Hearing Date and Time: January 6, 2022 at 10:00 a.m. (Prevailing Eastern Time)
Objection Date and Time: January 3, 2022 at 12:00 p.m. (Prevailing Eastern Time)

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
Steven Z. Szanzer

Counsel to the Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	**Chapter 11**
GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,	**Case No. 20-11563 (SCC)**
Debtors.[1]	**(Jointly Administered)**

NOTICE OF HEARING ON DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO REDACT COMMERCIALLY SENSITIVE INFORMATION

PLEASE TAKE NOTICE that, on December 23, 2021, the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") filed the *Debtors' Motion for Entry of an Order Authorizing the Debtors To Redact Commercially Sensitive Information* (the "**Sealing Motion**"). A hearing on the Sealing Motion is scheduled to be held on **January 6, 2022 at 10:00 a.m. (prevailing Eastern Time)** (the "**Hearing**") before the Honorable Judge Shelley C. Chapman, United States Bankruptcy Judge, in the United States Bankruptcy Court for

[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.

the Southern District of New York (the "**Court**"), or at such other time as the Court may determine.

PLEASE TAKE FURTHER NOTICE that, in accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.) ("**General Order M-543**"),[2] the Hearing will be conducted telephonically. Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions, LLC (www.court-solutions.com). Instructions to register for CourtSolutions, LLC are attached to General Order M-543.

PLEASE TAKE FURTHER NOTICE that copies of the Sealing Motion may be obtained free of charge by visiting the website of Epiq Corporate Restructuring, LLC at https://dm.epiq11.com/aeromexico. You may also obtain copies of any pleadings by visiting the Court's website at http://www.nysb.uscourts.gov in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time by an announcement of the adjourned date or dates at the Hearing or a later hearing or by filing a notice with the Court. The Debtors will file an agenda before the Hearing, which may modify or supplement the motion(s) to be heard at the Hearing.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Sealing Motion shall be in writing, shall comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Court by (a) attorneys practicing in the Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) and (b) all other parties in interest, in accordance with the customary practices of the Court and

[2] A copy of the General Order M-543 can be obtained by visiting http://www.nysb.uscourts.gov/news/general-order-m-543-court-operations-under-exigent-circumstances-created-covid-19.

General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 and the *Order Establishing Certain Notice, Case Management, and Administrative Procedures*, entered on July 8, 2020 [ECF No. 79], so as to be filed and received no later than **January 3, 2022 at 12:00 p.m. (prevailing Eastern Time)** (the "**Objection Deadline**").

PLEASE TAKE FURTHER NOTICE that all objecting parties are required to telephonically attend the Hearing, and failure to appear may result in relief being granted upon default.

PLEASE TAKE FURTHER NOTICE that, if no responses or objections are timely filed and served with respect to the Sealing Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form of the proposed order attached to the Sealing Motion, under certification of counsel or certification of no objection, which order may be entered by the Court without further notice or opportunity to be heard.

Dated: December 23, 2021
New York, New York

DAVIS POLK & WARDWELL LLP

By: */s/ Timothy Graulich*

450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
Steven Z. Szanzer

Counsel to the Debtors
and Debtors in Possession

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
Steven Z. Szanzer

Counsel to the Debtors
and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	**Chapter 11**
GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*, **Debtors.**[1]	**Case No. 20-11563 (SCC)**
	(Jointly Administered)

DEBTORS' MOTION FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO REDACT COMMERCIALLY SENSITIVE INFORMATION

Grupo Aeroméxico, S.A.B. de C.V. ("**Grupo Aeroméxico**") and certain of its affiliates (collectively, the "**Debtors**"), each of which is a debtor and debtor in possession in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**"), hereby file this motion (this "**Sealing Motion**") seeking the entry of an order (a) authorizing the Debtors to (i) redact the commercially sensitive information contained in the exhibits to the *Debtors' Motion for Entry of an Order (I) Authorizing Debtor Aerovías de México, S.A. de C.V. To Assume (On an Amended and Restated Basis) that Certain Lease Agreement and (II) Approving the Claims Settlement with Wilmington Trust Company* (the "**Assumption Motion**" and, the exhibits thereto (including the

