

Objection Deadline: January 31, 2022

Brett H. Miller
Todd M. Goren
Craig A. Damast
Debra M. Sinclair
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
bmiller@willkie.com
tgoren@willkie.com
cdamast@willkie.com
dsinclair@willkie.com

Counsel to the Official Committee of Unsecured Creditors

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

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

**SEVENTH MONTHLY FEE STATEMENT
OF WILLKIE FARR & GALLAGHER LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

Name of Applicant:	Willkie Farr & Gallagher LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors (the “Committee”)
Date of Retention:	June 29, 2021 <i>nunc pro tunc</i> to May 1, 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.

Period for which Compensation and Reimbursement is Sought:	November 1, 2021 through November 30, 2021 (the " <u>Fee Period</u> ")
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$1,365,765.00 (80% = \$1,092,612.00)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$22,436.86
Total Compensation and Expenses for which Interim Allowance is Sought:	\$1,388,201.86
Total Compensation and Expenses to be Paid Under Interim Compensation Order:	\$1,115,048.86

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 Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the *Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to May 1, 2021*, dated June 29, 2021 [Docket No. 1367] 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”), Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this seventh monthly fee statement (the “Monthly Fee Statement”).³ By this Monthly Fee Statement, Willkie seeks (a) compensation in the amount of \$1,365,765.00 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 \$273,153.00, for a total fee request of \$1,092,612.00; and (b) reimbursement of reasonable expenses incurred by Willkie during the Fee Period in the amount of \$22,436.86.

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 Willkie’s attorneys and paraprofessionals during the

³ The period from November 1, 2021 through and including November 30, 2021 is referred to herein as the “Fee Period.”

Fee Period with respect to each of the subject matter categories established by Willkie in accordance with its internal billing procedures.

- **Exhibit B** is a schedule providing certain information regarding Willkie's attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals have expended a total of 1,135.9 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of Willkie's time detail and records of fees and expenses incurred during the Fee Period.

Representations

2. Although every effort has been made to include all fees and expenses incurred by Willkie's 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, Willkie 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) the Debtors, c/o 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 (dmartinezm@aeromexico.com) and Patricia Bobadilla (mbobadilla@aeromexico.com)); (ii) counsel for the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Timothy Graulich (timothy.graulich@davispolk.com) and Stephen Piraino

(stephen.piraino@davispolk.com)); (iii) the U.S. Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Andrea B. Schwartz (andrea.b.schwartz@usdoj.gov)); (iv) counsel to the DIP Lender, Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, New York 10006 (Attn: Richard J. Cooper (rcooper@cgsh.com), Luke A. Barefoot (lbarefoot@cgsh.com) and Thomas S. Kessler (tkessler@cgsh.com)); and (v) counsel for any other statutory committees appointed in these Chapter 11 Cases. The Firm 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 Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Brett H. Miller, Esq. and Todd Goren, Esq.; Email: BMiller@willkie.com; TGoren@willkie.com) no later than January 31, 2022 (the “Objection Deadline”). Objections to this Monthly Fee Statement, if any, must set forth the nature of the objection and the specific amounts 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 the Firm 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, Willkie respectfully requests that allowance be made for compensation in the amount of \$1,365,765.00 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 \$273,153.00 for a total fee request of \$1,096,612.00, together with reimbursement of expenses in the amount of \$22,436.86, and further requests such other and further relief as the Court deems just and proper.

Dated: January 14, 2022
New York, New York

WILLKIE FARR & GALLAGHER LLP

By: /s/ Brett H. Miller
Brett H. Miller
Todd M. Goren
Craig A. Damast
Debra M. Sinclair
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111
bmiller@willkie.com
tgoren@willkie.com
cdamast@willkie.com
dsinclair@willkie.com

*Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A

Statement of Fees by Subject Matter

Matter	Total Hours Billed	Total Fees Requested
Asset Analysis and Recovery (PC001)	0.0	\$0.00
Asset Disposition (PC002)	0.0	\$0.00
Assumption and Rejection of Leases (PC003)	19.7	\$25,582.00
Budgeting (Case) (PC005)	0.0	\$0.00
Business Operations (PC006)	3.6	\$5,456.50
Case Administration (PC007)	37.9	\$37,857.50
Claims Administration & Objections (PC008)	68.3	\$71,109.00
Corporate Governance & Board Matters (PC009)	0.0	\$0.00
Employee Benefits & Pensions (PC010)	0.0	\$0.00
Employment & Fee Applications (PC011)	9.7	\$10,312.00
Financing & Cash Collateral (PC013)	23.6	\$32,240.00
Other Litigation (PC014)	0.0	\$0.00
Meetings and Communications with Committee (PC015)	97.3	\$128,714.00
Plan & Disclosure Statement (PC017)	679.1	\$830,568.50
Relief from Automatic Stay and Adequate Protection (PC019)	0.0	\$0.00
Reporting (PC020)	0.2	\$227.00
Tax (PC021)	0.0	\$0.00
Valuation (PC022)	0.0	\$0.00
Discovery (PC023)	152.4	\$191,521.50
Hearings (PC024)	22.6	\$30,157.50
Claims Investigation (PC026)	0.0	\$0.00
Lien Investigation (PC027)	0.4	\$430.50
Intercompany Claims (PC028)	0.0	\$0.00
Other Motions/Applications (PC029)	0.0	\$0.00
Time Entry Review (PC032)	19.7	\$12,206.00

Fee Objection Discussion and Litigation (PC033)	1.4	\$1,589.00
Mediation (PC034)	0.0	\$0.00
Governmental/Regulatory (PC035)	0.0	\$0.00
Total Requested	1,135.9	\$1,377,971.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)		(\$12,206.00)
Total Requested	1,135.9	\$1,365,765.00

Exhibit B

Attorney and Paraprofessional Information

Name	Year Admitted or No. of Years with Firm	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners					
James Dugan	1994	Litigation	\$1,900	44.4	\$84,360.00
Weston Eguchi	2006	Corporate & Financial Services ("Corporate")	\$1,350	2.3	\$3,105.00
Todd Goren	2003	Business Reorganization & Restructuring ("BR&R")	\$1,430	166.4	\$237,952.00
Brian S. Lennon	2004	BR&R	\$1,650	30.4	\$50,160.00
Andres Mena	2001	Corporate	\$1,750	0.9	\$1,575.00
Brett H. Miller	1992	BR&R	\$1,650	204.0	\$336,600.00
Counsel / Senior Counsel					
Craig A. Damast	1992	BR&R	\$1,135	149.6	\$169,796.00
Associates					
Natalia Benitez	2020	Litigation	\$985	46.1	\$45,408.50
Pablo Benjumea Guitierrez	2021 (Illinois)	Corporate	\$985	0.3	\$295.50
Joseph Brandt	2021	BR&R	\$825	64.0	\$52,800.00
Hye-Kyung (Monica) Chang	2008	Litigation	\$575	1.4	\$805.00
Matthew V. Dunn	2016	BR&R	\$1,180	117.6	\$138,768.00
Kyle Mathews	2015	Litigation	\$1,240	33.8	\$41,912.00
Brooke Sgambati	2017	Litigation	\$1,180	3.1	\$3,658.00
Debra M. Sinclair	2014	BR&R	\$1,260	100.3	\$126,378.00
Law Clerks					
Kathryn Garrett		Litigation	\$490	7.1	\$3,479.00
Jessica Graber		BR&R	\$490	55.4	\$27,146.00
Anthony Scarcella		BR&R	\$490	67.3	\$32,977.00
Michele St. Julien		Litigation	\$650	7.1	\$4,615.00
Paraprofessionals					
Alison R. Ambeault	15 ½ years	Associate Director, Practice Support	\$490	31.0	\$15,190.00
Christian Arriola	10 years	Litigation Technology Support	\$345	0.6	\$207.00
Betty Braverman	8 ½ years	Knowledge Management /	\$280	1.8	\$504.00

		Research			
Teresa Gorman	6 months	Knowledge Management / Research	\$280	1.0	\$280.00
Total Requested:¹				1,135.9	\$1,377,971.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)					(\$12,206.00)
Total Requested				1,135.9	\$1,365,765.00

¹ The blended rate for attorneys is \$1,236.31 per hour. The blended rate for paraprofessionals is \$470.38 per hour.

Exhibit C

Summary of Actual and Necessary Expenses for the Fee Period

Expense	Amount
Teleconferencing	\$39.63
Local Meals	\$268.90
Conference Services	\$59.75
Data Acquisition (including legal research)	\$11,599.37
Court Reporters / Other Fees	\$280.00
Outside Consultants (include e-discovery consultant)	\$3,557.21
Transcript Costs	\$6,632.00
Total Requested:	\$22,436.86

Exhibit D

Time Detail

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO AEROMEXICO

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22200560
Client/Matter No. 128273.00001
January 11, 2022

FOR PROFESSIONAL SERVICES RENDERED

through November 30, 2021 as set out in the
attached detail

Assumption and Rejection of Leases and Contracts	\$	25,582.00
Business Operations	\$	5,456.50
Case Administration	\$	37,857.50
Claims Administration and Objections	\$	71,109.00
Employment and Fee Applications	\$	10,312.00
Financing and Cash Collateral	\$	32,240.00
Meetings and Communications with Creditors	\$	128,714.00
Plan and Disclosure Statement	\$	830,568.50
Reporting	\$	227.00
Discovery	\$	191,521.50
Hearings	\$	30,157.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO
AEROMEXICO Invoice No. 22200560
Client/Matter No. 128273.00001

Page 2

Lien Investigation	\$ 430.50
Fee Objection Discussion and Litigation	\$ 1,589.00
Disbursements and Other Charges	<u>22,436.86</u>
Total this Invoice	<u>\$ 1,388,201.86</u>

