

THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE, MODIFY AND/OR RECLASSIFY CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' THIRTY-FIRST OMNIBUS CLAIMS OBJECTION TO PROOFS OF CLAIM SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBITS AND SCHEDULES ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT GRUPO AEROMÉXICO'S COUNSEL, DAVIS POLK & WARDWELL LLP, AT aeromexicoclaims@dpw.com, RICHARD J. STEINBERG (richard.steinberg@davispolk.com or +1-646-460-1954), OR MARIYA DEKHTYAR (mariya.dekhtyar@davispolk.com or +1-646-334-4364).

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

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**NOTICE OF HEARING ON DEBTORS' THIRTY-FIRST
OMNIBUS CLAIMS OBJECTION TO PROOFS OF CLAIM
(NO LIABILITY, WRONG DEBTOR, MISCLASSIFIED UNLIQUIDATED,
DUPLICATE, AND/OR FOREIGN CURRENCY CLAIMS)**

PLEASE TAKE NOTICE that, on December 30, 2021, Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed their *Thirty-First Omnibus Claims Objection to Proofs of Claim (No Liability, Wrong Debtor, Misclassified Unliquidated, Duplicate, and Foreign Currency Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

¹ The Debtors in these cases, along with the last four digits of 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 Objection is annexed hereto as **Exhibit A**. The Objection requests that the Bankruptcy Court disallow, expunge, modify and/or reclassify one or more of your Claims² listed on the schedules (collectively, the “**Schedules**”) to **Exhibit 1** of the Objection annexed hereto on the grounds that such Claim(s):

- (i) seeks to recover amounts for which the Debtors are not liable (“**No Liability Claims**”);
- (ii) has been filed against the wrong Debtor (“**Wrong Debtor Claims**”);
- (iii) incorrectly states that all or a portion of the Claim is unliquidated (“**Misclassified Unliquidated Claims**”);
- (iv) is duplicative of other Claims (“**Duplicate Claims**”); and/or
- (v) was asserted in a currency other than United States dollars or Mexican pesos (“**Foreign Currency Claim**”).

Any Claim that the Bankruptcy Court expunges and disallows will be treated as if it had not been filed and you will not be entitled to any distribution on account thereof. Any Claim that the Bankruptcy Court modifies and/or reclassifies will remain on the Claims Register as modified and/or reclassified.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Omnibus Claims Hearing Procedures* [ECF No. 904] (the “**Omnibus Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, apply and govern the Objection to your Proof(s) of Claim. The Omnibus Claims Hearing Procedures provide for certain mandatory actions by a claimant within certain time periods. Therefore, please review the Omnibus Claims Hearing Procedures carefully. Failure to comply with the Omnibus Claims Hearing Procedures may result in the disallowance, expungement, modification and/or reclassification of a Proof of Claim without further notice to a claimant.

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

If you do NOT oppose the disallowance, expungement, modification, and/or reclassification of your Claim(s) listed on the Schedules attached to Exhibit 1 of the Objection, then you do NOT need to file a written response to the Objection and you do NOT need to appear at the Hearing (as defined below).

If you DO oppose the disallowance, expungement, modification and/or reclassification of your Claim(s) listed on the Schedules attached to Exhibit 1 of the Objection, then you MUST file with the Bankruptcy Court and serve on the parties listed below a written response to the Objection (a “Response”) so that it is received on or before **January 31, 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “Response Deadline”).

Your Response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and title of the Objection to which the response is directed; (ii) the name of the claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed, expunged, modified and/or reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which you will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to your Response, if different from that presented in the Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on your behalf.

The Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely filed, served, and received only if prior to the

Response Deadline, the Response is (a) filed electronically with the Bankruptcy Court on the docket of *In re Grupo Aeroméxico, S.A.B. de C.V., et al.*, Case No. 20-11563 (SCC), in accordance with the Bankruptcy Court's General Order M-399 (available on the Bankruptcy Court's website at <http://www.nysb.uscourts.gov>), by registered users of the Bankruptcy Court's electronic case filing ("ECF") system, (b) sent to the chambers of the Honorable Judge Shelley C. Chapman, United States Bankruptcy Court, One Bowling Green, New York, New York 10004; and (c) served (via email or otherwise) so as to be actually received on or before the Response Deadline upon (i) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Timothy Graulich (timothy.graulich@davispolk.com), Stephen D. Piraino (stephen.piraino@davispolk.com), and Richard J. Steinberg (richard.steinberg@davispolk.com)), counsel to the Debtors, and (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Brett H. Miller (bmiller@willkie.com), Todd M. Goren (tgoren@willkie.com), Craig Damast (cdamast@willkie.com), and Debra M. Sinclair (dsinclair@willkie.com)), counsel to the Official Committee of Unsecured Creditors appointed in these cases.

Except as otherwise permitted under the Omnibus Claims Hearing Procedures, a hearing (the "**Hearing**") will be held on **February 4, 2022 at 10:00 a.m. (prevailing Eastern Time)**, to consider the Objection. The Hearing will be held in the United States Bankruptcy Court for the Southern District of New York. If you file a written Response to the Objection, you should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to your Claim(s). If the Debtors do continue the Hearing with respect to your Claim(s), then the Hearing will be held at a later date. If the Debtors do not continue the Hearing with respect to your Claim(s), then the Hearing on the Objection will be conducted on the above date.

The Debtors have the right to object to your Claim(s) listed on the Schedules attached to Exhibit 1 of the Objection (or to any other Claims you may have filed) at a later date on grounds not asserted in the Objection unless the Bankruptcy Court disallows and expunges your Claim(s). You will receive a separate notice of any such objection.

Responding parties shall attend the Hearing telephonically so long as General Order M-543 is in effect or unless otherwise ordered by the Bankruptcy Court. You may participate in the Hearing telephonically by making arrangements through CourtSolutions, LLC (www.court-solutions.com). Instructions to register for CourtSolutions, LLC are attached to General Order M-543.³

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³ A copy of General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/news/court-operations-under-exigent-circumstances-created-covid-19>.