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

exhibit to the proposed order attached thereto), the "**Exhibits**")[2] filed contemporaneously herewith, and (ii) submit unredacted versions of the Exhibits under seal and (b) granting certain related relief. This Sealing Motion is supported by the *Declaration of Ricardo Javier Sánchez Baker in Support of (A) Debtors' Motion for Entry of an Order (I) Authorizing Debtor Aerovías de México, S.A. de C.V. To Assume (On an Amended and Restated Basis) that Certain Lease Agreement and (II) Approving the Claims Settlement with Wilmington Trust Company and (B) Related Sealing Motion* (the "**Sánchez Declaration**") filed contemporaneously herewith and incorporated herein by reference. In further support of this Sealing Motion, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Southern District of New York (the "**Court**") has jurisdiction over this Sealing Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). In addition, the Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), to entry of a final order by the Court in connection with this Sealing Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter a final order or judgment in connection herewith consistent with Article III of the United States Constitution.

2. Venue of the Chapter 11 Cases and related proceedings is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

[2] Capitalized terms used but not otherwise defined herein that have the meanings ascribed to them in the Assumption Motion.

Relief Requested

3. By this Sealing Motion, and pursuant to sections 105(a) and 107(b) of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") and Bankruptcy Rule 9018, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**" and, if entered, the "**Order**"), (a) authorizing the Debtors to (i) redact the Confidential Information (as defined herein) and (ii) submit unredacted versions of the Exhibits under seal and (b) granting certain related relief, as further detailed herein and in the Proposed Order.

Background

4. On June 30, 2020, each of the Debtors filed in this Court voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued to operate and manage their businesses and have continued to possess their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* [ECF No. 30] entered by the Court on July 1, 2020 in Grupo Aeroméxico's Chapter 11 Case.[3]

6. On July 13, 2020, the Office of the United States Trustee for the Southern District of New York (the "**U.S. Trustee**") appointed an Official Committee of Unsecured Creditors (the "**Committee**") pursuant to section 1102 of the Bankruptcy Code. *See Notice of Appointment of*

[3] On July 2, 2020, the Court entered similar orders for the other Debtors on their respective case dockets. *See In re Aerovías de México, S.A. de C.V.*, No. 20-11561, ECF No. 4; *In re Aerolitoral, S.A. de C.V.*, No. 20-11565, ECF No. 4; *In re Aerovías Empresa de Cargo, S.A. de C.V.*, No. 20-11566, ECF No. 4.

Official Committee of Unsecured Creditors [ECF No. 92]. No trustee or examiner has been appointed in the Chapter 11 Cases.

7. Detailed information regarding the Debtors' businesses and affairs, capital structure, and the circumstances leading to the commencement of the Chapter 11 Cases can be found in the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [ECF No. 20], which is incorporated herein by reference.

The Confidential Information

8. As the Court is aware, the Debtors have been engaged in a multi-step process to (a) analyze their anticipated, long-term fleet and equipment needs, (b) make corresponding adjustments to the size and composition of their current operating fleet, and (c) obtain the most favorable terms for agreements relating to aircraft equipment.

9. As a result of arm's length and good faith negotiations, the Debtor Lessee has reached an agreement with the Lessor to (i) assume the Aircraft Lease relating to the Aircraft, which the Debtor Lessee currently operates as part of its existing fleet, on an amended and restated basis on terms substantially consistent with those set forth in the Amended and Restated Aircraft Lease attached to the proposed order to the Assumption Motion as Exhibit 1 and (ii) resolve any and all claims against the Debtors in the Chapter 11 Cases relating to the Aircraft or the Aircraft Lease belonging to the Claimants. While the Debtors recognize the need to disclose sufficient information and details when seeking the relief requested in the Assumption Motion, the Debtors must ensure that they protect certain key economic and commercial terms of the Aircraft Lease, as set forth in the Amended and Restated Aircraft Lease and the Summary (the "**Confidential Information**").

10. The Confidential Information includes, among other things, provisions related to restructured rent terms, power-by the hour terms, security deposits, maintenance obligations, and

other commercially sensitive financial terms and calculations. As a result, by this Sealing Motion, the Debtors seek to redact the Confidential Information and file the Exhibits in partially redacted form.