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 3

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/21	DMS	Call with M. Dunn re ALC/SMBC objection.	0.10 \$	126.00
11/1/21	CAD	Review/analyze signed order authorizing Debtors to assume, as amended, certain aircraft lease agreements and approve claims settlement w/ Avolon Aerospace.	0.10	113.50
11/1/21	J B	Draft FTI declaration in support of Committee objection to ALC aircraft assumption motion.	1.80	1,485.00
11/1/21	MVD	Review FTI declaration in support of ALC objection (.3); draft objection to ALC motion (.4); review BOC Aviation motion (.4).	1.10	1,298.00
11/2/21	CAD	Review/analyze current draft of committee's objection to ALC and SMBC aircraft acquisition motions (.4); correspondence w/ M. Dunn, N. Cohen/R. Faldetta (FTI) regarding same (.1).	0.50	567.50
11/2/21	CAD	Review/analyze Debtors' motion to assume, as amended, certain lease agreements and approve claims settlement w/ BOC Aviation Limited and supporting declaration (.4); correspondence w/ M. Dunn, B. Roy/R. Faldetta (FTI) regarding same (.1); review/analyze Debtors' motion to assume, as amended, certain lease agreement and approve claims settlement w/ Aergen Aircraft Sixteen Limited (.4); various correspondence w/ internal working group regarding same and related issues (.5).	1.40	1,589.00
11/2/21	T G	Review aircraft motions (.7); review objections to ALC/SMBC motions (.6).	1.30	1,859.00
11/2/21	B M	Review the FTI analysis of the 737MAX agreements (.6); review and comment on the ALC and BOCA agreements (.4); memorandum regarding 737MAX issues for the Debtors (.3).	1.30	2,145.00
11/2/21	MVD	Consideration of issues regarding objections to aircraft lease motions (.6); review Embraer claims settlement motion (.4).	1.00	1,180.00
11/3/21	CAD	Review/analyze Debtors' motion to assume, as amended, certain lease agreement and approve	0.70	794.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 4

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		claims settlement w/ Engine Lease Finance Corporation and proposed order (.2); correspondence w/ M. Dunn, FTI regarding same (.1); review/analyze Debtors' motion to implement certain transactions w/ NAC, including entry into omnibus amendment agreements, assumption (as amended) of certain aircraft leases, and claims settlement and proposed order (.3); correspondence w/ M. Dunn, B. Roy (FTI) regarding same (.1).		
11/3/21	MVD	Review and comment on draft letter to board of directors re plan.	0.60	708.00
11/4/21	CAD	Review/analyze CNO regarding Debtors' motion to enter into transactions w/ Multi Pilot Simulations.	0.10	113.50
11/4/21	T G	Review aircraft assumption motions (.8) and correspondence w/ team re same (.3).	1.10	1,573.00
11/5/21	DMS	Corr with C Damast re 737MAX objections.	0.10	126.00
11/5/21	CAD	Review/analyze CNO regarding Debtors' motion to implement transactions w/ GECAS including assumption, as amended, of certain aircraft leases and entry into spare engine lease and engine sale-leaseback transactions and approving claims settlement (.1); review/analyze signed order regarding same (.1).	0.20	227.00
11/5/21	CAD	Discuss SMBC aircraft motion and status w/ D. Sinclair (.1); various correspondence w/ internal working group regarding same (.4).	0.50	567.50
11/5/21	B M	Review the FTI analysis of the SMBC motion to assume 737MAX leases (.8); memorandum regarding the 737MAX leases (.4); review and comment on the UCC draft objection to the ALC motion to assume 737MAX leases (1.2).	2.40	3,960.00
11/5/21	DMS	Call with C. Damast re 737 Max (0.1); corr with Willkie team re same (0.1).	0.20	252.00
11/8/21	CAD	Review/analyze signed order authorizing Debtor Aerovias to enter into transactions w/ Multi Pilot Simulations.	0.10	113.50
11/9/21	CAD	Review/analyze CNO regarding Debtors' motion to enter into new aircraft lease agreements w/ SMBC Aviation (.1) and signed	0.30	340.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 5

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		order regarding same (.1); review/analyze signed order authorizing Debtor Aerovias to enter into transactions w/ Multi Pilot Simulations (.1).		
11/10/21	CAD	Correspondence w/ D. Sinclair regarding Debtors' ALC aircraft acquisition motion and committee's objection/deadlines.	0.30	340.50
11/10/21	B M	Call with FTI regarding the ALC motion (.6); review and comment on the UCC response to the ALC motion (.4); memorandum regarding the ALC motion and 737MAX issues (.4); correspond with the Debtors regarding the ALC motion (.3).	1.70	2,805.00
11/11/21	CAD	Correspondence w/ internal working group, FTI regarding status of Debtors' ALC aircraft acquisition motion and committee's objection.	0.30	340.50
11/12/21	CAD	Review/analyze CNO regarding Debtors' motion to enter into new aircraft lease agreements w/ Air Lease Corporation.	0.10	113.50
11/12/21	T G	Correspondence w/ team re JOLCO update.	0.30	429.00
11/12/21	MVD	Review JOLCO letter agreements.	0.50	590.00
11/12/21	CAD	Review/analyze signed order approving assumption of certain executory contracts and unexpired leases (.1); correspondence w/ D. Sinclair, internal working group regarding JOLCO aircraft issues and status (.2).	0.30	340.50
11/15/21	CAD	Review/analyze CNO regarding Debtors' motion to assume, as amended, certain lease agreement and approve claims settlement w/ Engine Lease Finance Corporation (.1); review/analyze CNO regarding Debtors' motion to implement certain transactions w/ NAC including entry into omnibus amendment agreements, assumption (as amended) of certain aircraft leases, and claims settlement (.1); review/analyze signed order regarding same (.1).	0.30	340.50
11/16/21	CAD	Review/analyze signed order authorizing Debtors to assume, as amended, certain lease agreement and approve claims settlement w/ Engine Lease Finance Corporation (.1);	0.40	454.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 6

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		review/analyze signed orders authorizing Debtors to (i) assume, as amended, lease agreement and approve claims settlement w/ Aergen, (ii) to assume, as amended, certain lease agreements and approve claims settlement w/ BOC Aviation, and (iii) to assume certain pool agreement and approve claims settlement w/ Embraer (.3).		
11/17/21	MVD	Review deck outlining November contract assumptions prepared by AlixPartners.	0.20	236.00
11/18/21	CAD	Review/analyze Debtors' notice of entry into tolling letter agreement regarding lease assumption motions.	0.10	113.50
11/22/21	CAD	Review/analyze Debtors' eighth notice of assumption of executory contracts and unexpired leases.	0.20	227.00
11/24/21	CAD	Review/analyze signed order approving assumption of executory contracts and unexpired leases.	0.10	113.50
Sub-Total			19.70	25,582.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/3/21	B M	Review the FTI analysis of the Debtors' business operations (.9); call with FTI to discuss the business plan update and effect on plan values (1.3); memorandum regarding plan value increases based on the actual results (.4).	2.60	\$ 4,290.00
11/9/21	MVD	Review materials re business plan prepared by FTI for UCC meeting.	0.70	826.00
11/16/21	CAD	Review/analyze signed order authorizing Debtors' entry into new aircraft lease w/ Air Lease Corporation.	0.10	113.50
11/17/21	CAD	Correspondence w/ M. Dunn, internal working group regarding FTI/Skyworks fleet update.	0.20	227.00
Sub-Total			3.60	5,456.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 7

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/21	DMS	Call with M. Dunn, J. Brandt, A. Scarcella, J. Graber, A. Ambeault re status of ongoing projects and other issues.	0.70 \$	882.00
11/1/21	A M	Discuss DIP maturity issues with B. Miller.	0.50	875.00
11/1/21	A S	Consideration of current ongoing projects and need for additional research in connection with same.	0.50	245.00
11/1/21	MVD	Weekly update call with D. Sinclair, J. Brandt, A. Scarcella, J. Graber, and A. Ambeault re: status of ongoing projects and other issues.	0.60	708.00
11/1/21	A A	Weekly update meeting w/ D. Sinclair, M. Dunn, J. Brandt re: current work streams and upcoming filings (in part).	0.30	147.00
11/1/21	MVD	Draft agenda for weekly UCC meeting.	0.40	472.00
11/2/21	CAD	Correspondence w/ internal working group regarding today's calls w/ Debtors' and committee's professionals regarding legal and financial updates/case status (.1); correspondence w/ Santamarina & Steta, J. Delgado (Morrison & Foerster) regarding status of pending matters w/ Mexican law implications (.2); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (plan-related discussions and status/pending motions) (.9); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (1.0); correspondence w/ J. Kirchgraber regarding agenda for today's committee professionals' call (.1); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group, C. Plaza (committee co-chair) regarding status of pending matters (.5);	3.60	4,086.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 8

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		participate in weekly call w/ internal working group regarding agenda for tomorrow's committee meeting and things to be done (.5); review/analyze notice of adjournment of hearings regarding Debtors' disclosure statement motion, commitment letter motion, and ALC aircraft motion (.1).		
11/2/21	T G	Call w/ Debtors re plan/fleet status (.9); follow-up call w/ FTI re same (1.0).	1.90	2,717.00
11/2/21	A S	Call w/ professionals (FTI, Alix Partners, Cervantes-Sainz, and DPW) re: plan/fleet status (.9) and weekly internal conf. call re: plan process (.5).	1.40	686.00
11/2/21	MVD	Consideration of ongoing projects and status of same (.3); update agenda for weekly UCC call (.2); review certain claims settlement motions filed by Debtors and options for responding to same (.5); prepare for weekly UCC meeting (.2).	1.20	1,416.00
11/3/21	J B	Attend call with FTI and Willkie teams re: preparation for Committee call.	0.40	330.00
11/5/21	CAD	Review/analyze notice of cancellation of November 9 hearing.	0.10	113.50
11/5/21	MVD	Review November surety bond information prepared by AlixPartners.	0.10	118.00
11/8/21	DMS	Review status of ongoing projects and determine strategy going forward.	0.30	378.00
11/8/21	CAD	Correspondence w/ A. Berro regarding call w/ Santamarina & Steta regarding matters w/ Mexican law implications (.1); subsequent correspondence w/ M. Dunn regarding same (.2).	0.30	340.50
11/8/21	MVD	Phone call with D. Sinclair, J. Brandt, A. Scarcella, J. Graber, and A. Ambeault regarding current status of various workstreams related to plan and recently filed motions (.2); prepare summary of current status of various workstreams related to plan and recently filed motions (.5); draft agenda for weekly UCC meeting (.3).	1.00	1,180.00
11/9/21	CAD	Participate in weekly call w/ internal working group, Santamarina & Steta, J. Delgado (Morrison & Foerster) regarding status of	2.30	2,610.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 9