If you wish to view the complete Objection, you can do so for free at
<https://dm.epiq11.com/aeromexico>. **CLAIMANTS SHOULD NOT CONTACT THE CLERK
OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.**

Dated: December 30, 2021
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Timothy Graulich
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Marshall S. Huebner
Timothy Graulich
James I. McClammy
Stephen D. Piraino

*Counsel to the Debtors
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Exhibit A

Objection

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

In re:

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

Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**DEBTORS' THIRTY-FIRST OMNIBUS CLAIMS OBJECTION TO PROOFS OF
CLAIM (NO LIABILITY, WRONG DEBTOR, MISCLASSIFIED UNLIQUIDATED,
DUPLICATE, AND/OR FOREIGN CURRENCY CLAIMS)**

* * *

**TO THE CLAIMANTS LISTED ON THE SCHEDULES ATTACHED TO THE PROPOSED ORDER
(ATTACHED HERETO AS EXHIBIT 1): YOUR RIGHTS MAY BE AFFECTED BY THIS
OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE
DEBTORS. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS'
RIGHTS TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS
AGAINST THE CLAIMS LISTED ON THE SCHEDULES ATTACHED TO THE PROPOSED
ORDER. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND
CLAIMS ON THE SCHEDULES ATTACHED TO THE PROPOSED ORDER.**

* * *

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.

Grupo Aeroméxico S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) hereby file this *Thirty-First Omnibus Claims Objection to Proofs of Claim (No Liability, Wrong Debtor, Misclassified Unliquidated, Duplicate, and/or Foreign Currency Claims)* (the “**Objection**”), pursuant to the *Order Approving (I) Omnibus Claims Objection Procedures, (II) Omnibus Claims Settlement Procedures and (III) Omnibus Claims Hearing Procedures* [ECF No. 904] (the “**Claims Objections Procedures Order**”). This Objection is supported by the *Declaration of Ricardo Javier Sánchez Baker in Support of the Thirty-First Omnibus Claims Objection to Proofs of Claim (No Liability, Wrong Debtor, Misclassified Unliquidated, Duplicate, and/or Foreign Currency Claims)* (the “**Sánchez Declaration**”), attached hereto as **Exhibit 2** and incorporated herein by reference. In further support of the Objection, the Debtors respectfully state as follows:

Relief Requested

1. By this Objection, and pursuant to sections 105 and 502 of title 11 of the United States Code (the “**Bankruptcy Code**”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Claims Objections Procedures Order, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit 1** (the “**Proposed Order**” and, if entered, the “**Order**”), disallowing, expunging, modifying, and/or reclassifying each of the claims identified on the schedules attached to the Proposed Order (collectively, the “**Schedules**”), as set forth therein.²

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction to consider this matter 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

² The Schedules are incorporated herein by reference.

proceeding pursuant to 28 U.S.C. § 157(b)(2) and, pursuant to Bankruptcy Rule 7008, the Debtors consent to entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

3. The legal predicates for the relief requested herein are sections 105 and 502 of the Bankruptcy Code, and Bankruptcy Rule 3007.

4. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

A. General Background

5. On June 30, 2020 (the “**Petition Date**”), the Debtors each commenced in this Court a voluntary case (the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

6. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

7. On July 13, 2020, the United States Trustee formed an Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) in the Chapter 11 Cases. No trustee or examiner has been appointed in the Chapter 11 Cases.

8. The Court entered a (i) *Final Order Authorizing (I) Debtors to Honor Prepetition Obligations to Customers and Related Third Parties and to Otherwise Continue Customer Programs, (II) Relief from Stay to Permit Setoff in Connection with the Customer Programs and (III) Financial Institutions to Honor and Process Related Checks and Transfers* [ECF No. 205] (the “**Customer Programs Order**”); (ii) *Final Order Authorizing (I) Debtors to Pay Certain Prepetition*

Taxes, Governmental Assessments and Fees and (II) Financial Institutions to Honor and Process Related Checks and Transfers on July 29, 2020 [ECF No. 206] (the “**Taxes Order**”); (iii) *Final Order Authorizing (I) Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative Obligations, (II) Employees and Retirees to Proceed With Outstanding Workers’ Compensation Claims And (III) Financial Institutions to Honor and Process Related Checks and Transfers* on July 30, 2020 [ECF No. 216] (the “**Wages Order**”); and (iv) *Final Order Authorizing (I) Payment of Certain Prepetition Claims of Critical Vendors and Foreign Vendors and (II) Financial Institutions to Honor and Process Related Checks and Transfers* on August 20, 2020 [ECF No. 309] (the “**Critical Vendors Order**” and together with the Customer Programs Order, Taxes Order, and Wages Order, the “**First Day Orders**”).

9. Detailed information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases, is set forth in the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [ECF No. 20], filed with the Court on the Petition Date.

B. Claims Resolution Process in the Chapter 11 Cases

10. On July 2, 2020, the Court entered an *Order Authorizing Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date* [ECF No. 47], thereby appointing Epiq Corporate Restructuring, LLC (“**Epiq**”) as the Debtors’ claims and noticing agent in these Chapter 11 Cases.

11. On August 25, 2020, the Debtors filed their respective schedules of assets and liabilities [ECF Nos. 326, 328, 330, 332] and statements of financial affairs [ECF Nos. 327, 329, 331, 333] (collectively, the “**Chapter 11 Schedules**” and “**Statements**,” respectively). On August

28, 2020, the Debtors filed an amendment to the Statement filed by Debtor Aerovías de México, S.A. de C.V. [ECF No. 342]. The Debtors filed amendments to certain of the Debtors' Chapter 11 Schedules on December 17, 2020 [ECF Nos. 737–40], as well as on January 15, 2021 [ECF Nos. 808–10].

12. On November 18, 2020, the Court entered an *Order (I) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and (II) Approving the Form and Manner of Notice Thereof* [ECF No. 648] (the “**Bar Date Order**”) establishing January 15, 2021 at 5:00 p.m. (prevailing Pacific Time) as the General Bar Date (as defined in the Bar Date Order) (the “**Bar Date**”).

13. On December 11, 2020, Epiq duly served the *Notice of Deadline Requiring Filing of Proofs of Claim on or Before January 15, 2021* [ECF No. 778] (the “**Bar Date Notice**”). Between December 14, 2020 and December 16, 2020, the Debtors caused the Bar Date Notice to be published in the *New York Times International Edition*, the *New York Times*, and the *Wall Street Journal*. See Noblesala Aff., ECF No. 759; Noblesala Aff., ECF No. 760; Bell Aff., ECF No. 761.

14. In the ordinary course of business, the Debtors maintain books and records (the “**Books and Records**”) that reflect, among other things, the Debtors' liabilities and the amounts thereof owed to their creditors.