11. Disclosure of the Confidential Information could reasonably be expected to cause harm to the Debtors and jeopardize their goals at a critical juncture in the Chapter 11 Cases in various ways. First, disclosing the Confidential Information would provide other aircraft counterparties insight into the Debtors' cost structure, negotiating positions, and fleet strategy. Counterparties that are currently negotiating with the Debtors over long-term leases, some for aircraft equipment similar to the Aircraft, will insist on obtaining the most favorable economic terms provided to any other lessor. Moreover, the Debtors anticipate further negotiations with existing equipment and aircraft counterparties (and potential new counterparties) regarding the terms of long-term lease agreements, and the Debtors' negotiating position would be harmed if equipment and aircraft counterparties know the Confidential Information. Further, if the Debtors are not successful in protecting sensitive information and commercial accommodations made by the Lessor, it would hinder the Debtors' ability to enter into further agreements with, and obtain beneficial economic terms from, the Lessor and other counterparties necessary to the Debtors' ongoing business.

12. Second, disclosure of the Confidential Information would provide rarely disclosed information to the Debtors' industry competitors. Given that fleet strategy is a core component of any commercial airline's business model, disclosure of this sensitive information would provide the Debtors' competitors with unique insight into the Debtors' costs and business strategy, which insight the Debtors themselves do not have respecting their competition. In an

already challenging marketplace, this informational asymmetry would leave the Debtors at a competitive disadvantage relative to their peers.

13. Finally, disclosure of the Confidential Information could negatively implicate the relief requested in the Assumption Motion because the Lessor may be unwilling to proceed with the transaction contemplated by the Amended and Restated Aircraft Lease on its current terms if it is required to publicly disclose certain highly confidential commercial terms in the context of the recent negotiations with the Debtors. The Lessor is an active participant in the airline industry and seeks to ensure that it is not disadvantaged by disclosure of commercial terms in this proceeding that could be used by other customers to disadvantage it in future business negotiations. For this reason, the Lessor agrees with filing the Confidential Information under seal.

14. Based on the foregoing, since disclosure of the Confidential Information would likely harm the Debtors and their estates, the Debtors should be permitted to redact such Confidential Information from the filed versions of the Exhibits and submit unredacted versions thereof to the Court under seal.

Basis for Relief

15. Section 105(a) of the Bankruptcy Code codifies the Court's inherent equitable powers to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Furthermore, pursuant to section 107(b)(1) of the Bankruptcy Code, the Court may authorize the Debtors to redact the Confidential Information from the Exhibits and file unredacted versions thereof with the Court under seal. *See* 11 U.S.C. § 107(b). Specifically, section 107(b) of the Bankruptcy Code provides, in relevant part, that:

> On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may—(1)

> protect an entity with respect to a trade secret or confidential research, development, or commercial information . . . .

11 U.S.C. § 107(b).

16. Similarly, Bankruptcy Rule 9018 sets forth the procedures by which a party may obtain a protective order authorizing the filing of a document under seal. Bankruptcy Rule 9018 provides, in relevant part, that "[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information . . . ." Fed. R. Bankr. P. 9018.

17. The Debtors respectfully submit that a balance must be found between the need to protect sensitive and confidential commercial information with the goal of transparency in the bankruptcy process. Indeed, the Second Circuit has acknowledged that section 107(b) of the Bankruptcy Code creates an exception to the general rule that court records are open to examination by the public. *See Video Software Dealers Ass'n v. Orion Pictures Corp. (In re Orion Pictures Corp.)*, 21 F.3d 24, 28 (2d Cir. 1994); *In re Georgetown Steel Co., LLC*, 306 B.R. 542, 546 (Bankr. D.S.C. 2004) (recognizing that "the public right to access is not absolute"). However, the Second Circuit has also acknowledged that, unlike its counterpart Rule 26(c) of the Federal Rules of Civil Procedure, section 107(b) of the Bankruptcy Code does not require the entity seeking protection to demonstrate "good cause." *In re Orion Pictures Corp.*, 21 F.3d at 28. Rather, if the material sought to be protected satisfies one of the categories identified in section 107(b) of the Bankruptcy Code, a court is required to protect the requesting party and has no discretion to deny the request. *Id.* at 27 (holding that, once the court determines that a party is seeking protection of information that falls within the ambit of section 107(b) of the Bankruptcy Code, "the court is required to protect a requesting interested party and has no discretion to deny

the application"). Thus, under section 107(b) of the Bankruptcy Code, an interested party only has to show that the information it wishes to protect is "'confidential' and 'commercial' in nature." *Id.* Such information, however, need not rise to the level of a trade secret to be protected under section 107(b) of the Bankruptcy Code. *Id.* at 28.