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		pending matters w/ Mexican law implications/US Trustee comments to Santamarina & Steta fee application (.4); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (plan negotiations and status/evaluation of joint bidder and Apollo proposals) (.6); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.9); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ M. Healy (FTI), internal working group regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1).		
11/9/21	DMS	Review and revise Apollo term sheet (0.4); call with S&S re case developments and UST comments (0.3); call with Debtors regarding plan negotiations (0.6); call with Committee professionals regarding plan negotiations and potential objections (0.7); call with Willkie team regarding plan negotiations and potential objections (0.5).	2.50	3,150.00
11/9/21	J B	Attend call with internal Willkie team re: case updates and go forward strategy for pleadings to be filed.	0.30	247.50
11/12/21	CAD	Review/analyze notice of cancellation of November 17 hearing (.1); correspondence w/ internal working group, FTI regarding Sabre, assumption of contracts, and intent to resign from committee and possible next steps (.2).	0.30	340.50
11/12/21	A S	Meeting with Willkie team to prepare for weekly UCC meeting.	0.50	245.00
11/12/21	J G	Attend call with UCC & FTI to discuss current joint bidders deal (.4); attend AMX update call with Willkie, FTI and UCC (.5); attended call with Willkie team to discuss next steps i/c/w plan strategy (.5).	1.40	686.00
11/15/21	CAD	Review/analyze agenda for November 16 hearing.	0.10	113.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 10

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/15/21	MVD	Draft agenda for weekly UCC call (.1); review 11/16 hearing agenda (.2).	0.30	354.00
11/16/21	CAD	Participate in weekly call w/ Santamarina & Steta regarding status of pending matters w/ Mexican law implications (.5); participate in weekly call w/ Debtors' and committee's professionals regarding legal and financial updates/case status (plan negotiations and fleet update) (.5); participate in weekly call w/ committee's professionals regarding same and agenda for tomorrow's creditors' committee meeting (.8); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's committee meeting (.1) and review/analyze same (.1); correspondence w/ M. Healy (FTI), internal working group regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding task list, plan negotiations status/litigation preparation, and things to be done (.7); review/analyze amended agenda for November 16 hearing (.1).	3.00	3,405.00
11/16/21	A S	Attend weekly WFG call re: plan negotiations status/litigation preparation, and things to be done (.7); attend weekly call w/ Debtors' and committee's professionals re: legal and financial updates and the case status (.4); attend weekly call with committee's professionals regarding the agenda for the creditors' committee meeting (.8).	1.90	931.00
11/16/21	J G	Attend weekly WFG call re: case strategy, plan negotiations status/litigation preparation, and things to be done (.7); attend weekly call w/ Debtors' and committee's professionals re: legal and financial updates and the case status (.4); attend weekly call with committee's professionals regarding the agenda for the creditors' committee meeting (.8).	2.00	980.00
11/16/21	MVD	Prepare for weekly UCC meeting (.2); draft agenda for weekly UCC meeting (.2).	0.40	472.00
11/18/21	CAD	Correspondence w/ D. Sinclair, L. Donahue (Alix) regarding legal and financial status call.	0.10	113.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 11

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/22/21	CAD	Correspondence w/ B. Miller regarding AerCap desire to join creditors' committee as ex-official member.	0.10	113.50
11/22/21	A S	Attend call with Willkie Farr and FTI to discuss the chambers conference and next steps.	0.70	343.00
11/22/21	MVD	Draft agenda for weekly UCC meeting.	0.10	118.00
11/23/21	CAD	Participate in weekly call w/ Santamarina & Steta, J. Delgado regarding status of pending matters w/ Mexican law implications (.4); participate in weekly call w/ committee's professionals regarding legal and financial updates/case status (plan discussions/negotiations and next steps) (1.0); correspondence w/ M. Dunn, internal working group regarding draft agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1); correspondence w/ M. Healy (FTI), internal working group regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding task list, status of pending committee objections, and agenda for tomorrow's committee meeting (.6); correspondence w/ M. Dunn, Santamarina & Steta regarding claims register and unsecured claims status (.2); review/analyze notice of hearing regarding Debtors' disclosure statement motion, commitment letter motion, supplemental customer programs motion, and assumption motions (.1); correspondence w/ B. Miller, internal working group, committee members regarding Avolon and AerCap joining committee as ex official members (.2).	2.90	3,291.50
11/23/21	MVD	Review amended UCC bylaws.	0.20	236.00
11/23/21	MVD	Consideration of topics to be discussed at weekly UCC meeting.	0.30	354.00
11/23/21	J B	Update and draft amended committee by-laws re: ex officio members (1.5)	1.50	1,237.50
11/24/21	CAD	Correspondence w/ internal working group regarding Sabre resignation from creditors'	0.20	227.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 12

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		committee (.1); review/analyze notice of scheduled omnibus hearing date (.1).		
11/28/21	J G	Update UCC contact information to reflect current membership.	0.60	294.00
11/30/21	CAD	Review/analyze revised notice of scheduled omnibus hearing date (.1); participate in weekly call w/ committee's professionals regarding legal updates and case status (today's H. Parkhill deposition, committee's objections to Debtors' commitment fee motion and disclosure statement, Invictus plan proposal) (1.4); correspondence w/ M. Healy regarding agenda for today's committee professionals' call (.1) and review/analyze same (.1); correspondence w/ M. Dunn, internal working group regarding agenda for tomorrow's creditors' committee meeting (.1) and review/analyze same (.1); participate in weekly call w/ internal working group regarding agenda for tomorrow's creditors' committee meeting, committee's objections to Debtors' commitment fee motion and disclosure statement, strategy, and next steps (.8).	2.70	3,064.50
11/30/21	MVD	Prepare for weekly UCC meeting.	0.20	236.00
Sub-Total			37.90	37,857.50

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/21	DMS	Corr with M Dunn regarding claims settlement objection.	0.20	\$ 252.00
11/1/21	CAD	Correspondence w/ internal working group regarding lessor claims settlements and research (.2); correspondence w/ internal working group regarding GECAS claims settlement and objection/objection deadline (.2); correspondence w/ internal working group regarding proposed Nordic claims settlement and issues (.2).	0.60	681.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 13

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/1/21	T G	Review claim settlement motions (.7) and correspondence w/ team re plan support language (.4).	1.10	1,573.00
11/1/21	A S	Begin research on 9019 (.4) and draft limited objection to debtors' motion for entry of an order approving the claim settlement (1.1); corr. with M. Dunn re: same (.2).	1.70	833.00
11/1/21	MVD	Review summary of creditor claims prepared by FTI.	0.10	118.00
11/1/21	DMS	Call with S. Szanzer (DPW) regarding claims settlements (0.1); review Committee bylaws (0.2); corr with Willkie team re vote designation and claims settlements (0.4).	0.70	882.00
11/2/21	CAD	Correspondence w/ L. Al Tabbal regarding response to Debtors' objection to claim.	0.10	113.50
11/2/21	A S	Continue to draft settlement claims objection (1.4); corr. with M. Dunn about strategy for the objection (.3); draft objection to reflect B. Miller's comments (1.7).	3.40	1,666.00
11/2/21	DMS	Review claims settlement motions (0.4); outline limited objection to claims settlements (0.3).	0.70	882.00
11/2/21	MVD	Review NAC claims settlement motion (.5); review research in connection with possible reservation of rights/limited objection in response to certain of the debtors' claims settlement motions (1.1); review Aergen claims settlement motion (.5).	2.10	2,478.00
11/3/21	CAD	Correspondence w/ L. Al Tabbal, D. Sinclair regarding response to Debtors' claims objection (.1); correspondence w/ D. Sinclair regarding revised proposed order approving GECAS claims settlement (.1) and subsequent correspondence w/ internal working group regarding same and other similar claims settlements (.2).	0.40	454.00
11/3/21	A S	Continue drafting objection to the claims settlement motions.	4.90	2,401.00
11/5/21	CAD	Correspondence w/ D. Sinclair, internal working group regarding revised proposed GECAS claims settlement order and CNO (.1) and review/analyze same (.1).	0.20	227.00
11/5/21	MVD	Review and comment on objection to certain of the debtors' claims settlement motions. Review	0.90	1,062.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 14

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		proposed order for GECAS claims settlement motion (.2).		
11/6/21	MVD	Review and comment on objection to certain of the debtors' claims settlement motions.	2.60	3,068.00
11/7/21	DMS	Review and revise claims settlement objection.	1.50	1,890.00
11/7/21	A S	Continue drafting limited objection to debtors' motion for entry of an order approving the claim settlement (1.6); incorporate M. Dunn comments into draft (.5).	2.10	1,029.00
11/7/21	MVD	Review and comment on objection to certain of the debtors' claims settlement motions.	1.90	2,242.00
11/8/21	CAD	Correspondence w/ A. Scarcella regarding draft of committee's limited objection to certain terms of claims settlements (.1) and brief review/analysis of same (.2).	0.30	340.50
11/8/21	A S	Update claims settlement objection to reflect D. Sinclair's comments.	4.20	2,058.00
11/8/21	MVD	Revise/supplement objection to claims settlement motions.	0.80	944.00
11/8/21	DMS	Review and revise claims settlement objection.	0.40	504.00
11/9/21	CAD	Various correspondence w/ T. Goren, B. Miller, internal working group regarding draft of committee's objection to certain components of claims settlements and comments (.5) and review/revise current draft of same (2x) (2.1); correspondence w/ A, Scardella regarding same and comments (.2); conduct brief legal research regarding same (.6); correspondence w/ M. Healy (FTI), internal working group regarding schedule of largest lessor claims/guarantees (.2) and review/analyze same (.2).	3.80	4,313.00
11/9/21	T G	Review and revise objection to claim allowance/complying plan language (.7) and correspondence w/ team re same (.4); review analysis of lessor claims (.3).	1.40	2,002.00
11/9/21	A S	Continue working on Claims Settlement objection (.9); update draft to reflect B. Miller, T. Goren, and C. Demast comments (.8).	1.70	833.00
11/9/21	J G	Research i/c/w claims settlement objection.	0.50	245.00
11/9/21	B M	Review the claims settlement with the	1.30	2,145.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 15