15. The Debtors' claims register (the “**Claims Register**”), prepared and maintained by Epiq, reflects that approximately 6,053 proofs of claim (collectively, the “**Proofs of Claim**”) have been filed in the Chapter 11 Cases asserting claims against the Debtors (each a “**Claim**,” and collectively, the “**Claims**”). The Debtors and their advisors are continuing to comprehensively review and reconcile all Claims, including both the Claims listed on the Debtors' Chapter 11 Schedules and the Claims asserted in the Proofs of Claim (including any supporting documentation)

filed in the Chapter 11 Cases. The Debtors and their advisors are also comparing the Claims asserted in the Proofs of Claims with the Debtors' Books and Records to determine the validity of the asserted Claims.

16. This reconciliation process includes identifying particular categories of Claims that the Debtors believe should be modified, reduced, reclassified, disallowed, and/or expunged. To avoid a possible double recovery or otherwise improper recovery by claimants, the Debtors will continue to file omnibus objections to such categories of Claims if and where warranted. This Objection is one such omnibus objection.

17. On February 17, 2021, the Court entered the Claims Objections Procedures Order [ECF No. 904]. Subsequently, the Court has sustained 26 omnibus claims objections filed by the Debtors in accordance the Claims Objections Procedures Order. *See* ECF Nos. 1086–87, 1102, 1207–08, 1403–04, 1575, 1577–78, 1580–85, 1755, 1771, 2133, 2137, 2139–43, 2358. The Debtors have also filed additional omnibus claims objections, which are pending before the Court. *See* ECF Nos. 2257, 2268.

18. The Debtors submit that this Objection, and the notice provided to claimants in connection hereto, are consistent with the Claims Objections Procedures Order, the Bankruptcy Code, and the Bankruptcy Rules.

Basis for Relief

19. Pursuant to section 101 of the Bankruptcy Code, a creditor holds a claim against a bankruptcy estate only to the extent that (a) it has a “right to payment” for the asserted liabilities and (b) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

20. When asserting a claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *See In re Lehman Bros.*

Holdings, Inc., 602 B.R. 564, 574 (Bankr. S.D.N.Y. 2019); *In re Int'l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. See *In re Lehman Bros.*, 602 B.R. at 574. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. See *In re Dreier LLP*, 544 B.R. 760, 766 (Bankr. S.D.N.Y. 2016), *aff'd*, No. 08-15051 (SMB), 2016 WL 3920358 (S.D.N.Y. July 15, 2016), *aff'd*, 683 F. App'x 78 (2d Cir. 2017) (quoting *Creamer v. Motors Liquidation Co. GUC Trust (In re Motors Liquidation Co.)*, No. 12 CIV. 6074 (RJS), 2013 WL 5549643, at *3 (S.D.N.Y. Sept. 26, 2013) (in turn quoting *In re Allegheny Int'l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992))). In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. See *In re Dreier*, 544 B.R. at 766. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. See *id.*

21. A court should not deem a claim to be allowable if it is “unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). A debtor may file an omnibus claims objection if all the claims being objected to fall under one of several listed categories as described in the Bankruptcy Rules and the Claims Objections Procedures Order. See Fed. R. Bankr. P. 3007(d); see also Claims Obj. Proc. Order, ¶ 2(a), ECF No. 904 (providing additional bases under which the Debtors may file omnibus claim objections).

Objection

22. By this Objection, the Debtors object to the Claims set forth on the Schedules as follows:

Schedule	Objection Basis
1	No Liability Claims ³
2	Wrong Debtor Claims
3	Misclassified Unliquidated Claims
4	Duplicate Claims
5	Foreign Currency Claim

A. No Liability Claims

23. The Debtors object to the Claims listed on Schedule 1 (“**No Liability Claims**”) and request that each such Claim be disallowed and expunged in its entirety, as such Claims seek to recover amounts for which the Debtors are not liable.

24. A court should not deem a claim to be allowable if it is “unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). After analyzing each No Liability Claim and reviewing the Books and Records, the Debtors have determined that the No Liability Claims (i) fail to establish a basis for a valid claim against the Debtors and (ii) seek recovery for amounts for which the Debtors are not liable. The specific basis for objection to each No Liability Claim is set forth on Schedule 1 in the column labeled “Reason.”

25. In order to preserve the integrity and accuracy of the Claims Register, and to avoid claimants from improperly receiving recoveries on account of the No Liability Claims at the expense of the Debtors and other creditors, the Debtors respectfully request that each No Liability Claim be disallowed and expunged in its entirety.

³ Each capitalized term used in this paragraph 22 shall have the meaning ascribed to such term in this Objection.

B. Wrong Debtor Claims

26. The Debtors object to the Claims listed on Schedule 2 (“**Wrong Debtor Claims**”) as such Claims were each filed against an incorrect Debtor according to the Debtors’ Books and Records, and request that each Wrong Debtor Claim be modified as Claims against the proper Debtor.

27. A court should not deem a claim to be allowable if it is “unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). Moreover, the Claims Objections Procedures Order authorizes the Debtors to file omnibus claims objections to claims “filed against ... the wrong Debtor.” Claims Obj. Proc. Order, ¶ 2(a)(iii).

28. After analyzing each Wrong Debtor Claim and reviewing the Books and Records, the Debtors have determined that each Wrong Debtor Claim has been filed against the incorrect Debtor. In order to preserve the integrity and accuracy of the Claims Register, and to avoid claimants from improperly receiving recoveries on a Claim, the Debtors seek to modify the Wrong Debtor Claims by reassigning the Claim from the Debtor against which such Claim was originally filed to the Debtor identified in the “Correct Debtor” column applicable thereto on Schedule 2.

C. Misclassified Unliquidated Claims

29. The Debtors object to the Claims listed on Schedule 3 (“**Misclassified Unliquidated Claims**”) in that all or a portion of the Claim is unliquidated. Through this Objection, the Debtors seek to modify the Misclassified Unliquidated Claims as Claims for fixed amounts that are not “unliquidated.” The Debtors’ Books and Records indicate that each Misclassified Unliquidated Claim is not unliquidated, nor are the claimants in connection with each Misclassified Unliquidated Claim owed any additional unliquidated amounts in connection with their Misclassified Unliquidated Claim.

30. Pursuant to the Claims Objections Procedures Order, the Debtors may file omnibus claims objections to Claims that are “inconsistent with the Debtors’ books and records” or fail to “specify sufficiently the basis for the claim or provide sufficient supporting documentation for such claim.” Claims Obj. Proc. Order, ¶ 2(a)(i)–(ii).