18. Courts have also held that the sealing order under section 107(b) should be as broad as "justice requires." *In re Glob. Crossing, Ltd.*, 295 B.R. 720, 724 (Bankr. S.D.N.Y. 2003). Indeed, a court's "authority goes not just to the protection of confidential documents, but to other confidentiality restrictions that are warranted in the interests of justice." *Id.; see also In re Kaiser Aluminum Corp.*, 327 B.R. 554, 560 (D. Del. 2005) ("Courts have supervisory powers over their records and files and may deny access to those records and files to prevent them from being used for an improper purpose.").

19. The Debtors respectfully submit that the Confidential Information is both "commercial" and "confidential;" thus, falling squarely within the scope of information that is protected by section 107(b)(1) of the Bankruptcy Code and Bankruptcy Rule 9018. In granting motions to seal "commercial information," courts have defined this term as "information which would result in 'an unfair advantage to competitors by providing them information as to the commercial operations of the debtor.'" *In re Alterra Healthcare Corp.*, 353 B.R 66, 75 (Bankr. D. Del. 2006); *see also Glob. Crossing, Ltd.*, 295 B.R. at 725 (finding that the purpose of Bankruptcy Rule 9018 is to "protect business entities from disclosure of information that could reasonably be expected to cause the entity commercial injury").

20. As detailed above, disclosure of the Confidential Information could reasonably be expected to cause harm to the Debtors and jeopardize their goals in the Chapter 11 Cases by permitting the Debtors' aircraft and engine counterparties and competitors to gain insight into the

Debtors' cost structure and lease terms and conditions, thereby allowing them to pressure the Debtors' aircraft and engine lenders and lessors for matching commercial terms with respect to other long-term leases or stipulations. For this reason, the Lessor agrees with filing the Confidential Information under seal. If the Debtors are not successful in protecting the Confidential Information, it would severely impair the Debtors' leverage when negotiating new and amended agreements and would create a competitive disadvantage in relation to their industry competitors.

21. In fact, courts in similar situations to the instant matter regularly allow the sealing of information, which, if disclosed, could assist the Debtors' competitors or counterparties in negotiations against the Debtors. *See, e.g.*, *In re Grupo Aeroméxico, S.A.B. de C.V.*, Case No. 20-11563 (SCC) (Bankr. S.D.N.Y.) [ECF Nos. 397, 649, 983, 1093, 1146, 1159, 1569–71, 1576, 1692, 1758, 1890, 1931, 1933, 1938, 1940, 2003, 2005, 2023, 2050, 2066, 2075, 2081, 2127, 2129, 2131–32] (granting sealing motions in connection with aircraft transaction documents and usage stipulations for leased aircraft or equipment); *In re Philippine Airlines, Inc*., Case No 21-11569 (SCC) (Bankr. S.D.N.Y. Oct 1, 2021) [ECF No. 131]; *In re LATAM Airlines Group S.A.*, Case No. 20-11254 (JLG) (Bankr. S.D.N.Y. Jul. 10, 2020) [ECF No. 514]; *In re Avianca Holdings S.A.*, Case No. 20-11133 (MG) (Bankr. S.D.N.Y. Jul. 7, 2020) [ECF No. 390]; *In re Republic Airways Holdings Inc.*, Case No. 16-10429 (Bankr. S.D.N.Y. Dec. 8, 2016) (SHL) [ECF Nos. 1031, 1271] (granting sealing motions with respect to section 1110 aircraft stipulation and amendments to loan agreement on the basis that the information contained therein would be highly valuable to the debtors' aircraft lenders and lessors who may seek to use the information to gain a commercial advantage over the debtors); *In re Northwest Airlines Corp.*, Case No. 05-17930 (Bankr. S.D.N.Y. Nov. 10, 2005) (ALG) [ECF No. 1003] (order establishing procedures

for filing section 1110 stipulations with aircraft counterparties under seal); *In re Delta Air Lines, Inc.*, Case No. 05-17923 (Bankr. S.D.N.Y. Nov. 1, 2005) (PCB) [ECF No. 994] (same). Therefore, the Debtors submit that the Confidential Information should be filed under seal pursuant to section 107(b) of the Bankruptcy Code.