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		Complying Plan language (.7); review and comment on the UCC objection to the Complying Plan language (.6).		
11/9/21	MVD	Review list of largest lessors with unsecured claims prepared by FTI (.2); revise and comment on objection to claims settlement motions (.8);	1.00	1,180.00
11/10/21	CAD	Correspondence w/ A. Scarcella, internal working group regarding list of claims settlement orders/complying plan term provisions (.2) and review/analyze same (.2).	0.40	454.00
11/10/21	A S	Prepare claims settlement chart noting which orders contained a complying plan term (2.3); update chart to reflect B. Miller's comments (.9).	3.20	1,568.00
11/10/21	MVD	Review chart outlining previous claims settlements prepared by A. Scarcella.	0.40	472.00
11/11/21	CAD	Correspondence w/ internal working group regarding committee's limited objection to Debtors' claims settlement motions and status/timing (.3); review and revise current draft of same (2x) (1.4); correspondence w/ M. Dunn, internal working group regarding same and comments (.5); discuss same and revisions w/ D. Sinclair (.1).	2.30	2,610.50
11/11/21	T G	Review and revise objection to claim settlements.	0.80	1,144.00
11/11/21	MVD	Revise/supplement objection to claims settlement motions.	0.50	590.00
11/12/21	CAD	Correspondence w/ M. Dunn, internal working group regarding finalizing/filing of committee's objection to Debtors' claims settlement motions (.3) and review/analyze final draft of same (.2).	0.50	567.50
11/12/21	CAD	Correspondence w/ M. Dekhtar (Davis Polk), internal working group regarding notice of propose settlement of Milbank and Grainger claims	0.10	113.50
11/12/21	A S	Analyze the Nov 12 settlement letter between the Debtors and Grainger (.2), the tolling letter agreement (.2), and the Letter Agreement regarding extensions (.3) to assure complying plan language was not included in the documents; corr. w/ D. Sinclair and M. Dunn	0.70	343.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 16

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		re: same.		
11/12/21	T G	Review objection to complying plan language in claim settlements.	0.40	572.00
11/12/21	B M	Review and discuss the claims settlement stipulations that include the Complying Plan language (1.3); review and comment on the UCC objection to the Complying Plan language (.8); memorandum regarding the Complying Plan language (.5); call with Debtors regarding the Complying Plan language	2.60	4,290.00
11/12/21	MVD	Review information related to debtors' claims settlement with Milbank and Grainger.	0.40	472.00
11/14/21	B M	Review the Debtors reply to the UCC Limited Objection to the claims settlements with the Complying Plan language (1.2); memorandum regarding issues regarding the Complying Plan language (.9).	2.10	3,465.00
11/15/21	CAD	Review/analyze Debtors' reply to committee's limited objection to Debtors' claims settlement motions (.3); various correspondence w/ internal working group regarding same and preparation for tomorrow's hearing (.5).	0.80	908.00
11/15/21	B M	Preparation for the hearing regarding the Debtors' claims settlements with the Complying Plan language (4.3); call with FTI regarding the claims reconciliation process by the Debtors (.6); call with A. Schwartz regarding the Complying Plan language (.3).	5.20	8,580.00
11/15/21	A S	Review case law cited in claims settlement objection.	0.50	245.00
11/15/21	MVD	Review Debtors' reply to limited objection to claims settlement motions (.3); prepare for hearing on claims settlement motions (.3); consideration of plan support language contained in other claims settlement orders (.2).	0.80	944.00
11/16/21	CAD	Correspondence w/ B. Miller, internal working group regarding preparation for today's hearing on Debtors' motion to approve certain claims settlements (complying plan language) (.3) and review/analyze hearing script (.2).	0.50	567.50
11/16/21	A S	Update claims settlement chart noting which orders included complying plan language.	0.40	196.00
11/16/21	MVD	Review case law related to claims settlement	0.40	472.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 17

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		motions.		
11/17/21	T G	Review union agreement approval order re Independencia claim (.5); correspondence w/ team re same (.4).	0.90	1,287.00
11/17/21	MVD	Review claims summary charts prepared by FTI.	0.40	472.00
11/18/21	T G	Review and analyze chart re unsecured claim holdings (.6) and correspondence w/ team/FTI re same (.3).	0.90	1,287.00
11/19/21	CAD	Correspondence w/ M. Dekhtyar (Davis Polk), internal working group regarding notice of proposed claim settlement (Preferred Aviation).	0.10	113.50
11/19/21	MVD	Review PAI claim settlement.	0.20	236.00
11/21/21	MVD	Review claimholders' letter to Debtors.	0.30	354.00
11/22/21	MVD	Review claims holding summary prepared by FTI.	0.20	236.00
11/23/21	T G	Review and analyze updated FTI claims analysis.	0.60	858.00
11/24/21	MVD	Review UCC claims estimate deck prepared by FTI.	0.20	236.00
11/30/21	CAD	Review/analyze Debtors' motion to approve claims settlement w/ Wells Fargo and certain parties (.2); review/analyze Debtors' motion to approve claims settlement w/ Sumidero, Sumitomo, and SMBC (.2); correspondence w/ M. Dunn, internal working group regarding same (.1).	0.50	567.50
11/30/21	MVD	Review Wells Fargo / Sumidero claims settlement motions.	0.40	472.00
Sub-Total			68.30	71,109.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/4/21	CAD	Correspondence w/ A. Schwartz, internal working group regarding fee application issues/requirements (.1); review/analyze notice of filing of supplemental ordinary course	0.20 \$	227.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 18

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		professionals list (.1).		
11/8/21	CAD	Correspondence w/ A. Schwartz (US Trustee), internal working group, S. Star (FTI) regarding FTI's third and fourth interim fee applications.	0.10	113.50
11/8/21	T G	Review UST comments to WFG fee app (.2) and correspondence w/ team re same (.2).	0.40	572.00
11/8/21	T G	Review UST comments to FTI and S&S fee apps.	0.30	429.00
11/8/21	MVD	Consideration of issues regarding UST's comments to fee applications.	0.60	708.00
11/9/21	J B	Participate in call with S+S and Willkie teams re: discussion about US Trustee comments to S+S fee applications.	0.30	247.50
11/10/21	CAD	Review/analyze notice of filing of supplemental ordinary course professionals list.	0.10	113.50
11/10/21	T G	Review and revise response to UST fee application comments (.4) and correspondence w/ team re same (.3).	0.70	1,001.00
11/10/21	DMS	Review and revise A. Ambeault responses to UST comments on fee app (.8) and related corr with Willkie team (.2).	1.00	1,260.00
11/11/21	CAD	Discuss Santamarina & Steta proposed responses to US Trustee issues regarding interim fee application w/ D. Sinclair (.1); correspondence w/ J. Leon-Orantes (Santamarina & Steta), D. Sinclair regarding same (.2).	0.30	340.50
11/11/21	T G	Review and revise response to UST fee application questions (.3) and correspondence w/ team re same (.2).	0.40	572.00
11/11/21	DMS	Call with C. Damast re fee application comments (0.3); corr with S&S re fee applications (0.3).	0.60	756.00
11/12/21	T G	Correspondence to UST re response to UST questions (.3) and correspondence w/ team re same (.3).	0.60	858.00
11/12/21	DMS	Review additional UST comments to S&S fee apps (.2) and corr with Willkie team re same (0.1); corr with C. Damast re S&S fee apps (0.1).	0.40	504.00
11/13/21	DMS	Corr with S&S Team re fee applications.	0.20	252.00
11/15/21	J G	Review relevant interim fee applications to be	2.60	1,274.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 19

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		heard at the Nov. 16 hearing (1.7); compile latest email correspondence between WFG, S&S and the U.S. Trustee (.4); correspondence with Willkie team regarding same (.5).		
11/17/21	CAD	Review/analyze proposed omnibus fee order (.1) and correspondence w/ internal working group regarding same (.1).	0.20	227.00
11/17/21	DMS	Call with A. Ambeault re October and November fee statements (0.5).	0.50	630.00
11/19/21	CAD	Review/analyze signed omnibus interim fee order.	0.10	113.50
11/30/21	CAD	Review/analyze Davis Polk October 2021 monthly fee statement.	0.10	113.50
Sub-Total			9.70	10,312.00

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/21	CAD	Correspondence w/ internal working group regarding DIP maturity date and requirements for extension/review and analyze relevant provision (.4); correspondence w/ internal working group, Cleary, Paul Weiss regarding same (.2).	0.60	\$	681.00
11/1/21	MVD	Review DIP to determine maturity date and other milestones.	0.40		472.00
11/2/21	J B	Participate in call with FTI (Committee FA) and Willkie re: strategic discussions for maximizing exit financing proposals (1.0); participate in call with Willkie internal team re: same (.4).	1.40		1,155.00
11/9/21	JCD	Review new Apollo term sheet for financing (.6); call with UCC advisors re: same (.8).	1.40		2,660.00
11/10/21	B M	Review the Apollo DIP Order and refinancing/extension options (1.2); memorandum regarding the Apollo DIP options (.4).	1.60		2,640.00
11/12/21	MVD	Review rights offerings/exit financings comps prepared by FTI.	0.30		354.00
11/13/21	WTE	Review cases, legislative history re post petition interest for unimpaired claims under 1124 (0.8);	1.50		2,025.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 20

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		corr. w/ Willkie team re same (0.5); review memo re same (0.1); corr. Willkie team w/ additional cases (0.1).		
11/17/21	J B	Attend chambers conference regarding exit financing process.	0.60	495.00
11/19/21	WTE	Corr. w/ Sinclair re DIP / Subrogation theory.	0.30	405.00
11/19/21	MVD	Review Debtors' supplement to exit financing motion.	0.60	708.00
11/20/21	B L	Review exit financing commitment papers (.4); correspondence with team re same (.2).	0.60	990.00
11/20/21	MVD	Review Alliance Group's coordination agreement.	1.20	1,416.00
11/21/21	MVD	Phone call with Willkie and FTI teams regarding exit financing.	0.20	236.00
11/21/21	MVD	Phone call with D. Sinclair and J. Brandt regarding objection to exit financing motion.	0.60	708.00
11/21/21	MVD	Review equity commitment docs.	1.10	1,298.00
11/22/21	MVD	Review supplement to Debtors' exit financing motion.	0.80	944.00
11/23/21	MVD	Review exit financing motion and supplement to determine impact, if any, of AHG's potential decision to convert DIP obligations.	1.20	1,416.00
11/24/21	B L	Revise draft objection to exit financing commitment motion (1.8); follow up correspondence with D. Sinclair (.2).	2.00	3,300.00
11/24/21	B M	Review the Debtors' motion to extend the Apollo DIP financing (.8); memorandum regarding the DIP extension (.3).	1.10	1,815.00
11/25/21	WTE	Corr. w/ D. Sinclair re DIP presentment.	0.10	135.00
11/25/21	MVD	Review notice of presentment of the proposed order authorizing the DIP amendment.	0.40	472.00
11/26/21	CAD	Review/analyze Debtors' notice of presentment of proposed order authorizing DIP amendment.	0.20	227.00
11/26/21	MVD	Review OpCo Creditors' limited preliminary objection to exit financing motion.	0.60	708.00
11/28/21	MVD	Prepare NDA for new investor.	0.40	472.00
11/29/21	MVD	Draft NDA for potential new investor.	1.60	1,888.00
11/30/21	B L	Participate in meeting with Willkie and FTI re	2.80	4,620.00

strategy for exit financing objection (.6); follow up meeting with Willkie team re same (.4); revise latest draft of objection (.8); office conference with B. Miller re same (.2); review H. Parkhill deposition transcript i/c/w same (.8).

