

**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 JANE SULLIVAN ON BEHALF OF
EPIQ CORPORATE RESTRUCTURING, LLC REGARDING VOTING
AND TABULATION OF BALLOTS CAST ON THE DEBTORS' JOINT PLAN
OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jane Sullivan, declare, under penalty of perjury:

1. I am Executive Vice President of Epiq Corporate Restructuring, LLC (“Epiq”) located at 777 Third Avenue, 12th Floor, New York, New York 10017. I am over the age of 18 years. I do not have a direct interest in these chapter 11 cases and should be considered an impartial party.

2. I submit this Declaration with respect to the *Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code*, dated December 10, 2021 [ECF No. 2293] (as amended, supplemented, or modified from time to time, the “**Plan**”).² Except as otherwise indicated herein, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. I am authorized to submit this Declaration on behalf of Epiq. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

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.; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; 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 set forth in the Plan and the Disclosure Statement Order (as defined below).

3. In accordance with (i) the *Order Authorizing Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Agent Nunc Pro Tunc to the Commencement Date*, dated November 10, 2020 [ECF No. 626] and (ii) the *Order Approving the (I) Shortened Notice and Objection Periods for Debtors Disclosure Statement Motion, (II) Adequacy of Information in the Disclosure Statement, (III) Solicitation and Voting Procedures, (IV) Forms of Ballots, Notices and Notice Procedures in Connection Therewith and (V) Certain Dates with Respect Thereto*, dated December 10, 2021 [ECF No. 2292] (the “**Disclosure Statement Order**”), Epiq was appointed and authorized to assist the Debtors with, *inter alia*, soliciting, receiving, reviewing, determining the validity of, and tabulating Ballots cast on the Plan by holders of Claims in Voting Classes (as defined below).

4. Pursuant to the Plan, the following Classes (collectively, the “**Voting Classes**”) were entitled to vote to accept or reject the Plan.

<u>Class</u>	<u>Description</u>
Class 3(a)	Aerovías and Grupo Aeroméxico Recourse Claims
Class 3(b)	General Unsecured Claims against Grupo Aeroméxico
Class 3(c)	General Unsecured Claims against Aerovías
Class 3(d)	General Unsecured Claims against Aeroméxico Connect
Class 3(e)	General Unsecured Claims against Aeroméxico Cargo
Class 4(b)	Unsecured Convenience Class Claims against Aerovías
Class 4(c)	Unsecured Convenience Class Claims against Aeroméxico Connect
Class 4(d)	Unsecured Convenience Class Claims against Aeroméxico Cargo

5. As specified in the Disclosure Statement Order, November 30, 2021 was established as the record date for determining the holders of Claims in the Voting Classes who would be entitled to vote on the Plan (the “**Voting Record Date**”).

6. The procedures for the solicitation and tabulation of votes on the Plan are outlined in the Disclosure Statement Order. In accordance with the Disclosure Statement Order, Epiq solicited, reviewed, determined the validity of, and tabulated Ballots submitted by holders of Claims in the Voting Classes as of the Voting Record Date. Epiq’s *Affidavit of Service of Solicitation Materials* was filed with this Court on January 7, 2022 [ECF No. 2435].

7. All Ballots received by Epiq were date-stamped upon receipt and were processed in accordance with the procedures set forth in the Disclosure Statement Order.

8. For a Ballot to be counted as valid, the Ballot must have been properly completed in accordance with the procedures set forth in the Disclosure Statement Order and executed by the relevant holder, or such holder’s authorized representative, and must have been received by Epiq no later than 4:00 p.m. (prevailing Eastern Time) on January 7, 2022 (the “**Voting Deadline**”).

9. All validly executed Ballots cast by holders of Claims in the Voting Classes received by Epiq on or before the Voting Deadline were tabulated as outlined in the Disclosure Statement Order. I declare that the results of the tabulation of votes cast by holders of Claims in the Voting Classes are as set forth in **Exhibit A** hereto, which is a true and correct copy of the final tabulation of votes cast by timely and properly executed Ballots received by Epiq.

10. A report of all votes received but not included in the tabulation prepared by Epiq, and the reasons for such exclusion, is attached as **Exhibit B** hereto.

[Remainder of page intentionally left blank.]