31. To the extent the Misclassified Unliquidated Claims assert unliquidated claim amounts, such amounts are inconsistent with the Debtors’ Books and Records and are not supported by sufficient supporting documentation. In order to preserve the integrity and accuracy of the Claims Register, and to avoid the claimants from improperly receiving additional recoveries on account of their Misclassified Unliquidated Claims at the expense of the Debtors and other creditors, the Debtors request that the Misclassified Unliquidated Claims be modified as set forth on Schedule 3 in the corresponding row labeled “Modified Claim.”

D. Duplicate Claims

32. The Debtors object to the Claims listed on Schedule 4 (“**Duplicate Claims**”) and request that such Claims be disallowed and expunged in their entirety, as such Claims are duplicative of other Claims filed by or on behalf of the same claimant relating to the same purported liability.

33. A debtor cannot be required to pay the same claim multiple times. *See, e.g., Phelan v. Local 305 of United Ass’n of Journeymen & Apprentices of Plumbing and Pipefitting Indus. of U.S. & Can.*, 973 F.2d 1050, 1063 (2d Cir. 1992); *see also In re Finley, Kumble, Wagner, Heine, Underberg, Manley, Myerson & Carey*, 160 B.R. 882, 894 (Bankr. S.D.N.Y. 1993) (“In bankruptcy, multiple recoveries for an identical injury are generally disallowed.”). This Court has routinely sustained objections to amended, superseded, and duplicative claims. *See, e.g., In re LATAM Airlines Group S.A.*, No. 20-11254 (JLG) (Bankr. S.D.N.Y. Aug 3, 2021) [ECF No. 2846]; *In re Centric Brands, Inc.*, No. 20-22637 (SHL) (Bankr. S.D.N.Y. June 15, 2021) [ECF No. 926]; *In re*

Ditech Holding Corp., No. 19-10412 (JLG) (Bankr. S.D.N.Y. Apr. 12, 2021) [ECF No. 3317]; *In re Windstream Holdings, Inc.*, No. 19-22397 (RDD) (Bankr. S.D.N.Y. Dec. 21, 2020) [ECF No. 2758].

34. If the Duplicate Claims identified on Schedule 4 are not disallowed, the claimants identified thereon may obtain double recovery from the same alleged liability, at the expense of the Debtors and other creditors. By this Objection, the Debtors seek disallowance and expungement of the Duplicate Claims in order to limit each claimant to a single Claim and recovery against the applicable Debtor's estate arising from the same alleged liability.

35. For each Duplicate Claim, the Debtors have identified a surviving Claim ("**Surviving Claim**"), which asserts the same liability and is identified on Schedule 4 in the applicable row labeled "Surviving Claim." Surviving Claims will be unaffected by the relief requested in this Objection, and each claimant's rights to assert these liabilities against the applicable Debtor's estate will be preserved, subject to the Debtors' reservations of their rights to object to such Surviving Claims and other Claims.

E. Foreign Currency Claim

36. The Debtors object to the Claim set forth on Schedule 5 and request that such Claim be converted to United States dollars as set forth therein, as such Claim was asserted in a currency other than United States dollars or Mexican pesos (the "**Foreign Currency Claim**").

37. The Claims Objections Procedures Order authorizes the Debtors to file omnibus claims objections to Claims filed in a currency other than United States dollars or Mexican Pesos. *See* Claims Obj. Proc. Order, ¶ 2(a)(iv). Nonetheless, through this Objection, the Debtors are *not* seeking to disallow the Foreign Currency Claim. Rather, the Debtors only seek to convert such Claim to United States dollars—by first converting such Claim to Mexican pesos and then converting such Claim from Mexican pesos to United States dollars—based on the applicable

conversion rate in place on the Petition Date from Banco de Mexico (Central Bank) in accordance with the Bar Date Order. *See* Bar Date Order, ¶ 8(c), n.4 (“Where a claim has been denominated in Mexican Pesos on a Proof of Claim, the Debtors will convert such claim to one calculated in legal tender of the United States based upon the conversion rate in place as of the Petition Date from Banco de Mexico (Central Bank).”).

38. Accordingly, the Debtors respectfully request that the Court modify the amount of the Foreign Currency Claim to reflect a Claim in United States dollars as set forth on Schedule 5 in the corresponding row labeled “Modified Claim.”

Separate Contested Matters

39. Each Claim set forth on the Schedules and the Debtors’ objection thereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Debtors request that any order entered by this Court with respect to the requests for disallowance, expungement, modification, and/or reclassification shall be deemed a separate order with respect to each Claim.

Response to Omnibus Objections

40. To contest this Objection, a claimant must file and serve a written response to this Objection (a “**Response**”) so that it is received no later than the deadline set forth in the accompanying notice (the “**Response Deadline**”). All Responses shall be filed electronically with the Court on the docket of *In re Grupo Aeroméxico, S.A.B. de C.V., et al.*, Case No. 20-11563 (SCC), in accordance with the Court’s General Order M-399 (available on the Court’s website at <http://www.nysb.uscourts.gov>), by registered users of the Court’s electronic case filing (“**ECF**”) system, and served (via email or otherwise) so as to be actually received on or before the Response Deadline upon:

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Attn: Timothy Graulich (timothy.graulich@davispolk.com)
Stephen D. Piraino (stephen.piraino@davispolk.com)
Richard J. Steinberg (richard.steinberg@davispolk.com)
Counsel to the Debtors

-and-

Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
Attn: Brett H. Miller (bmiller@willkie.com)
Todd M. Goren (tgoren@willkie.com)
Craig Damast (cdamast@willkie.com)
Debra M. Sinclair (dsinclair@willkie.com)
Counsel to the Creditors' Committee.

41. Every Response to this Objection must contain, at a minimum, the following information:

- a. A caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and title of the Objection to which the response is directed;
- b. The name of the claimant and a description of the basis for the amount of the Claim;
- c. A concise statement setting forth the reasons why the Claim should not be disallowed, expunged, modified, or reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which will be relied on in opposing the Objection;
- d. All documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which will be relied on in opposing the Objection;
- e. The address(es) to which the Debtors must return any reply to the Response, if different from that presented in the Proof of Claim; and
- f. The name, address, and telephone number of the person (which may be the claimant or their legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on the claimant's behalf.