Sub-Total	23.60	32,240.00
------------------	--------------	------------------

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/21	DMS	Call with creditors committee, Willkie and FTI regarding bid comparisons and plan negotiations.	0.50 \$	630.00
11/1/21	CAD	Correspondence w/ M. Rowley (Falko), internal working group, FTI regarding July business plan and fleet update (.2); prepare/review materials for (.2) and participate in (.5) special creditors' committee meeting regarding status of current plan proposals and proposed counter to joint bidders' latest plan proposal.	0.90	1,021.50
11/1/21	T G	Prepare for (.4) and participate on UCC meeting re: plan strategy (.5); review FTI analysis for same (.3); follow-up calls w/ FTI (.2) and M. Edelman (.2) re same; call/correspondence w/ Hain/A&P re status (.4); call w/ M. Brod re bid status (.3); call w/ Brody (.2) and Brody/Nut Tree (.4) re plan proposals; call w/ Corvid re status (.3).	3.20	4,576.00
11/1/21	J G	Attend AMX UCC re: Apollo/UCC plan.	0.50	245.00
11/1/21	B M	Preparation (.5) and participation (.5) on the UCC call to discuss the Apollo/UCC plan; call with Alberts regarding plan options for creditors (.6); call with Brody regarding plan issues (.4); call with Apollo regarding potential DIP extension (.4).	2.40	3,960.00
11/1/21	MVD	Attend UCC meeting regarding plan proposals.	0.50	590.00
11/1/21	J B	Attend call with Committee and Committee professionals (Willkie & FTI) re: updates on	0.50	412.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 22

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		plan negotiations and exit financing bids; discussion of go-forward strategy for maximizing bid value.		
11/2/21	T G	Call w/ C Plaza re plan negotiations (.5); call w/ N Haynes re same (.1); correspondence w/ Hain/A&P re same (.2); meeting w/ team re UCC call topics (.5); review agenda and materials for UCC call (.2).	1.50	2,145.00
11/2/21	B M	Review and comment on the agenda and exhibits for the UCC meeting on 11/3 to discuss plan issues (1.2); call with the UCC chair to discuss the 11/3 meeting agenda (.4).	1.60	2,640.00
11/3/21	CAD	Participate in special creditors' committee meeting regarding status of plan-related discussions/issues w/ Apollo and joint bidders, respectively, SMBC and ALC motions, and claims settlement motions.	1.70	1,929.50
11/3/21	T G	Call w/ Gibson/Claimholder group (.8); follow-up calls (x2) w/ J Brody re same (.6); prepare for (.3) and participate on (1.7) Committee call re plan status; call w/ Hain (.2) and Barclays (.2) re plan status.	3.80	5,434.00
11/3/21	A S	Attend UCC call re: plan status (1.7); follow up re: same (.2).	1.90	931.00
11/3/21	A S	Attend prep call to prepare for UCC meeting.	0.20	98.00
11/3/21	B L	Telephone conference with Nut Tree and Corvid Peal (.5); follow up conference with FTI and Willkie teams (.4); participate in (in part) UCC meeting re: plan proposal (1.0).	1.90	3,135.00
11/3/21	M S	UCC call re: plan litigation.	0.50	325.00
11/3/21	B M	Preparation (.3) and participation (.8) on the UCC meeting to discuss plan issues; call with Williams regarding plan issues (.3); call with King regarding creditor recoveries (.4).	1.80	2,970.00
11/3/21	MVD	Weekly UCC meeting re plan proposals, recent filings, and other topics.	1.60	1,888.00
11/3/21	J B	Prepare for (.1) and attend call with Committee and Committee professional advisors (FTI, Willkie, SyS) re: updates on plan negotiation, exit financing proposals, and related strategic discussions (1.7).	1.80	1,485.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 23

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/3/21	J G	Attended call between UCC and Claims holders re: plan proposals (.8); call with Willkie Team and FTI re: UCC call (.4); call with Committee re: plan proposals (in part) (1.0).	2.20	1,078.00
11/4/21	CAD	Prepare/review materials for (.2) and participate in (.8) special creditors' committee meeting regarding status of current Apollo and joint bidder plan proposals, analysis, and next steps.	1.00	1,135.00
11/4/21	B L	Telephone conference with FTI in advance of UCC meeting re: agenda, plan negotiations (.5); prepare for (.2) and participate in UCC meeting re: plan proposals (.8).	1.50	2,475.00
11/4/21	T G	Prepare for (.3) and participate on (.8) Committee call re plan negotiation status; review FTI presentation for UCC call (.4).	1.50	2,145.00
11/4/21	B M	Meeting of the UCC to discuss the Apollo/UCC plan proposal (.7); call with J. Brody regarding the plan process (.3); call with B. Wilder regarding the plan process (.3); call with Parlin regarding claim settlements (.3).	1.60	2,640.00
11/4/21	MVD	Attend UCC meeting re plan proposals (in part).	0.50	590.00
11/5/21	CAD	Correspondence w/ internal working group, B. Wilder, M. Edelman regarding result of chambers conference regarding plan status and process.	0.20	227.00
11/5/21	T G	Call w/ M Black (Corvid) re plan status (.3); call w/ J Brody re same (.3).	0.60	858.00
11/8/21	T G	Correspondence w/ creditors re plan negotiations.	0.30	429.00
11/9/21	T G	Call w/ 140 summer re plan status (.6); calls (x2) w/ J Brody re same (.3); review agenda and materials for UCC call (.3); call w/ WFG team re same/UCC call topics/next steps (.3); call w/ C Plaza re plan discussions (.4).	1.90	2,717.00
11/9/21	B M	Review and comment on the agenda, exhibits and handouts for the 11/10 UCC meeting (1.2); call with the UCC chair regarding the 11/10 agenda (.5); call with Delano regarding unsecured creditor issues (.3); call with Alberts regarding creditor concerns (.3); call with Klipper regarding the plan process (.5); memorandum regarding creditor concerns with	3.30	5,445.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 24

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/9/21	MVD	the plan (.6). Prepare for weekly UCC meeting.	0.20	236.00
11/9/21	J B	Participate in call with Committee and Debtors' professionals re: updates on Apollo and Joint Bidder Proposals.	0.60	495.00
11/10/21	CAD	Prepare/review materials for (.3) and participate in (.8) weekly creditors' committee meeting regarding legal and financial updates/case status (Apollo and joint bidder plan discussions and status/this week's chambers' conference/Debtors' claims settlement motions and draft objection/financial presentation).	1.10	1,248.50
11/10/21	T G	Prepare for (.4) and participate on (.8) Committee call; review materials for UCC call (.5); follow-up call w/ B Miller re same (.2); call w/ J Brody re plan discussions (.3); correspondence w/ B Oberg re same (.2).	2.40	3,432.00
11/10/21	A S	Attend call with the UCC re: plan proposal and Chambers' conference.	0.80	392.00
11/10/21	J G	Attend weekly Committee call re: plan proposal and Chambers conference.	0.80	392.00
11/10/21	B L	Attend UCC meeting re: plan proposal (.8); office conference with B. Miller re next steps (.3); telephone conference with J. Zinman re: plan proposal (.2); telephone conference with interested creditor re potential plan options (.4).	0.90	1,485.00
11/10/21	B M	Preparation (.6) and participation (.8) on the UCC call to discuss the plan process; call with Hain regarding the plan process (.5); call with Barlow regarding creditor recoveries (.4); call with Grasso regarding the status of the plan (.3).	2.60	4,290.00
11/10/21	MVD	Weekly UCC meeting regarding plan proposals, claims settlements, and other topics.	0.80	944.00
11/10/21	J B	Participate in call with Committee re: updates on exit financing proposals and strategic discussions for go-forward plan negotiations.	0.80	660.00
11/11/21	CAD	Correspondence w/ B. Miller, committee members regarding plan status and joint bidder/Apollo negotiations and summary of term sheet.	0.20	227.00
11/11/21	B L	Telephone conference with creditor re status of negotiations (.5); review correspondence to	0.60	990.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 25

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		committee re status (.1).		
11/12/21	CAD	Prepare/review and analyze materials for (.2) and participate in (.5) special creditors' committee meeting regarding Apollo/joint bidders' plan proposal, counter, and next steps.	0.70	794.50
11/12/21	T G	Prepare for (.3) and participate on (.8) Committee call re plan negotiation status; call w/ Gibson/Nut Tree re Alliance proposal (.7); call w/ C. Chen re Invictus proposal (.7); and follow-up call w/ C. Chen and Patel re same (.2); call w/ Invictus/Corvid re same (1.1); call w/ Barclays re plan status (.2); call w/ J. Levine re same (.2).	4.20	6,006.00
11/12/21	MVD	Participate in UCC meeting regarding plan proposals (in part).	0.60	708.00
11/12/21	J B	Attend and participate in call with committee re: discussions on exit financing proposal and case updates.	1.00	825.00
11/15/21	CAD	Prepare/review materials for (.2) and participate in (.8) special creditors' committee meeting regarding Apollo/joint bidder and Invictus/Corvid Peak plan proposals, comparison, status, and next steps.	1.00	1,135.00
11/15/21	T G	Call w/ B Oberg re plan status (.2); correspondence w/ J. Levine re same (.3); correspondence w/ UCC re plan proposals status (.4); prepare for (.4) and participate on (.8) Committee call re same; follow-up call w/ B. Miller re same (.3); correspondence w/ UCC members re Board letter (.2).	2.60	3,718.00
11/15/21	B M	Preparation (.6) and participation (.8) on the UCC call regarding open case issues; call with Invictus regarding possible alternative exit financing (.8); call with Corvid Peak regarding alternative financing (.4).	2.60	4,290.00
11/15/21	B L	Participate in UCC meeting re: plan proposals.	0.80	1,320.00
11/15/21	J G	Participate in call with Willkie Team, FTI and UCC to discuss newest proposed plan, strategy and next steps (.8); follow up i/c/w same (.1).	0.90	441.00
11/15/21	J B	Participate in call with Committee re: exit financing proposal updates and go-forward strategy for negotiating exit financing bids with	0.60	495.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 26

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		commitment parties.		
11/16/21	CAD	Correspondence w/ M. Dunn, committee members regarding result of today's hearing on Debtors' motion to approve claims settlements.	0.10	113.50
11/16/21	T G	Review and revise agenda and materials for UCC call (.3); call w/ C Plaza re case update (.5).	0.80	1,144.00
11/16/21	MVD	Draft email to UCC regarding claims settlement motions.	0.20	236.00
11/17/21	CAD	Prepare/review materials for (.1) and participate in (.5) weekly creditors' committee meeting regarding legal and financial updates/case status (result of yesterday's hearing on Debtors' claims settlement motions/plan negotiations/Debtors' contemplated commitment fee motion/cash update).	0.60	681.00
11/17/21	T G	Prepare for (.3) and participate on (.5) Committee call re plan status; review FTI materials for same (.4); call w/ 140 Summer re plan questions(.6); call w/ A&P re plan status/next steps (.5).	2.30	3,289.00
11/17/21	B M	Preparation (.5) and participation (.5) on the UCC call to discuss open case issues; call with 140 Summer regarding case issues (.4); call with JH Lane regarding OpCo creditors (.4); call with Arnold regarding objections to the disclosure statement and exit financing motions (.6); call with Avolon regarding UCC options (.3).	2.70	4,455.00
11/17/21	J G	Participate in call WFG and UCC Professionals re current proposal, upcoming hearings on commitment fee motion and strategy.	0.40	196.00
11/17/21	MVD	Weekly UCC meeting re plan proposals, claims settlement motions, and other topics.	0.40	472.00
11/19/21	T G	Call w/ AerCap re plan proposal (.3); correspondence w/ Invictus and advisors re plan proposal status (.4).	0.70	1,001.00
11/19/21	B M	Call with AerCap regarding ex officio membership on the UCC (.4); call with JH Lane regarding plan issues (.4); call with C. Plaza regarding plan discussions (.3); call with Burke regarding disclosure statement status (.4); memorandum regarding creditor issues with the	1.80	2,970.00

11/22/21	CAD	plan process (.3). Correspondence w/ B. Miller, committee members regarding today's chambers conference regarding plan/disclosure statement/commitment fee motion status and dates (.1); correspondence w/ J. Brandt, committee members regarding Debtors' supplement to commitment fee motion (.1).	0.20	227.00
11/22/21	B M	Correspondence with the UCC regarding the chambers conference and plan negotiations (.5); call with C. Chen regarding Aerolitoral recoveries (.4); calls with Levine regarding the Invictus proposal (.6); call with Edelman regarding ex officio membership on the UCC (.3); call with Alberts regarding plan issues (.3); call with Largent regarding plan issues (.2); memorandum regarding creditor issues with the plan (.4).	2.70	4,455.00
11/22/21	T G	Calls (multiple) w/ Gibson re discovery requests/commitment fee etc. (.6); calls w/ B. Oberg (.2) and J. Levine (x2) re plan negotiations (.3).	1.10	1,573.00
11/23/21	T G	Correspondence w/ Avolon and AerCap re UCC (.4) and correspondence w/ UCC members re same (.2); call w/ M Black (Corvid) re plan status (.5); review and revise agenda and materials for UCC call (.3).	1.40	2,002.00
11/23/21	A S	Call with M. Dunn re: drafting letter to UCC re: plan.	0.20	98.00
11/24/21	CAD	Correspondence w/ internal working group, committee members regarding new ex-officio committee members (.2); prepare/review materials for (.4) and participate in (.9) weekly creditors' committee meeting regarding legal and financial updates case status (plan discussions and negotiations/disclosure statement and commitment fee motions/Debtors' exclusivity motion).	1.50	1,702.50
11/24/21	B M	Preparation (.4) and participation (.9) on the UCC call to discuss case issues; call with Corvid Peak regarding plan issues (.4); call with Invictus regarding the plan (.5).	2.20	3,630.00
11/24/21	T G	Prepare for (.4) and participate on (.9) UCC	2.10	3,003.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 28

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		update call re plan status; call w/ Invictus/Corvid re same (.8).		
11/24/21	A S	Draft letter to unsecured creditors from the UCC re: plan.	0.50	245.00
11/24/21	MVD	Review letter from Sabre to UST re resignation from UCC.	0.10	118.00
11/24/21	MVD	Participate in weekly UCC meeting re: plan strategy (.9); follow up research i/c/w same (.7).	1.60	1,888.00
11/24/21	J B	Participate in call with committee and committee professionals re updates on various forthcoming plan objection pleadings and other matters.	1.00	825.00
11/28/21	A S	Update UCC Roster to reflect changes in UCC membership.	1.30	637.00
11/29/21	CAD	Correspondence w/ B. Miller, committee members regarding result of today's chambers conference regarding commitment motion and disclosure statement motion and timing.	0.10	113.50
11/30/21	B M	Review and comment on the agenda, exhibits and handouts for the 12/1 UCC meeting (1.2); call with Edelman regarding the plan process (.3); call with the UCC chair regarding the 12/1 agenda (.4); call with Glass regarding creditor distributions (.2); correspond with B. Wilder regarding the plan process (.3).	2.40	3,960.00
11/30/21	T G	Review and revise agenda and materials for UCC call (.3); call w/ M Black re plan proposal (.2); call w/ F Glass re plan questions (.2).	0.70	1,001.00
Sub-Total			97.30	128,714.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/21	CAD	Meeting w/ internal working group, FTI regarding comparison of latest plan proposals and proposed response to joint bidders' revised proposal (.5); participate in chambers conference w/ internal working group, various counsel regarding status of plan proposals, discussions, and extension of deadlines (.6);	2.80	\$	3,178.00

		correspondence w/ M. Healy (FTI) regarding summary of joint creditor claims (.1) and review/analyze same (.1); review/analyze letter from joint bidders regarding plan proposal and requested next steps (.4); various correspondence w/ internal working group, committee members regarding same (.4); correspondence w/ T. Goren regarding plan-related discussions w/ J. Brody (Gibson), Nut Tree (.1) and review/analyze parameters of potential new joint bidders' plan proposal (.2); correspondence w/ internal working group, FTI regarding same (.4).		
11/1/21	T G	Call w/ Court re DS/Commitment fee hearing timing (.6); review FTI presentation to UCC re plan proposal (.4); correspondence w/ FTI re same (.3); call w/ FTI re same (.8); follow-up calls/correspondence w/ M. Bilbao re creditor proposal (.9); calls (multiple) w/ B. Miller re same (.4); review updated drafts of commitment fee objection (.8) and DS Objection (.6).	4.80	6,864.00
11/1/21	A S	Participate in meeting with Committee's advisors call re: plan issues.	0.60	294.00
11/1/21	A S	Conduct research on vote designation and vote buying.	0.60	294.00
11/1/21	B L	Chambers conference re scheduling (.6); follow up with FTI and Willkie team (.5); telephone conference with UCC re status of plan discussions (.4); review letter from joint bidders (.2); telephone conference with J. Zinman re status (.1); correspondence with Willkie team re competing bids and next steps (.1).	1.90	3,135.00
11/1/21	J G	Participate in UCC meeting regarding plan strategy and other topics.	0.50	245.00
11/1/21	B M	Plan negotiations with Apollo and the Debtors for the Apollo/UCC plan proposal (2.9); calls with FTI regarding the Apollo/UCC plan proposal (1.4); memorandum regarding the Apollo/UCC plan and opposition from the Debtors (.7); call with the court regarding plan related discovery (.5).	5.50	9,075.00
11/1/21	A A	Assist w/ precedent research i/c/w plan / ds.	1.20	588.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 30

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/1/21	MVD	Consideration of issues related to plan negotiations with Apollo and draft task list re: same.	1.20	1,416.00
11/1/21	J B	Attend call with Willkie internal team re strategy for go-forward work streams and upcoming pleadings i/c/w confirmation (.5); attend chambers conference call (in part) (.3); participate in call with FTI and Willkie re: review of alternative plan situation presentation for UCC call (.5).	1.30	1,072.50
11/1/21	J G	Willkie team meeting discussing current work assignments and next step i/c/w plan litigation (.6); AMX call with Willkie team and FTI re: plan issues (.3).	0.90	441.00
11/1/21	DMS	Review FTI side by side analysis (0.2); status conference with Judge Chapman and all parties re: deadlines (0.6); call with FTI re side by side bids analysis (0.5); review letter from joint creditor group counsel re plan proposals (0.2); review and markup vote designation research (0.5) and corr with A. Scarcella re same (0.1).	2.10	2,646.00
11/1/21	MVD	Attend chambers conference regarding current status of case and schedule going forward (.6); call with Willkie and FTI teams regarding plan proposals (.5); review research re vote designation prepared by A. Scarcella (.3); review letter from joint creditors (.2); review FTI presentation re plan proposal (.2).	1.80	2,124.00
11/2/21	CAD	Review/analyze current draft of committee's objection to Debtors' motion to enter into equity commitment letter and subscription agreement (.5); correspondence w/ internal working group, FTI regarding final and best plan proposal procedures (.1) and review/analyze same (.1).	0.70	794.50
11/2/21	T G	Meeting w/ team re plan issues/next steps (1.5); calls w/ M Bilbao (multiple) re plan negotiations (.4); call w/ Gibson (multiple) (.7) re plan negotiations.	2.60	3,718.00
11/2/21	B L	Call with Debtors' professionals re: plan proposals (.7); telephone conference with UCC professionals re: same/strategy (.8).	1.50	2,475.00
11/2/21	J G	AMX Professionals standing call with AlixPartners, FTI, Cervantes-Sainz, Davis Polk	0.90	441.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 31

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/2/21	J G	and Rothschild re: plan status. Research i/c/w plan proposals.	1.00	490.00
11/2/21	J G	Meeting with Willkie team regarding plan process and other topics.	0.50	245.00
11/2/21	B M	Review and comment on the proposed Apollo/UCC plan and disclosure statement (3.7); memorandum regarding open plan issues to discuss with the Debtors (.7); call with FTI to discuss plan economics (1.3); call with the Debtors regarding plan issues (.5).	6.20	10,230.00
11/2/21	MVD	Phone call with C. Plaza (Riker) and Willkie team re plan proposals.	0.50	590.00
11/2/21	MVD	Review letter from joint creditors re support agreement.	0.10	118.00
11/2/21	J B	Participate in call with Committee professionals and Debtors' professionals re: updates regarding Debtors' plan and potential exit financing bids.	0.90	742.50
11/2/21	T G	Review caselaw with team re plan support provisions.	0.40	572.00
11/2/21	MVD	Participate in meeting with Debtors' professionals and UCC's professionals re plan proposals and schedule going forward (.9); participate in meeting with UCC's professionals regarding plan proposals (1.0).	1.90	2,242.00
11/2/21	DMS	Call with Debtors' professionals re plan/fleet status (0.9); follow up with Willkie team (0.2); call with Committee professionals regarding plan process (1.0); Willkie team regarding plan process (0.5); correspondence with Willkie team re plan negotiation issues and related research (0.8)	3.40	4,284.00
11/3/21	CAD	Telephone conference w/ Gibson Dunn, Moelis, Nut Tree, Corvid Peak, internal working group, FTI regarding view on Apollo and joint bidder plan proposals (.8); telephone conference w/ Apollo, Cleary, internal working group, FTI regarding status of Apollo plan proposal and issues (.5); debrief calls (2x) w/ internal working group, FTI regarding same and next steps (1.3); review/analyze correspondence from joint bidders' counsel regarding Apollo plan proposal (.1); correspondence w/ internal	5.30	6,015.50

		working group, FTI, Apollo regarding requested committee modification to Apollo plan proposal (.3); various correspondence w/ internal working group regarding letter to Debtors' independent restructuring committee regarding Apollo plan proposal and status and comments (.6) and review/revise same (2x) (.3); correspondence w/ internal working group, FTI regarding same (.2); telephone conference w/ Apollo, Cleary, internal working group, FTI regarding final Apollo plan proposal and submission to Debtors (.8); review/analyze updated Apollo proposal (.2); correspondence w/ internal working group, FTI regarding same (.2).		
11/3/21	T G	Calls (x2) w/ Apollo re plan proposal (1.3); calls (x3) w/ FTI and WFG team re same (1.2); call w/ S Star re same (.2); calls (multiple) w/ Bilbao/B Miller re same (.6); prepare email to Apollo re plan consideration modification (.7); review joint bidder updated plan proposal (1.4) and correspondence w/ FTI and team re same/Apollo status (.6); review and revise draft letter to Board re plan proposal (.4).	6.40	9,152.00
11/3/21	J G	Corr. with M. Dunn about board letter (.1); draft letter from the UCC to AMX Board of Directors regarding Apollo Proposal and fiduciary out (.8); sent initial email to M. Dunn. Incorporate comments from T. Goren, B. Miller and C. Damast (.3).	1.20	588.00
11/3/21	B M	Plan negotiations with Apollo and the Debtors (2.3); correspond with the plan parties regarding the Apollo/UCC proposal (.4); review the treatment of Delta and the Mexican Shareholders in the plan (.7); review the Mexican ownership requirements for the plan (.6); discussion with the Gibson group regarding plan issues (.4).	4.40	7,260.00
11/3/21	MVD	Draft outline of objection to certain of the debtors' claims settlement motions (.6).	0.60	708.00
11/3/21	JCD	Participate in update calls re: status of joint creditor proposal.	0.80	1,520.00
11/3/21	MVD	Call with Willkie and Gibson teams re plan	3.80	4,484.00

		proposal (.8); call with Willkie and FTI teams re plan proposals (.8); review joint bidder proposal term sheets/documents (1.5); review plan proposal comparison deck prepared by Gibson (.3); call with Willkie and FTI teams re plan proposals (.4).		
11/4/21	CAD	Correspondence w/ B. Lennon, internal working group, Santamarina & Steta regarding memo regarding fiduciary duties under Mexican law for directors and officers (.2) and review/analyze same (.2); correspondence w/ P. deLucio (Cleary), internal working group regarding letter to Debtors regarding Apollo plan proposal (.1) and review/analyze same and attachment (.2); correspondence w/ S. Piraino (Davis Polk), internal working group regarding joint bidders' current plan proposal (.1) and review/analyze same (.4); correspondence w/ A. Schwartz (US Trustee), internal working group regarding status of plan-related discussions (.1); review/analyze correspondence from/ A. Qureshi (Akin) to Judge Chapman regarding Apollo plan proposal (.1); correspondence w/ internal working group, FTI regarding same and today's chambers conference (.4); telephone conference w/ internal working group, FTI regarding current Apollo and joint bidder proposals, analysis, and next steps (.5); participate in chambers conference w/ all major stakeholders regarding status of plan-related discussions, current plan proposals, and next steps (.8); correspondence w/ B. Miller, committee members regarding summary of today's chambers conference regarding plan status (.1); correspondence w/ P. deLucio (Cleary) regarding letter to Debtors regarding takeback paper structures in Apollo plan proposal (.1) and review/analyze same (.2); correspondence w/ S. Piraino (Davis Polk) regarding joint bidders' plan proposal (.1).	3.60	4,086.00
11/4/21	A S	Conf. call with WFG and FTI regarding the plan and other litigation issues.	0.50	245.00
11/4/21	A S	Research i/c/w current plan proposal.	0.70	343.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 34

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/4/21	B L	Participate in Chambers conference re: plan proposals (.5); follow up with D. Sinclair (.1); follow up with B. Miller (.2).	0.80	1,320.00
11/4/21	T G	Review updated joint bidder commitment docs (1.9); review Apollo bid letter (.5); call w/ FTI re same (.6); chambers call re plan/DS status (.5); follow-up calls w/ B. Miller (.3) and M. Bilbao (.4) re same; review Apollo support letter re next steps (.4).	4.60	6,578.00
11/4/21	J G	Research i/c/w plan proposals and next steps.	1.90	931.00
11/4/21	B M	Plan negotiations with the Debtors and Apollo regarding the Apollo/UCC plan proposal (4.6); chambers conference to discuss the plan proposals and next steps (.5); memorandum regarding the plan proposals and next steps for the plan process (.9); call with R. Cooper regarding the Apollo/UCC agreement (.4); review and comment on the FTI analysis of the CVR note to increase unsecured creditor recoveries (1.3).	7.70	12,705.00
11/4/21	J B	Participate in discussions with Committee and Committee professionals re: updates and strategy regarding maximizing value of exit financing proposals (.9); attend chambers conference re: case updates (.5).	1.40	1,155.00
11/4/21	JCD	Participate in calls re: status of joint creditor proposal.	0.90	1,710.00
11/4/21	MVD	Review memo prepared by S&S regarding fiduciary duties (.4); review letter from Apollo to Debtors re plan proposal (.1); review deck prepared by FTI re joint bidder proposal (.3).	0.80	944.00
11/5/21	CAD	Telephone conference w/ internal working group, FTI regarding debrief of yesterday's chambers conference regarding plan status/process and next steps (.8); discuss same w/ D. Sinclair (.1); review/analysis of correspondence from R. Cooper (Cleary) to chambers regarding release of committee's obligations under Apollo letter (.1) and correspondence w/ B. Miller, committee members regarding same (.1); correspondence	2.60	2,951.00

		w/ S. Star (FTI), internal working group regarding joint bidder reaction to Apollo proposal (.2); review/analyze letter from Gibson Dunn to Davis Polk regarding same (.2); subsequent correspondence w/ internal working group, FTI regarding same and next steps (.5); correspondence w/ B. Miller regarding discussion w/ Avolon regarding view on joint bidders' and Apollo's plan proposals (.1); various correspondence w/ R. Faldetta/M. Bilbao (FTI), internal working group regarding Rothschild views of Apollo and joint bidder proposals (.5).		
11/5/21	B L	Review Apollo correspondence to chambers (.1); Correspond with team re same (.1). ``	0.20	330.00
11/5/21	T G	Call w/ FTI re plan proposal status (.7); correspondence w/ WFG and FTI re same (.6); calls (x2) w/ B Miller re same (.3); review updated joint bidder proposal (1.1).	2.70	3,861.00
11/5/21	B M	Plan discussions with Apollo and the release of the Apollo/UCC agreement (3.9); plan analysis discussions with FTI regarding OpCo distributions (1.6); subcon analysis for OpCo entities and plan treatment (.8).	6.30	10,395.00
11/5/21	MVD	Review letter from Gibson to Debtors re Apollo proposal.	0.30	354.00
11/5/21	DMS	Review AHG correspondence to DPW re bids (0.2); review Apollo correspondence to DPW re bids (0.2); review equity commitment letter and term sheet (0.6).	1.00	1,260.00
11/6/21	CAD	Correspondence w/ B. Miller, internal working group, FTI regarding potential new plan proposal from joint bidders.	0.20	227.00
11/6/21	B M	Negotiations with Apollo on the take back paper for unsecured creditors in the Apollo/UCC plan proposal (2.3); calls with FTI regarding the analysis of the take back paper proposals (1.3).	2.60	4,290.00
11/7/21	DMS	Review Apollo term sheet.	0.40	504.00
11/7/21	CAD	Correspondence w/ P. deLucio (Cleary), internal working group regarding term sheet for Apollo plan proposal (.1); correspondence w/ P.	0.90	1,021.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 36

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		deLucio (Cleary), Davis Polk regarding same (.2); correspondence w/ B. Miller, internal working group, FTI regarding possible revised joint bidder plan proposal and timing (.2); correspondence w/ J. Margolin (Hughes Hubbard), T. Graulich (Davis Polk) regarding Delta support of Apollo plan proposal (.1) and review/analyze same (.1); correspondence w/ internal working group, FTI regarding same (.2).		
11/7/21	T G	Review Apollo plan term sheet (.6); correspondence w/ FTI, team and Cleary re same (.5).	1.10	1,573.00
11/7/21	B L	Review correspondence regarding latest bids from Apollo and joint bidder group.	0.20	330.00
11/7/21	B M	Negotiations with Apollo on the take back paper for unsecured creditors (2.1); correspond with the Debtors regarding the revised Apollo/UCC proposal (.6); memorandum regarding the revised Apollo/UCC proposal (.4); correspond with the UCC regarding the Apollo/UCC proposal status (.3).	3.40	5,610.00
11/7/21	MVD	Review restructuring term sheet from Apollo.	0.70	826.00
11/8/21	DMS	Call with Willkie and FTI teams regarding revisions to Apollo term sheet (1.8); call and corr with J Brandt re GDC response letter (0.2); review and revise Apollo plan term sheet (1.3).	3.30	4,158.00
11/8/21	CAD	Review/analyze Apollo plan term sheet (.9) and proposed comments/changes (.4); correspondence w/ internal working group, FTI regarding same and analysis (.3); telephone conference w/ internal working group, FTI regarding same and proposed committee changes to Apollo term sheet (1.8); review/analyze joint bidder proposal/documents submitted to Debtors (.5).	3.90	4,426.50
11/8/21	DMS	Review and revise term sheet.	0.10	126.00
11/8/21	T G	Review and revise Apollo term sheet (1.4); call w/ FTI re same (1.8); call w/ J Brody re plan status (.2); calls w/ B Miller and M Bilbao re same (.4).	3.80	5,434.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 37