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

DATED: January 11, 2022
New York, New York

/s/ Jane Sullivan

Jane Sullivan
Executive Vice President
Epiq Corporate Restructuring, LLC

EXHIBIT A

EXHIBIT A

Tabulation Summary

VOTING CLASS	ACCEPT		REJECT		Class Voting Result
	AMOUNT (%)	NUMBER (%)	AMOUNT (%)	NUMBER (%)	
Class 3(a) AEROVÍAS AND GRUPO AEROMÉXICO RECOURSE CLAIMS	\$603,814,000.00 (98.86%)	96 (98.97%)	\$6,965,000.00 (1.14%)	1 (1.03%)	Accepts
Class 3(b) GENERAL UNSECURED CLAIMS AGAINST GRUPO AEROMÉXICO	\$61,605,856.04 (100.00%)	22 (100.00%)	\$0.00 (0.00%)	0 (0.00%)	Accepts
Class 3(c) GENERAL UNSECURED CLAIMS AGAINST AEROVÍAS	\$1,425,790,789.80 (83.65%)	93 (80.87%)	\$278,727,562.66 (16.35%)	22 (19.13%)	Accepts
Class 3(d) GENERAL UNSECURED CLAIMS AGAINST AEROMÉXICO CONNECT	\$204,334,789.83 (67.75%)	20 (62.50%)	\$97,248,263.67 (32.25%)	12 (37.5%)	Accepts
Class 3(e) GENERAL UNSECURED CLAIMS AGAINST AEROMÉXICO CARGO	\$0.00 (0.00%)	0 (0.00%)	\$1,110,000.00 (100.00%)	3 (100.00%)	Rejects ¹
Class 4(b) UNSECURED CONVENIENCE CLASS CLAIMS AGAINST AEROVÍAS	\$6,445,938.53 (87.18%)	105 (86.07%)	\$947,861.84 (12.82%)	17 (13.93%)	Accepts
Class 4(c) UNSECURED CONVENIENCE CLASS CLAIMS AGAINST AEROMÉXICO CONNECT	\$933,939.40 (86.22%)	29 (85.29%)	\$149,288.40 (13.78%)	5 (14.71%)	Accepts
Class 4(d) UNSECURED CONVENIENCE CLASS CLAIMS AGAINST AEROMÉXICO CARGO	\$74,022.93 (80.04%)	5 (83.33%)	\$18,457.59 (19.96%)	1 (16.67%)	Accepts

¹ Epiq understands that the voting result in Class 3(e) is subject to the Debtors' Motion to Enforce the Court's Order Authorizing Entry Into New Agreements Establishing New Labor Conditions with ASPA, ASSA, STIA, and Independencia [ECF No. 2356].

EXHIBIT B

EXHIBIT B

Votes Not Included in Tabulation

Plan Class	Claim Name	Voting Amount	Vote	Reason for Exclusion
4B	B/E AEROSPACE UK LIMITED	\$196,000.00	ACCEPT	CLAIM SUBJECT TO A PENDING DISALLOW OBJECTION
3D	BEAUTECH POWER SYSTEMS LLC	\$932,364.78	ACCEPT	CLAIM WITHDRAWN PER SETTLEMENT AGREEMENT MOTION
4B	CHROMA SYSTEMS SOLUTIONS INC	\$2,203.72		NO VOTE: BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR TO REJECT THE PLAN
4D	CONTRERAS CARO SILVA IMELDA LUCIANA	\$2,389.14	ACCEPT	BALLOT SUBMITTED BY EMAIL
4B	COURTYARD MANAGEMENT CORP, AS MANAGER	\$3,423.68		NO VOTE: BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR TO REJECT THE PLAN
3C	ENTSERV ENTERPRISE SERV MEXICO SDERLDECV	\$3,011,628.60	ACCEPT	CLAIM SUBJECT TO A PENDING DISALLOW OBJECTION
4B	GUZMAN, LOBSANG MATA	\$25,560.99	ACCEPT	CLAIM SUBJECT TO A PENDING DISALLOW OBJECTION
4C	GUZMAN, LOBSANG MATA	\$23,096.41	ACCEPT	CLAIM SUBJECT TO A PENDING DISALLOW OBJECTION
4B	LUXURY HOTELS INTL OF CANADA ULC	\$39,482.00		NO VOTE: BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR TO REJECT THE PLAN
4B	MARRIOTT HOTEL SERVICES INC	\$122,103.59		NO VOTE: BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR TO REJECT THE PLAN
4B	MARRIOTT HOTEL SERVICES INC, AS MANAGER	\$40,369.06		NO VOTE: BALLOT DID NOT INDICATE A VOTE TO ACCEPT OR TO REJECT THE PLAN
4B	MERINO AEROSPACE FINANCE 36707 LIMITED	\$52,296.45	ACCEPT	CLAIM WITHDRAWN PER SETTLEMENT AGREEMENT MOTION