42. If a claimant fails to file and serve a timely Response by the Response Deadline, the Debtors may present to the Court an appropriate order disallowing, expunging, modifying, and/or reclassifying their Claim(s), without further notice or a hearing.

Reservation of Rights

43. The Debtors expressly reserve the right to amend, modify, or supplement this Objection, including, without limitation, to modify the currency associated with each Claim set forth on the Schedules. The Debtors further reserve their right to object to the: (i) No Liability Claims; (ii) Wrong Debtor Claims; (iii) Misclassified Unliquidated Claims; (iv) Duplicate Claims (including, without limitation, the Surviving Claims); and/or (v) Foreign Currency Claim on any other grounds that the Debtors discover or elect to pursue, unless such Claims are disallowed and expunged from the Claims Register. The Debtors reserve their right to assert substantive and/or one or more additional non-substantive objections to the Claims subject to this Objection at a later time.

44. Notwithstanding anything contained in this Objection, the exhibits attached hereto, or the Schedules, nothing herein shall be construed as a waiver of any rights that the Debtors may have to (i) commence avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, sections 547 and 548 of the Bankruptcy Code, against the claimants subject to this Objection, (ii) enforce the Debtors' rights of setoff against the claimants relating to such avoidance actions, or (iii) seek disallowance pursuant to section 502(d) of the Bankruptcy Code of Claims of the claimants that are subject to such avoidance actions.

Notice

45. Notice of this Objection will be given to (i) the United States Trustee for the Southern District of New York; (ii) each party listed on the Schedules; (iii) each party listed in paragraph 2(h) of the Claims Objections Procedures Order; and (iv) all parties requesting notice pursuant to

Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

No Prior Request

46. The Debtors have not previously sought the relief requested herein from the Court or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit 1**, granting the relief requested herein, and such other and further relief as the Court deems just and proper.

Dated: December 30, 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
James I. McClammy
Stephen D. Piraino

*Counsel to the Debtors
and Debtors in Possession*

Exhibit 1 to Objection

Proposed Order

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

In re:

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

Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**ORDER GRANTING DEBTORS' THIRTY-FIRST OMNIBUS CLAIMS OBJECTION
TO PROOFS OF CLAIM (NO LIABILITY, WRONG DEBTOR, MISCLASSIFIED
UNLIQUIDATED, DUPLICATE, AND/OR FOREIGN CURRENCY CLAIMS)**

Upon the objection (the “**Objection**”)² of the above-captioned Debtors, pursuant to sections 105 and 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking to (a) modify and/or reclassify the Claims identified on Schedules 2, 3, and 5 attached hereto, as described therein and (b) disallow and expunge the Claims identified on Schedules 1 and 4 attached hereto; and upon the Sánchez Declaration, attached to the Objection as Exhibit 2; and the Court having jurisdiction to consider the matters raised in the Objection pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having authority to hear the matters raised in the Objection pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Objection and the relief requested therein being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Objection and opportunity for a hearing on the

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

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

Objection having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Objection; and the Court having the opportunity to hold a hearing on the Objection; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and the Court having found that the relief granted herein being in the best interests of the Debtors, their creditors, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Objection is hereby granted as set forth herein.
2. The No Liability Claims identified on **Schedule 1** annexed hereto are hereby disallowed and expunged in their entirety.
3. The Wrong Debtor Claims identified on **Schedule 2** annexed hereto are hereby modified as described therein such that each Wrong Debtor Claim is hereby reassigned from the Debtor against which such Claim was originally filed to the Debtor identified in the column labeled “Correct Debtor(s)” applicable thereto on **Schedule 2**.
4. The Misclassified Unliquidated Claims identified on **Schedule 3** annexed hereto are hereby modified as described therein such that each Misclassified Unliquidated Claim shall not be considered unliquidated for any purpose in the Chapter 11 Cases.
5. The Duplicate Claims identified on **Schedule 4** annexed hereto are hereby disallowed and expunged in their entirety. All Claims identified on **Schedule 4** annexed hereto as a “Surviving Claim” will be unaffected by the relief granted herein, and the claimants’ rights to assert the liabilities in connection with the Surviving Claims against the applicable Debtor’s estate will be preserved, subject to the Debtors’ reservations of their rights to object to such Surviving Claims on

any and all grounds, whether legal, factual, procedural, substantive, or non-substantive.

6. The Foreign Currency Claim identified on **Schedule 5** annexed hereto is hereby modified as described in the corresponding row labeled “Modified Claim” on **Schedule 5**.

7. To the extent applicable, all Claims listed on the Schedules annexed hereto that were not asserted in United States dollars are hereby modified to be Claims listed in United States dollars, as described in the respective Schedules attached hereto.

8. This Order shall be deemed a separate Order with respect to each of the Claims identified on the Schedules annexed hereto. Any stay of this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Objection or this Order.

9. The Debtors, Epiq Corporate Restructuring, LLC, and the Clerk of this Court are authorized to take, or refrain from taking, any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.

10. Notwithstanding any Bankruptcy Rule, the Local Bankruptcy Rules for the Southern District of New York, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court shall retain jurisdiction to hear and determine all matters arising from, arising under, or related to the Chapter 11 Cases, to the fullest extent permitted by law, including, without limitation, to enforce this Order.

Dated: _____, 2022
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

No Liability Claims

No Liability Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated	Reason
1	561009830	No	Aerovías de México, S.A. de C.V.	AIR TRANSPORT ASSOCIATION 1275 PENNSYLVANIA AVE NW SUITE 1300 WASHINGTON DC 20004 US	0.00	0.00	0.00	5,060.00	5,060.00 USD	No	Debtors did not receive benefit of membership due to non payment. Invoice cancelled,
	Date Filed:	8/25/2020									
2	14611	No	Aerovías de México, S.A. de C.V.	B/E AEROSPACE UK LIMITED C/O COLLINS AEROSPACE CHARLOTTE NC 28217	0.00	0.00	0.00	196,000.00	196,000.00 USD	No	Debtors did not receive services.
	Date Filed:	1/15/2021									
3	12744	No	Aerovías de México, S.A. de C.V.	CORRALES, ARTURO 4306 ROLLING SAGE LN ARLINGTON TX 76005	0.00	0.00	0.00	781.98	781.98 USD	No	Claim consists of airline tickets not issued by Debtors.
	Date Filed:	1/11/2021									
4	20146	No	Aerovías de México, S.A. de C.V.	DE VALE, WENDY ZARAGOZA 28 GUILFORD ROAD LEICESTER, LE LE2 2RB UNITED KINGDOM	0.00	0.00	0.00	1,812.32	1,812.32 USD	No	Based on the claim details, the outstanding charge is not against the Debtors.
	Date Filed:	12/25/2020									
5	13801	No	Aerovías de México, S.A. de C.V.	SHEARD, JULIE 3/5 MANTON STREET RICHMOND VI 3124 AUSTRALIA	0.00	0.00	0.00	981.41	981.41 USD	No	Claim consists of airline tickets not issued by Debtors
	Date Filed:	1/14/2021									
6	107	No	Aerovías de México, S.A. de C.V.	THALES AVIONICS INC 140 CENTENNIAL AVE PISCATAWAY NJ 08854	0.00	0.00	0.00	4,613.25	4,613.25 USD	No	Claim consists of invoices that are not related to the Debtors.
	Date Filed:	10/14/2020									
No Liability Claim Totals			Count:	USD	6	0.00	0.00	0.00	209,248.96	209,248.96	

Schedule 2

Wrong Debtor Claims

Wrong Debtor Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
1	106	No	Aerovías de México, S.A. de C.V.	ADVANCED GROUND SYSTEMS ENGINEERING LLC 10805 PAINTER AVE SANTA FE SPRINGS, CA 90670	0.00	0.00	0.00	43,990.00	43,990.00 USD	No
	Date Filed:	10/13/2020								
	Modified Claim:	106	Aerolitoral, S.A. de C.V.		0.00	0.00	0.00	43,990.00	43,990.00 USD	No
2	14011	No	Aerovías de México, S.A. de C.V.	HYDRO SYSTEMS USA INC 7028 S 234TH ST KENT, WA 98032	0.00	0.00	0.00	47,135.00	47,135.00 USD	No
	Date Filed:	1/14/2021								
	Modified Claim:	14011	Aerovías de México, S.A. de C.V.		0.00	0.00	0.00	6,735.00	6,735.00 USD	No
		14011.01	Aerolitoral, S.A. de C.V.		0.00	0.00	0.00	40,400.00	40,400.00 USD	No
3	20030	No	Aerovías de México, S.A. de C.V.	PLAZA AGUA CALIENTE SA DE CV BLVD AGUA CALIENTE # 4558 COL AVIACION TIJUANA, BC, 22014	0.00	0.00	0.00	96,927.16	96,927.16 USD	No
	Date Filed:	9/15/2020								
	Modified Claim:	20030	Aerovías de México, S.A. de C.V.		0.00	0.00	0.00	96,870.30	96,870.30 USD	No
		20030.01	Aerovias Empresa de Cargo, S.A. de C.V.		0.00	0.00	0.00	56.86	56.86 USD	No
4	12761	No	Aerolitoral, S.A. de C.V.	PROFESSIONAL AIRCRAFT ACCESSORIES INC ATTN FRIEDRICH THEINERT 7035 CENTER LN TITUSVILLE, FL 32780	0.00	0.00	0.00	503,913.23	503,913.23 USD	No
	Date Filed:	1/11/2021								
	Modified Claim:	12761	Aerovías de México, S.A. de C.V.		0.00	0.00	0.00	503,913.23	503,913.23 USD	No
Wrong Debtor Claims Total			Count:	USD	4	0.00	0.00	0.00	691,965.39	691,965.39

Schedule 3

Misclassified Unliquidated Claims

Misclassified Unliquidated Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total(*)	Unliquidated
1	14914	No	Aerolitoral, S.A. de C.V.	ARTICULOS INNOVADORES LEO SA DE CV CAFETAL 368 COL GRANJAS MEXICO	0.00	0.00	0.00	48,998.40	48,998.40 MXN	Yes
	Date Filed:	8/20/2021								
	Modified Claim	14914		IZTACALCO CIUDAD DE MEXICO MX 08400, MEXICO	0.00	0.00	0.00	2,122.13	2,122.13 USD	No
2	20072	No	Aerovías de México, S.A. de C.V.	FABRICAS DE PAPEL POTOSI SA DE CV EJE 120 NO 315 MANZANA 41 ZONA INDUSTRIAL	0.00	0.00	0.00	469,138.80	469,138.80 MXN	Yes
	Date Filed:	11/11/2020								
	Modified Claim	20072		SAN LUIS POTOSI, SL 78395, MEXICO	0.00	0.00	0.00	20,318.45	20,318.45 USD	No
3	20491	No	Aerovías de México, S.A. de C.V.	GROUP TO GO SA DE CV BOSQUE DE RADIATAS 22, STE 303	0.00	0.00	0.00	3,407.35	3,407.35 USD	Yes
	Date Filed:	1/18/2021								
	Modified Claim	20491		COL BOSQUE DE LAS LOMAS CDMX, 05120 MEXICO	0.00	0.00	0.00	3,407.35	3,407.35 USD	No
4	20226	No	Aerovías de México, S.A. de C.V.	INMOBILIARIA PUERTA MAYA SA DE CV CARRETERA VILLAHERMOSA AEROPUERTO	0.00	0.00	0.00	245.65	245.65 USD	Yes
	Date Filed:	1/11/2021								
	Modified Claim	20226		KM 12800 SN RANCHERIA CORONEL TRACONIS DOS MONTES VILLAHERMOSA, TAB, 86280 MEXICO	0.00	0.00	0.00	245.65	245.65 USD	No
5	10028	No	Aerovías de México, S.A. de C.V.	MED-AIR INC 2450 NW 110TH AVE MIAMI, FL 33172	0.00	0.00	0.00	66,558.51	66,558.51 USD	Yes
	Date Filed:	7/20/2020								
	Modified Claim	10028			0.00	0.00	0.00	66,558.51	66,558.51 USD	No
6	82	No	Aerovías de México, S.A. de C.V.	NEW YORK STATE DEPARTMENT OF TAXATION AND FINANCE	0.00	0.00	0.00	50.00	50.00 USD	Yes
	Date Filed:	9/3/2020								
	Modified Claim	82		ATTN BANKRUPTCY SECTION PO BOX 5300 ALBANY, NY 12205-0300	0.00	0.00	0.00	50.00	50.00 USD	No

*Pursuant to ¶ 8(d), n.4 of the Order (I) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and (II) Approving the Form and Manner of Notice Thereof [ECF No. 648] (the “Bar Date Order”), certain Claims that were originally denominated in Mexican pesos have been converted to United States dollars, based upon the conversion rate in place as of June 30, 2020 from Banco de Mexico (Central Bank).

Misclassified Unliquidated Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total(*)	Unliquidated
7	10222	No	Aerovías de México, S.A. de C.V.	SERVICIOS HOTELEROS METROPOLITANOS SA AV JAVIER ROJO GOMEZ LEYES DE REFORMA 3RA SECCION DEL IZTAPALAPA CDMX, 09310 MEXICO	0.00	0.00	0.00	5,892.50	5,892.50 MXN	Yes
	Date Filed:	9/9/2020								
	Modified Claim	10222			0.00	0.00	0.00	255.20	255.20 USD	No
Misclassified Unliquidated Claims Total			Count:	USD	4	0.00	0.00	0.00	70,261.51	70,261.51
				MXN	3	0.00	0.00	0.00	524,029.70	524,029.70

Schedule 4

Duplicate Claims

Duplicate Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
1	10320	No	Grupo Aeromexico, S.A.B. de C.V.	AIRLINE INDUSTRY SETTLEMENT PLAN EV WILHELM-LEUSCHNER-STRASSE 78 FRANKFURT, 60329 GERMANY	0.00	0.00	0.00	839.13	839.13 USD	No
	Date Filed: 12/9/2020									
	Surviving Claim: 13363	No	Aerovías de México, S.A. de C.V.	AISP E V WILHELM-LEUSCHNER-STRASSE 78 FRANKFURT AM MAIN, DE 60329 GERMANY	0.00	0.00	0.00	940.58	940.58 USD	No
	Date Filed: 1/13/2021									
2	10025	No	Aerovías de México, S.A. de C.V.	FARTE SA DE CV EMMA 129 NATIVITAS BENITO JUAREZ, 03500 MÉXICO	0.00	0.00	0.00	26,230.50	26,230.50 MXN	No
	Date Filed: 7/20/2020									
	Surviving Claim: 14124	No	Aerovías de México, S.A. de C.V.	FARTE SA DE CV EMMA 129, COL. NATIVITAS CIUDAD DE MEXICO DF 03500	0.00	0.00	0.00	1,136.05	1,136.05 USD	No
	Date Filed: 1/14/2021									
3	51	No	Aerovías de México, S.A. de C.V.	INNOVINT AIRCRAFT INTERIOR GMBH HOLZMUEHLENSTR 84-86 HAMBURG, 22051 GERMANY	0.00	0.00	0.00	10,598.00	10,598.00 USD	No
	Date Filed: 8/6/2020									
	Surviving Claim: 13674	No	Aerovías de México, S.A. de C.V.	INNOVINT AIRCRAFT INTERIOR GMBH HOLZMÜHLENSTRASSE 84 - 86 HAMBURG 22041, GERMANY	0.00	0.00	0.00	46,934.00	46,934.00 USD	No
	Date Filed: 1/14/2021									
4	52	No	Aerovías de México, S.A. de C.V.	INNOVINT AIRCRAFT INTERIOR GMBH HOLZMUEHLENSTR 84-86 HAMBURG, 22041 GERMANY	0.00	0.00	0.00	36,336.00	36,336.00 USD	No
	Date Filed: 8/6/2020									
	Surviving Claim: 13674	No	Aerovías de México, S.A. de C.V.	INNOVINT AIRCRAFT INTERIOR GMBH HOLZMÜHLENSTRASSE 84 - 86 HAMBURG 22041, GERMANY	0.00	0.00	0.00	46,934.00	46,934.00 USD	No
	Date Filed: 1/14/2021									
Duplicate Claims Total			Count:	USD	4	0.00	0.00	0.00	74,003.63	74,003.63

Schedule 5

Foreign Currency Claim

Foreign Currency Claim

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
1	10011	No	Aerovías de México, S.A. de C.V.	HOLIDAY INN LONDON KENSINGTON HIGH ST WRIGHTS LN LONDON W8 5SP	0.00	0.00	0.00	33,053.78	33,053.78 GBP	Yes
	Date Filed:	7/16/2020								
	Modified Claim	10011			0.00	0.00	0.00	41,725.77	41,725.77 USD	Yes
			Foreign Currency Claims Total	Count:	GBP	1	0.00	0.00	0.00	33,053.78

Exhibit 2 to Objection

Sánchez Declaration

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

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**DECLARATION OF RICARDO JAVIER SÁNCHEZ BAKER IN SUPPORT OF THE
DEBTORS' THIRTY-FIRST OMNIBUS CLAIMS OBJECTION TO PROOFS OF
CLAIM (NO LIABILITY, WRONG DEBTOR, MISCLASSIFIED UNLIQUIDATED,
DUPLICATE, AND/OR FOREIGN CURRENCY CLAIMS)**

I, Ricardo Javier Sánchez Baker, hereby declare that the following is true to the best of my knowledge, information and belief:

Background

1. I am the Chief Financial Officer of Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”), and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**,” the Debtors collectively with their direct and indirect non-Debtor subsidiaries, the “**Company**”). I have held several other positions at the Company since 2006, including serving as advisor to the Chief Executive Officer and Director of Revenue Management. I have been the chairman of the board of directors of the SABRE Corporation, a member of the SEAT Technical Committee, and a member of the Aeromexpress, CECAM, and PLM boards of directors. I have held various positions within the Federal Public Administration (*Administración Pública Federal*), including deputy director general of public debt for the Ministry of Finance and Public Credit in 2003 and 2005. I hold a bachelor’s degree in economics from the Universidad

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.

Iberoamericana, a diploma in finance from Instituto Tecnológico Autónomo de México, and master's and doctorate degrees in economics from the University of California, Los Angeles. I am familiar with the day-to-day operations, business, and financial affairs of the Debtors.

2. I submitted the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [ECF No. 20] (the “**Sánchez First Day Declaration**”). I make this declaration (the “**Declaration**”) in support of the *Debtors' Thirty-First Omnibus Claims Objection to Proofs of Claim (No Liability, Wrong Debtor, Misclassified Unliquidated, Duplicate, and/or Foreign Currency Claims)* (the “**Objection**”). I have reviewed the Objection or have otherwise had its contents explained to me, and the Objection is, to the best of my knowledge, accurate.

3. Except as otherwise indicated, all facts set forth in the Objection and this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by employees working under my supervision, or my opinion based upon experience, knowledge, and information concerning the operations of the Debtors and the aviation industry as a whole. If I were called upon to testify, I could and would testify to each of the facts set forth herein.

4. I am generally familiar with the Debtors' day-to-day operations, financing arrangements, business affairs, and Books and Records² that reflect, among other things, the Debtors' liabilities, and the amount thereof owed to their creditors as of the Petition Date. I have read the Objection and corresponding Proposed Order, each filed contemporaneously herewith.

5. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. In evaluating the Claims, the Debtors and other reviewing parties have reviewed the Debtors' Books and Records, the relevant Proofs of Claim, as well as the supporting

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

documentation provided by the claimants, and determined that the: (i) No Liability Claims; (ii) Wrong Debtor Claims; (iii) Misclassified Unliquidated Claims; (iv) Duplicate Claims; and/or (v) Foreign Currency Claim should be disallowed, expunged, modified, reclassified, or otherwise treated as set forth in the Objection and Proposed Order, and I concur with this determination.

No Liability Claims

6. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register, the Books and Records, and each No Liability Claim, the Debtors have determined that such Claims seek to recover amounts for which the Debtors are not liable. If the No Liability Claims are not disallowed and expunged, the claimants identified on Schedule 1 may improperly receive recoveries on account of the Claim at the expense of the Debtors and other creditors. Accordingly, I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the No Liability Claims as set forth therein and in the Objection.

Wrong Debtor Claims

7. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register, the Books and Records, and each Wrong Debtor Claim, the Debtors have determined that each Wrong Debtor Claim has been filed against an incorrect Debtor. If the Wrong Debtor Claims are not modified, the claimants identified on Schedule 2 may improperly receive recoveries on a Claim against the incorrect Debtor. Accordingly, I believe it is proper for the Court to enter the Proposed Order modifying the Wrong Debtor Claims as set forth therein and in the Objection.

Misclassified Unliquidated Claims

8. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register, the Books and Records, and each Misclassified Unliquidated Claim, the

Debtors have determined that such Claims incorrectly indicate that all or a portion thereof are unliquidated. If the Misclassified Unliquidated Claims are not modified, the claimants identified on Schedule 3 may improperly receive recoveries on account of the Claim at the expense of the Debtors and other creditors. Accordingly, I believe it is proper for the Court to enter the Proposed Order modifying the Misclassified Unliquidated Claims as set forth therein and in the Objection.

Duplicate Claims

9. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register, the Books and Records, and each Duplicate Claim, the Debtors have determined that the Duplicate Claims set forth on Schedule 4 are duplicative of other Claims filed by or on behalf of the same claimant relating to the same purported liability.

10. Furthermore, for each Duplicate Claim, the Debtors have identified a Surviving Claim that asserts the same liability and is identified on Schedule 4 in the applicable row labeled "Surviving Claim."

11. If the Duplicate Claims identified on Schedule 4 are not disallowed, the claimants identified therein may obtain double recovery from the same alleged liability, at the expense of the Debtors and other creditors. Accordingly, I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Duplicate Claims as set forth therein and in the Objection.

Foreign Currency Claim

12. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register and the Foreign Currency Claim, the Debtors have determined that the Foreign Currency Claim has been asserted in a currency other than United States dollars or Mexican pesos. If the Foreign Currency Claim identified on Schedule 5 is not converted to United States dollars, the Claims Register will not reflect the proper amounts for such Claim. Accordingly, I

believe it is proper for the Court to enter the Proposed Order modifying the Foreign Currency Claim as set forth therein and in the Objection.

Conclusion

13. I am authorized to submit this Declaration on behalf of the Debtors. In my opinion, and for the reasons set forth in this Declaration and in the Objection, (a) modifying and/or reclassifying the Wrong Debtor, Misclassified Unliquidated, and Foreign Currency Claims and (b) disallowing and/or expunging the No Liability and Duplicate Claims, is in the best interest of the Debtors' estates.

14. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed: December 30, 2021

By: /s/ Ricardo Javier Sánchez Baker
Ricardo Javier Sánchez Baker
Chief Financial Officer

Exhibit B

Omnibus Claims Hearing Procedures

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

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

COURT-ORDERED OMNIBUS CLAIMS HEARING PROCEDURES

The Omnibus Claims Hearing Procedures (the “**Omnibus Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) to apply to the chapter 11 cases of Grupo Aeroméxico, S.A.B. de C.V. and its affiliated debtors.

Omnibus Claims Hearing Procedures

47. Pursuant to the Order Establishing Certain Notice, Case Management, and Administrative Procedures, entered on July 8, 2020 [ECF No. 79] (the “**Case Management Order**”), the Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Court.

48. The Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is

¹ The Debtors in these cases, along with the last four digits of 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 Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Omnibus Claims Hearing Procedures.

properly filed and served or pursuant to a certificate of no objection in accordance with the Case Management Order.

49. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, an “**Omnibus Claims Hearing**”) to be scheduled by the Debtors, in their discretion, as set forth herein.

50. The Debtors shall schedule an Omnibus Claims Hearing for a Contested Claim as follows:

- A. For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors that can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the claimant with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Omnibus Claims Hearing Procedures. The legal standard of review that will be applied by the Court at a Sufficiency Hearing will be equivalent to the standard applied by the Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
- B. For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their discretion, serve upon the relevant claimant, by email or overnight delivery, with a copy to the Official Committee of Unsecured Creditors, Apollo Management Holdings, L.P., and the Ad Hoc Group of Senior Noteholders,³ and file with the Court, a notice substantially in the form attached to the Claims Objections Procedures Order as **Exhibit 2** (a “**Notice of Merits Hearing**”) at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in a scheduling order issued by the Court in connection therewith.

51. Discovery with respect to a Contested Claim will not be permitted until either (a) the Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012 or (b) the Debtors have served on the relevant claimant a Notice of Merits Hearing with respect to the Contested Claim.

³ As identified in the *Verified Statement of the Ad Hoc Group of Senior Noteholders Pursuant to Bankruptcy Rule 2019* [ECF No. 390].

52. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m., prevailing Eastern Time, on the day that is two (2) calendar days prior to the date of the applicable hearing (which may fall on a Saturday, Sunday, or legal holiday notwithstanding Bankruptcy Rule 9006 or equivalent provisions).

53. The Debtors, in their discretion, are authorized to adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the claimants.