-Oct-2021 | Continue analysis of Amended Plan and Disclosure Schedule. Prepare communication to Willkie Farr & Gallagher, LLP. and FTI Consulting, Inc. on the foregoing. | Orantes, Jorge León | 5.40 | 2646 |
| 18-Oct-2021 | Correspondence to the working group with respect to the License agreements executed among GAM and AMX. | Orantes, Jorge León | 2.30 | 1127 |
| 18-Oct-2021 | Communication to Willkie Farr & Gallagher, LLP. and FTI Consulting, Inc. with respect to the requirements for concursos and insolvency procedures in Mexico. | Orantes, Jorge León | 2.30 | 1127 |
| 18-Oct-2021 | Conference call with Mr. J. Leon Orantes to discuss details regarding the License of Use agreement executed by and between Grupo Ae410exico and Aerovias de Mexico, to provide comments to the external team. | Legaspi, Daniel | 0.20 | 46 |
| 18-Oct-2021 | Continued review of aspects of Amended Plan and Amended Disclosure Statement and evolution of events. Correspondence with UCC Professionals in that regard. | Machorro, Juan | 1.50 | 787.5 |
| 18-Oct-2021 | Review and revise final version of communication to Willkie regarding potential concurso filing in Mexico by Apollo against Ae410exico. | Orea, Ricardo | 0.20 | 82 |
| 19-Oct-2021 | Prepare legal memorandum regarding the requirements of companies in order to execute a brokerage agreement. | Ostos, Diego | 2.10 | 483 |
| 19-Oct-2021 | Conference call with executives of Actinver in that regard. | Orantes, Jorge León | 2.90 | 1421 |
| 19-Oct-2021 | Review of counterproposal to latest exit proposal. Prepare comments under Mexican law. Review applicable legal provisions. | Orantes, Jorge León | 2.30 | 1127 |
| 19-Oct-2021 | Review proposed memorandum on requirements for warrants to trade in Mexico and requirements for brokerage agreement. Correspondence on the foregoing. Consider market implications. | Machorro, Juan | 2.50 | 1312.5 |
| 20-Oct-2021 | Continued review of information on counter proposal, and status of discussions with constituents. Conferences and correspondence. | Remis, Andrés | 3.10 | 744 |
| 20-Oct-2021 | Review of aspects in connection with the intervention of Mexican investments bank and brokerage houses. Correspondence in that regard. | Ostos, Diego | 2.10 | 483 |
| 20-Oct-2021 | Prepare legal memorandum regarding the restriction of foreign investment shares for Ae410exico. | Orantes, Jorge León | 4.20 | 2058 |
| 20-Oct-2021 | Coordinate participation of investment bank for exit plan attend meetings with Investment Bankers and coordinate execution of NDA. | Orantes, Jorge León | 3.10 | 1519 |
| 20-Oct-2021 | Prepare correspondence with comments f410 Mexican law perspective for counterproposal and marketability of components. Conference with Mr. Craig. | Orantes, Jorge León | 1.20 | 588 |
| 20-Oct-2021 | Further correspondence with respect to possible counteroffer f410 bondholders. Review applicable legal provisions. | Machorro, Juan | 2.50 | 1312.5 |
| 20-Oct-2021 | Review of information on counter, status of discussions with constituents, correspondence, and aspects of Mexican foreign investment and capital markets regulation. | Chagoya, Sergio | 2.10 | 924 |
| 21-Oct-2021 | Communications with J. León Orantes and D. Ostos | Ostos, Diego | 4.10 | 943 |

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| | regarding the implementation of Mexican ADRs and warrants. | | | |
| 21-Oct-2021 | Prepare disclosure statements inserts per request of Willkie. Review the AMX Plan and the DS in order to prepare the corresponding inserts. | Machorro, Juan | 2.50 | 1312.5 |
| 22-Oct-2021 | Continued review of information on counter, status of discussions and aspects of Mexican corporate and capital markets regulation. Conferences and correspondence with UCC Professionals. | Ostos, Diego | 3.10 | 713 |
| 22-Oct-2021 | Continue preparing legal memorandum regarding the restriction of foreign investment shares for Ae410exico. | Orantes, Jorge León | 3.60 | 1764 |
| 22-Oct-2021 | Prepare adjustments to communication with respect to services expected f410 Mexican shareholders in the amended Plan. Review relevant provisions of the bylaws and applicable legal provisions. | Machorro, Juan | 1.50 | 787.5 |
| 23-Oct-2021 | Continued review of information status of discussions and aspects of Mexican corporate and capital markets regulation. | Machorro, Juan | 1.50 | 787.5 |