22. Finally, and very importantly, the proposed redactions are limited and tailored to protect only specific information whose publication could reasonably be expected to adversely affect the Debtors' ongoing and future negotiations or competition with their peers. The narrowly-tailored nature of the redactions will serve to both minimize the quantity of redacted information while maximizing value for the Debtors' estates and economic stakeholders.

23. Accordingly, the Debtors propose to file the Exhibits on the public docket of the Chapter 11 Cases with the Confidential Information redacted, and to share unredacted versions, on a strictly confidential basis, with the U.S. Trustee and the respective advisors to the Committee, the DIP Lenders, the Ad Hoc Group of Senior Noteholders, and the Ad Hoc Group of Unsecured Claimholders on a "Professionals Eyes Only" basis.

Notice

24. Notice of this Sealing Motion will be provided to the following parties: (a) the entities on the Master Service List (as defined in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [ECF No. 79], which is available on the Debtors' case website at https://dm.epiq11.com/case/aeromexico/info); (b) the U.S. Trustee; (c) counsel to the Committee; (d) counsel to the DIP Lenders; (e) counsel to the Ad Hoc Group of Senior Noteholders; (f) counsel to the Ad Hoc Group of Unsecured Claimholders; and (g) any person or entity with a particularized interest in the subject matter of this Sealing Motion. The Debtors respectfully submit that no other or further notice is required.

No Prior Request

25. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: December 23, 2021
New York, New York

DAVIS POLK & WARDWELL LLP

By: */s/ Timothy Graulich*

450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
Steven Z. Szanzer

Counsel to the Debtors
and Debtors in Possession

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	**Chapter 11**
GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*, **Debtors.**[1]	**Case No. 20-11563 (SCC)** **(Jointly Administered)**

ORDER AUTHORIZING THE DEBTORS TO REDACT COMMERCIALLY SENSITIVE INFORMATION

Upon the motion (the "**Sealing Motion**")[2] of the Debtors for entry of an order (this "**Order**") authorizing the Debtors to redact the Confidential Information contained in the Exhibits, as set forth more fully in the Sealing Motion and the Sánchez Declaration; and the Court having jurisdiction to consider the Sealing Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Sealing Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue of the Chapter 11 Cases and related proceedings being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Sealing Motion having been provided to the notice parties identified in the Sealing Motion; such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Sealing Motion [and held a hearing to consider the relief requested in the Sealing Motion on January 6, 2022 (the "**Hearing**")]; and upon [the record of the Hearing, and

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

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

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

IT IS HEREBY ORDERED THAT:

1. The Sealing Motion is granted as set forth herein.

2. The Debtors are authorized to (a) file the Exhibits on the public docket of the Chapter 11 Cases with the Confidential Information redacted and (b) submit unredacted versions thereof to the Clerk of the Court, along with a copy of this Order, clearly labeled "TO BE FILED UNDER SEAL."

3. The Confidential Information shall remain confidential and shall not be made available to anyone (other than the U.S. Trustee and the respective advisors to the Committee, the DIP Lenders, the Ad Hoc Group of Senior Noteholders, and the Ad Hoc Group of Unsecured Claimholders on a "Professionals Eyes Only" basis) without the prior written consent of the Debtors.

4. The Debtors and any party authorized to receive unredacted copies of the Exhibits pursuant to this Order shall be authorized and directed, subject to Rule 9018-1(c) of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, to redact specific references to the Confidential Information included therein from any pleadings filed on the public docket of the Chapter 11 Cases.

5. Entry of this Order is without prejudice to the rights of any party in interest in the Chapter 11 Cases or the U.S. Trustee to seek an order of this Court unsealing all or part of the Confidential Information.

6. The Clerk of the Court is authorized to destroy the unredacted Exhibits at the conclusion of the Chapter 11 Cases.

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

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

Dated: _____, 2022
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE