

Objection Deadline: January 21, 2022

MORRISON & FOERSTER LLP

Juan Manuel Delgado
600 Brickell Avenue
Suite 1560
Miami, Florida 33131
Telephone: (786) 472-6464
Facsimile: (786) 228-4869
Email: jdelgado@mofoc.com

MORRISON & FOERSTER LLP

Benjamin W. Butterfield
Katherine E. Richardson Arnould
250 West 55th Street
New York, NY 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Email: bbutterfield@mofoc.com
krichardson@mofoc.com

*Special Counsel to the Official Committee
of Unsecured Creditors*

**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)

**SIXTEENTH MONTHLY FEE STATEMENT OF MORRISON & FOERSTER LLP AS
SPECIAL COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD FROM
NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

Name of Applicant:	Morrison & Foerster LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	September 25, 2020 <i>nunc pro tunc</i> to July 15, 2020 [Docket No. 473]
Period for which Compensation and Reimbursement is Sought:	November 1, 2021 through November 30, 2021

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.

Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$26,490.00 (80% = \$21,192.00)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$239.14
Total Compensation and Expenses to be Paid Under Interim Compensation Order:	\$21,431.14

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

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

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of December 1, 2013 (the “U.S. Trustee Guidelines”), the *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 15, 2020*, dated September 25, 2020 [Docket No. 473] (the “Retention Order”), and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated September 8, 2020 [Docket No. 360] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster” or the “Firm”), special counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for services rendered and expenses incurred for the period from November 1, 2021 through and including November 30, 2021 (the “Fee Period”). By this Monthly Fee Statement, Morrison & Foerster seeks (a) compensation in the amount of \$26,490.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$5,298.00, for a total fee request of \$21,192.00,³ and (b) reimbursement of \$239.14 for the actual and necessary expenses incurred by Morrison & Foerster during the Fee Period.

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

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Morrison & Foerster's attorneys and paraprofessionals during the Fee Period with respect to each of the project categories established by Morrison & Foerster in accordance with its internal billing procedures.
 - **Exhibit B** is a schedule providing certain information regarding the Morrison & Foerster attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of Morrison & Foerster have expended a total of 26.4 hours and incurred \$26,490.00 in fees in connection with these chapter 11 cases during the Fee Period. The blended hourly billing rates of attorneys and paraprofessionals for all services provided during the Fee Period are \$1,083.69 and \$400.00, respectively.⁴
 - **Exhibit C** is a schedule setting forth the reimbursements sought with respect to each category of expenses for which Morrison & Foerster is seeking reimbursement in this Monthly Fee Statement. The total amount of the expenses which Morrison & Foerster incurred or disbursed in connection with providing professional services to the Committee during the Fee Period is \$239.14.
 - **Exhibit D** consists of Morrison & Foerster's time detail and records of fees and expenses incurred during the Fee Period. The time records are organized by project category and provide detailed daily entries describing the time spent by each attorney and paraprofessional.

Representations

2. Although every effort has been made to include all fees and expenses incurred by Morrison & Foerster attorneys and paraprofessionals during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused in connection with accounting and processing of such time and expenses. Accordingly, Morrison

⁴ The blended hourly billing rates for attorneys and paraprofessionals are both derived by dividing the total fees by the total hours.

& Foerster reserves the right to make further application to this Court for allowance of such fees and expenses incurred during the Fee Period, but not included herein.

Notice and Objection Procedures

3. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement will be served upon the following parties (collectively, the “Fee Notice Parties”): (i) Grupo Aeroméxico, S.A.B. de C.V., Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500, Attn.: Daniel Martinez Martinez and Patricia Bobadilla, Email: dmartinezm@aeromexico.com, mbobadilla@aeromexico.com; (ii) counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Timothy Graulich and Stephen Piraino, Email: timothy.graulich@davispolk.com, stephen.piraino@davispolk.com; (iii) counsel to the Committee, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019, Attn: Brett Miller, Todd Goren, Craig Damast and Debra Sinclair, Email: bmiller@willkie.com, tgoren@willkie.com, cdamast@willkie.com, dsinclair@willkie.com; (iv) the Office of the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn.: Andrea Beth Schwartz, Email: andrea.b.schwartz@usdoj.gov; (v) counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, Attn.: Richard J. Cooper, Luke A. Barefoot, Thomas S. Kessler, Email: rcooper@cgsh.com, lbarefoot@cgsh.com, tkessler@cgsh.com; and (vi) anyone else the Court may designate. Morrison & Foerster submits that, in light of the nature of the relief requested, no other or further notice need be given.

4. Objections to the Monthly Fee Statement, if any, must be filed and served upon Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019 (Juan Delgado; Email: jdelgado@mof.com; Benjamin Butterfield; Email: bbutterfield@mof.com; Katherine Richardson Arnould; Email: krichardson@mof.com), by no later than **January 21, 2022** (the

“Objection Deadline”). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amount of fees or expenses at issue.

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

WHEREFORE, Morrison & Foerster respectfully requests that allowance be made for compensation in the amount of \$26,490.00 for the actual, reasonable and necessary legal services rendered to the Committee during the Fee Period, less a twenty percent (20%) holdback in the amount of \$5,298.00, for a total fee request of \$21,192.00, together with reimbursement of expenses in the amount of \$239.14, and further requests such other and further relief as this Court deems necessary and just.

Dated: January 7, 2022
New York, New York

MORRISON & FOERSTER LLP

/s/ Benjamin W. Butterfield

Benjamin W. Butterfield
Katherine E. Richardson Arnould
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Email: bbutterfield@mofocom
krichardson@mofocom

Juan Delgado
600 Brickell Avenue
Suite 1560
Miami, Florida 33131
Telephone: (786) 472-6464
Facsimile: (786) 228-4869
Email: jdelgado@mofocom

*Special Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A

Statement of Fees and Expenses by Project Category

Project Category Number	Matter Description	Total Hours Billed	Total Fees Requested
007	Case Administration	9.70	\$9,730.00
011	Employment and Fee Applications	2.70	\$1,777.50
015	Meetings and Communications with Creditors	5.10	\$5,865.00
017	Plan and Disclosure Statement	2.20	\$2,530.00
024	Hearings	6.70	\$6,587.50
Total Requested:		26.40	\$26,490.00

Exhibit B

Attorney and Paraprofessional Information

Name	Position with the Applicant	Year Admitted or No. of Years with Firm	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel						
Delgado, Juan Manuel	Partner	2006	Corporate	\$1,150.00	17.90	\$20,585.00
Butterfield, Benjamin	Of counsel	2014	Business Restructuring & Insolvency Group ¹	\$975.00	2.40	\$2,340.00
Associates and Attorneys						
Richardson, Katherine	Associate	2019	BRIG	\$775.00	3.00	\$2,325.00
Paraprofessionals²						
Guido, Laura	Senior Paralegal	14 years	BRIG	\$400.00	3.10	\$1,240.00
Total Requested:³					26.4	\$26,490.00

¹ Hereinafter referred to as “BRIG”.

² By agreement with the U.S. Trustee, Morrison & Foerster has capped the hourly rate of its paralegals in these cases at \$400.

³ The blended rate for attorneys is \$1,083.69 per hour. The blended rate for paraprofessionals is \$400.00 per hour.

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
Messenger Service	\$29.14
Miscellaneous Disbursement - COURTSOLUTIONS LLC	\$210.00
Total Requested:	\$239.14

Exhibit D

MORRISON | FOERSTER

PO BOX 742335
LOS ANGELES
CALIFORNIA 90074-2335

TELEPHONE: 415 268 7000
FACSIMILE: 415 268 7522

WWW.MOFO.COM

MORRISON & FOERSTER LLP
BEIJING, BERLIN, BOSTON, BRUSSELS,
DENVER, HONG KONG, LONDON,
LOS ANGELES, NEW YORK, PALO ALTO,
SAN DIEGO, SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO, WASHINGTON, D.C.

AEROVIAS DE MEXICO SOCIEDAD ANONIMA DE CAPITAL VARIABLE

Tax ID: [REDACTED]

Paseo de la reforma #243 piso 25
col. Cuauhtémoc, CP: 06500
Alcaldía Cuauhtémoc
CDMX

Taxpayer ID # [REDACTED]
Invoice Number: 6076537
Invoice Date: January 7, 2022

Client/Matter Number: 021093-0000001

Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

RE: BANKRUPTCY OF GRUPO AEROMEXICO

For Professional Services Rendered and Disbursements Incurred through November 30, 2021

	<u>U.S.Dollars</u>
Current Fees	26,490.00
Current Disbursements	239.14
Total This Invoice	26,729.14

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]



Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Time Detail

Date	Services	Timekeeper	Hours	Value
Case Administration				
02-Nov-21	Prepare for (.4) and participate on (.9) weekly call with Debtors' advisors regarding case status; prepare for (.4) and participate on (.7) weekly Committee call regarding same; correspond with Committee advisors regarding same (.6).	Delgado, Juan Manuel	3.00	3,450.00
04-Nov-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.8).	Guido, Laura	0.90	360.00
09-Nov-21	Participate on weekly call with Committee advisors regarding case update (.6); participate on weekly update call with Debtors' Mexican counsel regarding same (.5).	Delgado, Juan Manuel	1.10	1,265.00
11-Nov-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.2).	Guido, Laura	0.30	120.00
16-Nov-21	Participate on weekly update call with Committee's Mexican counsel regarding case status (.5); prepare for (.2) and participate on (.4) weekly call with Debtors' advisors regarding case update; correspond with Committee advisors regarding same (.7); participate on weekly call with Debtors' Mexican counsel regarding case update and status (.4).	Delgado, Juan Manuel	2.20	2,530.00
18-Nov-21	Circulate notice of ECF filings to internal working group (.1); update case calendar (.6).	Guido, Laura	0.70	280.00
30-Nov-21	Prepare for (.7) and participate on (.8) weekly call with Committee advisors regarding case update and status.	Delgado, Juan Manuel	1.50	1,725.00
Total: 007	Case Administration		9.70	9,730.00
Employment and Fee Applications				
01-Nov-21	Correspond with U.S. Trustee and internal working group regarding MoFo's fourth interim fee application.	Richardson Arnould, Ka	0.20	155.00
02-Nov-21	Compile additional interim fee application materials for U.S. Trustee in connection with third and fourth interim fee applications (.5); correspond with internal working group regarding same (.5).	Guido, Laura	1.00	400.00
02-Nov-21	Correspond with internal working group regarding U.S. Trustee's data requests in connection with MoFo's third and fourth interim fee applications.	Richardson Arnould, Ka	0.30	232.50
16-Nov-21	Correspond with M. Healy (FTI) regarding September fee statement.	Richardson Arnould, Ka	0.10	77.50

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Date	Services	Timekeeper	Hours	Value
17-Nov-21	Analyze revised omnibus fee order approving professional fees in connection with interim fee applications.	Butterfield, Benjamin	0.30	292.50
18-Nov-21	Review proposed omnibus order approving professional fees in connection with third and fourth interim fee applications (.5); correspond with E. Jerrard (Davis Polk) regarding same (.2); call with same regarding same (.1).	Richardson Arnould, Ka	0.80	620.00
Total: 011	Employment and Fee Applications		2.70	1,777.50
Meetings and Communications with Creditors				
01-Nov-21	Prepare for (.2) and attend (.6) weekly Committee meeting regarding case update.	Delgado, Juan Manuel	0.80	920.00
04-Nov-21	Prepare for (.5) and attend (.9) Committee meeting regarding case update.	Delgado, Juan Manuel	1.40	1,610.00
15-Nov-21	Prepare for (.4) and participate on (.8) weekly Committee call regarding case update.	Delgado, Juan Manuel	1.20	1,380.00
17-Nov-21	Prepare for (.1) and participate on (.4) weekly Committee call regarding case status.	Delgado, Juan Manuel	0.50	575.00
24-Nov-21	Prepare for (.4) and participate on (.8) weekly Committee call regarding case status.	Delgado, Juan Manuel	1.20	1,380.00
Total: 015	Meetings and Communications with Creditors		5.10	5,865.00
Plan and Disclosure Statement				
01-Nov-21	Review correspondence from Committee advisors regarding competing plan proposals.	Delgado, Juan Manuel	0.30	345.00
02-Nov-21	Review correspondence from Ad Hoc Group of Noteholders regarding competing plan proposals.	Delgado, Juan Manuel	0.50	575.00
11-Nov-21	Prepare for (.3) and participate on (.6) call with Debtors' Mexican counsel regarding Mexican shareholder requirements and latest plan term sheet; call with Committee advisors regarding same (.5).	Delgado, Juan Manuel	1.40	1,610.00
Total: 017	Plan and Disclosure Statement		2.20	2,530.00
Hearings				
01-Nov-21	Review notice of adjournment of disclosure statement hearing.	Richardson Arnould, Ka	0.10	77.50
03-Nov-21	Review notice of cancellation of November 4 hearing.	Richardson Arnould, Ka	0.10	77.50
04-Nov-21	Call with J. Delgado regarding status conference regarding competing plan proposals.	Butterfield, Benjamin	0.60	585.00
04-Nov-21	Attend status conference regarding competing plan proposals (.8); call with B. Butterfield regarding same (.6).	Delgado, Juan Manuel	1.40	1,610.00

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Date	Services	Timekeeper	Hours	Value
10-Nov-21	Correspond with internal working group regarding upcoming November 16 hearing on professional fee applications.	Richardson Arnould, Ka	0.30	232.50
15-Nov-21	Coordinate November 16 telephonic hearing appearances and update materials for same.	Guido, Laura	0.20	80.00
15-Nov-21	Correspond with internal working group regarding November 16 hearing on professional fee applications.	Richardson Arnould, Ka	0.20	155.00
16-Nov-21	Prepare for (.8) and attend (.5) interim fee application hearing; call with J. Delgado regarding same (.2).	Butterfield, Benjamin	1.50	1,462.50
16-Nov-21	Prepare for (.7) and attend (.5) interim fee application hearing; call with B. Butterfield regarding same (.2).	Delgado, Juan Manuel	1.40	1,610.00
16-Nov-21	Review amended agenda and prepare for fee hearing (.2); attend interim fee hearing (.5); correspond with B. Butterfield regarding same (.2).	Richardson Arnould, Ka	0.90	697.50
Total: 024	Hearings		6.70	6,587.50
			Current Fees	26,490.00

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
20018	Butterfield, Benjamin	975.00	2.40	2,340.00
23905	Delgado, Juan Manuel	1,150.00	17.90	20,585.00
21823	Richardson Arnould, Ka	775.00	3.00	2,325.00
13849	Guido, Laura	400.00	3.10	1,240.00
	TOTAL		26.40	26,490.00

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Task Code Summary

Task Code	Description	Hours	Value
007	Case Administration	9.70	9,730.00
011	Employment and Fee Applications	2.70	1,777.50
015	Meetings and Communications with Creditors	5.10	5,865.00
017	Plan and Disclosure Statement	2.20	2,530.00
024	Hearings	6.70	6,587.50
	TOTAL	26.40	26,490.00

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Disbursement Detail

Date	Description	Value
01-Nov-21	Messenger Service Order #: W1723811 From: 250 WEST 55TH STREET,NEW YORK,NY To: 120 EAST 87TH STREET ,NEW YORK,NY	14.57
03-Nov-21	Messenger Service Order #: W1723981 From: 250 WEST 55TH STREET,NEW YORK,NY To: 155 E. 38TH STREET,NEW YORK,NY	14.57
16-Nov-21	Miscellaneous, COURTSOLUTIONS LLC, 11/16/2021 telephonic hearing appearance	70.00
16-Nov-21	Miscellaneous, COURTSOLUTIONS LLC, 11/16/2021 telephonic hearing appearance	70.00
16-Nov-21	Miscellaneous, COURTSOLUTIONS LLC, 11/16/2021 telephonic hearing appearance	70.00
Current Disbursements		<u>239.14</u>

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	26,490.00
Total Disbursements	239.14
Total Amount Due	<hr/> 26,729.14 <hr/>

MORRISON | FOERSTER

Matter Number: 021093-0000001
Matter Name: BANKRUPTCY OF GRUPO AEROMEXICO

Invoice Number: 6076537
Invoice Date: January 7, 2022

For your convenience, we have listed below previous invoices on this matter that remain outstanding at this time according to our records. If you have already submitted payment, we appreciate your promptness. Should you note any discrepancies or if we can provide additional assistance, please call our Client Accounting team at (415) 268-6446 or (866) 314-5320.

Date	Invoice Number	Currency	Original Invoice Amount	Payments Applied	Amount Outstanding
08-Dec-21	6068594	USD	47,109.10	0.00	47,109.10