| 24-Oct-2021 | Review of information on members of the board of the Debtor Company and correspondence with UCC Professionals. | Orantes, Jorge León | 1.60 | 784 |
| 24-Oct-2021 | Analysis of foreign investment regime under bylaws and Foreign Investment authorization. | Orantes, Jorge León | 0.30 | 147 |
| 24-Oct-2021 | Review objection to Debtors motion to approve shortened notice and disclosure statement. | Orantes, Jorge León | 1.70 | 833 |
| 24-Oct-2021 | Consider aspects of discovery on Mexican Shareholders' and compensation of members of the Board and Management. Consider Mexican legal considerations. | Orantes, Jorge León | 0.80 | 392 |
| 24-Oct-2021 | Review status of negotiations with Apollo and Adhoc Groups. | Orantes, Jorge León | 0.90 | 441 |
| 24-Oct-2021 | Review counter proposal of Apollo and comments thereto. | Machorro, Juan | 1.50 | 787.5 |
| 25-Oct-2021 | Continued review of comments on counter and letter prepared and correspondence with UCC Professionals. | Orantes, Jorge León | 2.10 | 1029 |
| 25-Oct-2021 | Correspondence to the working group on foreign investment restrictions and requirements applicable to the plan filed by the Debtor. | Orantes, Jorge León | 2.10 | 1029 |
| 25-Oct-2021 | Review counterproposal to UCC and analysis of Mexican legal considerations. | Orantes, Jorge León | 0.20 | 98 |
| 25-Oct-2021 | Correspondence to Mexican counsel to the debtors with respect to the acquisition documents for PLM. Correspondence to FTI Consulting, Inc. on the foregoing. | Machorro, Juan | 1.90 | 997.5 |
| 25-Oct-2021 | Review of information counterproposal to UCC. | Machorro, Juan | 2.50 | 1312.5 |
| 26-Oct-2021 | Review of information on status of discussions among constituents; review of draft documentation and comments; correspondence with UCC Professionals. | Orantes, Jorge León | 0.70 | 343 |
| 26-Oct-2021 | With Mr. Juan Carlos Machorro review position of Mexican counsel to the DIP Lender for latest proposal and steps moving forward. | Orantes, Jorge León | 1.20 | 588 |
| 26-Oct-2021 | Review aspects and documentation related to acquisition process of PLM. | Orantes, Jorge León | 0.60 | 294 |
| 26-Oct-2021 | With Mr. Juan Manuel Delgado, matter related to position of Mexican counsel to the DIP Lender for latest proposal. | Orantes, Jorge León | 0.90 | 441 |
| 26-Oct-2021 | Review counterproposal. | Machorro, Juan | 1.40 | 735 |
| 27-Oct-2021 | Review of correspondence and information on status of discussions among constituents; continued review of draft documentation and comments. | Orantes, Jorge León | 1.40 | 686 |

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| 27-Oct-2021 | Consider alternatives for holding non Mexican securities for part of the creditors. Review applicable legal provisions. Correspondence on the foregoing. | Machorro, Juan | 1.10 | 577.5 |
| 28-Oct-2021 | Continued review of information on status of discussions, information prepared and correspondence. | Ostos, Diego | 2.10 | 483 |
| 28-Oct-2021 | Prepare legal note regarding the possibility of the disclosure of the Apollo as a relevant event under the Mexican applicable laws. | Orantes, Jorge León | 1.30 | 637 |
| 28-Oct-2021 | Consider cases on which event needs to be notified as relevant matter to the public by the Debtor. Correspondence on the foregoing. | Machorro, Juan | 0.90 | 472.5 |
| 29-Oct-2021 | Review of information on capital markets regulation in Mexico and aspects of status of discussions, information prepared and correspondence. | Orantes, Jorge León | 1.50 | 735 |
| 29-Oct-2021 | Communication to the working group with respect to the cases on which an event needs to be disclosed by an issuer as a relevant event. Review related matters. | Machorro, Juan | 1.60 | 840 |
| 29-Oct-2021 | Review of information on new proposal by Joint Bidders. | Machorro, Juan | 0.70 | 367.5 |
| 29-Oct-2021 | Review of capital markets regulation in Mexico on aspects of relevant events. Review of recent events disclosed by the Debtor Company. | Machorro, Juan | 0.50 | 262.5 |
| 30-Oct-2021 | Review of recent events disclosed by the Debtor Company. | Machorro, Juan | 0.60 | 315 |
| 30-Oct-2021 | Review of information and correspondence on position by the Joint Bidders and Apollo. | Machorro, Juan | 0.50 | 262.5 |
| 31-Oct-2021 | Review of draft letter to Chambers. Correspondence with UCC Professionals. | Orantes, Jorge León | 1.50 | 735 |
| 31-Oct-2021 | Consider impact of new proposal by Debtor and related matters. Review applicable Mexican legal considerations. | Machorro, Juan | 1.30 | 682.5 |
| 31-Oct-2021 | Review of draft Declaration to be submitted to the United States Bankruptcy Court on aspects of Mexican corporate, securities and antitrust law supporting Objection to Motion. Correspondence with UCC Professionals. | Machorro, Juan | 1.30 | 682.5 |
| 31-Oct-2021 | Continued review of information on position by Joint Bidders and Apollo. | Machorro, Juan | 1.20 | 630 |
| 31-Oct-2021 | Review of letter sent to Chambers. | Grau, Vicente | 0.40 | 180 |
| 31-Oct-2021 | Review first draft of the declaration f410 S+S. | Grau, Vicente | 0.30 | 135 |
| 31-Oct-2021 | Review email correspondence f410 Willkie. | Grau, Vicente | 0.10 | 45 |
| 31-Oct-2021 | Different email correspondence with J. Machorro. | Grau, Vicente | 0.30 | 135 |
| Total: 0002 | Analysis and preparation of documents on Mexican law issues | | 218.30 | \$96,672.50 |
| 0004 – Employment and Fee Applications | | | | |
| 14-Oct-2021 | Preparation of September monthly fee statement. | Remis, Andrés | 2.10 | 504 |
| 19-Oct-2021 | Preparation of third interim fee application. | Remis, Andrés | 2.10 | 504 |
| 20-Oct-2021 | Review of fee statement for September. | Carrillo, César | 2.50 | 325 |
| 25-Oct-2021 | Continued preparation of S+S's third interim fee application. | Remis, Andrés | 2.10 | 504 |
| 26-Oct-2021 | Continued preparation of interim fee application in light of the US Trustee comments. Correspondence in that regard. | Remis, Andrés | 2.10 | 504 |
| 26-Oct-2021 | Per the request of the US Trustee, preparation of e-binder of consolidated outstanding time entries. Correspondence in that regard. | Remis, Andrés | 2.30 | 552 |
| 28-Oct-2021 | Preparation of LEDES for second and third interim fee application. | Remis, Andrés | 2.10 | 503 |
| Total: 0004 | Employment and Fee Applications | | 15.30 | \$3,397.00 |

| 0006 - Meetings and communications with Committee | | | | |
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| 01-Oct-2021 | Call with the Committee. | ORANTES, JORGE LEÓN | 1.00 | 490 |
| 01-Oct-2021 | Attendance to meeting with UCC. | Machorro, Juan | 1.00 | 525 |
| 06-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 0.90 | 441 |
| 06-Oct-2021 | Attendance to conference call with the UCC. | Machorro, Juan | 0.90 | 472.5 |
| 08-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 0.40 | 196 |
| 08-Oct-2021 | Attendance to meeting with the UCC. | Machorro, Juan | 0.40 | 210 |
| 13-Oct-2021 | Attendance to weekly meeting with the UCC. | Ostos, Diego | 1.10 | 253 |
| 13-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 1.10 | 539 |
| 13-Oct-2021 | Attendance to weekly meeting with the UCC. | Machorro, Juan | 1.10 | 577.5 |
| 14-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 1.30 | 637 |
| 14-Oct-2021 | Attendance to meeting with the UCC. | Machorro, Juan | 1.30 | 682.5 |
| 19-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 1.10 | 539 |
| 19-Oct-2021 | Attendance to meeting with UCC. | Machorro, Juan | 1.10 | 577.5 |
| 20-Oct-2021 | Attend call with the UCC. | Orantes, Jorge León | 1.10 | 539 |
| 20-Oct-2021 | Attendance to weekly meeting with UCC. | Machorro, Juan | 1.10 | 577.5 |
| 25-Oct-2021 | Attend subsequent UCC Meeting. | Orantes, Jorge León | 1.70 | 833 |
| 25-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 1.70 | 833 |
| 25-Oct-2021 | Attendance to meeting with UCC. | Machorro, Juan | 1.70 | 892.5 |
| 27-Oct-2021 | Attendance to to weekly meeting with the UCC. | Ostos, Diego | 1.10 | 253 |
| 27-Oct-2021 | Attend UCC Meeting. | Orantes, Jorge León | 1.10 | 539 |
| 27-Oct-2021 | Attendance to meeting with the UCC. | Machorro, Juan | 1.10 | 577.5 |
| 29-Oct-2021 | Attend UCC Meeting to discuss new proposal of Debtor. | Orantes, Jorge León | 0.60 | 294 |
| 29-Oct-2021 | Attendance to meeting with UCC on new proposal by JointBidders. | Machorro, Juan | 0.60 | 315 |
| Total: 0006 | Meetings and communications with Committee | | 24.50 | \$11,793.50 |
| Current Fees | | | | \$140,129.00 |
| Value Added Tax (16%) | | | | \$22,420.64 |
| Total Current Fees | | | | \$162,549.64 |