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/8/21	A S	Attend WFG and FTI call regarding the updated Apollo term sheet.	1.20	588.00
11/8/21	A S	Meeting with Willkie team regarding current status of plan process and related issues.	0.30	147.00
11/8/21	J G	Meeting with Willkie team regarding plan process and other topics.	0.40	196.00
11/8/21	B M	Plan negotiations with Apollo for the Apollo/UCC plan (3.6); review and comment on the FTI analysis of the Apollo/UCC plan vs. the Joint Bidders plan (1.2); review the revised proposal from the Joint Bidders for unsecured creditors (1.3); call with FTI to discuss the plan options for unsecured creditors (.8); memorandum regarding plan options for the UCC (.9).	7.80	12,870.00
11/8/21	MVD	Call with Willkie and FTI teams to review and markup Apollo term sheet.	1.80	2,124.00
11/8/21	J G	Research lock-up agreements (1.4); incorporate findings into DS objection motion (.6); attend call with Willkie and FTI to discuss Apollo's restructuring term sheet (1.8).	3.80	1,862.00
11/8/21	J B	Attend call with FTI and Willkie teams re: analysis of updated Apollo proposal term sheet and related discussion (1.8); participate in call with D. Sinclair, M. Dunn, and internal team re: strategy for drafting near term Committee plan-related objections and pleadings (.3).	2.10	1,732.50
11/9/21	CAD	Correspondence w/ B. Miller, internal working group, J.C. Machorro (Santamarina & Steta) regarding status of discussions w/ Debtors regarding plan proposals and adjournment of board meeting (.3); telephone conference w/ internal working group, A. Klipper (140 Summer/claimholder) regarding plan status and negotiations (.6); review and revise current draft of Apollo plan term sheet (1.2) and correspondence w/ internal working group regarding same and comments (.3); correspondence w/ internal working group, FTI regarding Apollo term sheet and sensitivity analysis of contingent note instrument payouts to EBITDAR (.2) and review/analyze same (.2); review/analyze FTI comments to Apollo term	3.70	4,199.50

		sheet (.2); review/analyze revised joint bidder plan proposal (.3) and correspondence w/ internal working group, FTI regarding same (.3); correspondence w/ D. Sinclair, internal working group regarding tomorrow's chambers conference regarding plan discussions and status (.1).		
11/9/21	T G	Call w/ Debtors re plan discussions/next steps (.6); follow-up call w/ B Miller re same (.2); call w/ FTI re same (.9); review and revise draft Apollo term sheet (.8); correspondence w/ FTI and team re same (.4); calls (x2) w/ M Bilbao re plan discussions (.3); review updated joint bidder proposal (.3) and correspondence w/ Akin/Ducera and FTI re same (.2); correspondence w/ T Graulich re same (.1); review FTI analysis of CVR (.3).	4.10	5,863.00
11/9/21	J G	Participate in meeting with Willkie team re: plan strategy (.2); prepare for same (.2).	0.40	196.00
11/9/21	J G	Review illustrative JC Proposal Term Sheet Summary.	0.10	49.00
11/9/21	B L	Telephone conference with Company advisors re bid review process (.5); Telephone conference with C. Chen Delano re plan process (.5); correspond with Willkie team re same (.2); telephone conference with FTI team re next steps (.5).	1.70	2,805.00
11/9/21	B M	Plan negotiations with Apollo regarding the CVR note for unsecured creditors (2.4); correspond with the Debtors regarding the plan process and Apollo/UCC proposal (.4); call with FTI to discuss the Apollo CVR note (.8); correspond with the Joint Bidders regarding the treatment of unsecured creditors (.5); memorandum regarding open unsecured creditor issues (.6).	4.70	7,755.00
11/9/21	MVD	Weekly standing call with S&S regarding plan negotiations, fee applications, and other topics.	0.40	472.00
11/9/21	MVD	Meeting with Willkie team regarding plan proposals and claims settlement objection.	0.40	472.00
11/9/21	MVD	Conduct research regarding PSA/RSA treatment in SDNY.	0.90	1,062.00
11/9/21	CAD	Participate in weekly call w/ internal working	0.40	454.00

		group regarding status of plan proposals/discussions and next steps/things to be done.		
11/9/21	A S	Conduct research on case law regarding plan issues (2.0); participate in meeting with UCC's advisors re: plan strategy (.7); attend AMX WFG conf. call re: same (.2).	2.90	1,421.00
11/9/21	MVD	Participate in meeting with UCC's professionals and Debtors' professions regarding plan proposals and other topics (.6); weekly standing call with UCC professionals regarding plan proposals (1.0).	1.60	1,888.00
11/9/21	J B	Participate in call with FTI and Willkie teams re: all professionals call debrief and updates on strategy for assessing forthcoming exit financing proposals.	0.90	742.50
11/9/21	MVD	Review markup of Apollo term sheet (.3); review memo re Mexican law requirements for brokerage accounts prepared by S&S (.2); review joint creditor proposal term sheet (.2); consideration of issues regarding plan proposals and potential recoveries to unsecured creditors (.5); review FTI markup of Apollo term sheet (.4).	1.60	1,888.00
11/10/21	CAD	Correspondence w/ Davis Polk, internal working group regarding adjournment of chambers conference regarding plan status from today until tomorrow and next steps (.2); correspondence w/ D. Sinclair regarding latest draft/committee comments to Apollo term sheet (.1) and review/revise same (.5); correspondence w/ T. Goren, internal working group, FTI regarding status of joint bidder plan proposal and discussions (.2); correspondence w/ S. Star (FTI), internal working group regarding discussions w/ PSAM and Avolon regarding plan proposal status (.1); correspondence w/ M. Healy (FTI), internal working group regarding list of lessor claims with and without guarantees (.1) and review/analyze same (.1); correspondence w/ J. Leon-Orantes (Santamarina & Steta) regarding Mexican brokerage agreement requirements for	2.60	2,951.00

		new shares (.1) and review/analyze memo regarding same (.2); correspondence w/ B. Miller, internal working group regarding status of plan-related discussions w/ Polk (.2); correspondence w/ R. Faldetta (FTI), internal working group regarding additional comments to Apollo term sheet (.1) and review/analyze same (.4); correspondence w/ D. Sinclair regarding T. Keshishian inquiry regarding plan/solicitation status (.2); correspondence w/ T. Keshishian regarding same (.1).		
11/10/21	T G	Review and revise Apollo term sheet (1.1); correspondence w/ FTI and WFG team re same (.3); correspondence w/ FTI and team re potential Apollo/noteholder deal (.6); calls (multiple) w/ B Miller re same (.4).	2.40	3,432.00
11/10/21	B M	Plan discussions with Apollo (2.3); review of the Alliance Proposal with FTI (1.5); correspond with the Debtors regarding the Alliance plan proposal (.4); review of the FTI side by side analysis of the plan proposals (.4).	4.60	7,590.00
11/10/21	DMS	Call with creditors committee to discuss plan negotiations (0.7); work on Apollo term sheet (0.4).	1.10	1,386.00
11/10/21	MVD	Consideration of issues regarding Apollo proposal and recoveries to unsecured creditors (.3); review FTI markup of Apollo term sheet (.3).	0.60	708.00
11/11/21	CAD	Review/analyze Apollo/joint bidder plan proposal term sheet summary (.8); various correspondence w/ internal working group, FTI regarding same and analysis (.8); subsequent correspondence w/ internal working group regarding same and issues (.2); correspondence w/ B. Miller, internal working group regarding discussion w/ Davis Polk regarding Apollo/joint bidder plan proposal (.2); participate in chambers conference w/ all major stakeholders regarding plan status/negotiations and scheduling (.5); debrief call w/ internal working group, FTI regarding result of chambers' conference and Apollo/joint bidder plan proposal, issues, and next steps (.7);	4.60	5,221.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 41

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		correspondence w/ D. Botter (Akin), internal working group regarding joint bidder/Apollo plan proposal and information requests (.2); telephone conference w/ internal working group, FTI, Akin, Ducera regarding joint bidder/Apollo plan proposal and detail (.5); debrief call w/ internal working group, FTI regarding same and next steps (.7).		
11/11/21	M S	Weekly call (AHG/UCC Advisors) re: plan negotiations.	1.00	650.00
11/11/21	A S	Attend AMX WFG/FTI conf. calls re: plan strategy.	1.00	490.00
11/11/21	A S	Attend AMX Weekly catchup call with the AHG and UCC Advisors re: plan negotiations (in part).	0.40	196.00
11/11/21	T G	Chambers conference re plan status (.4); follow-up call w/ FTI/team re same/next steps (.9); review Alliance proposal (.7) and correspondence w/ FTI and team re same (.6); call w/ Akin/Ducera re same (.4); follow-up call w/ FTI and team re same (.7); call w/ J Brody re Alliance proposal (.2).	3.90	5,577.00
11/11/21	B M	Review the Alliance proposal term sheet and unsecured creditor recoveries (.9); calls with FTI to discuss the Alliance Proposal and reduction to unsecured creditor recoveries (2.2); correspond with Apollo regarding the Apollo/UCC agreement (.4); Review the Debtors' disclosure statement and plan and solicitation procedures (2.5); memorandum regarding the Alliance Plan (.6); chambers conference regarding the Alliance plan and proposed dates for the hearings (.4); research regarding collusion in the second circuit (1.6).	8.60	14,190.00
11/11/21	J G	Attend call with Willkie and FTI re: plan strategy (.7); attend call with joint bidders and Willkie to discuss current joint bidders' proposal (.4).	1.10	539.00
11/11/21	JCD	Review terms of new deal involving Apollo and bondholder group (.6); participate in call with FTI to discuss same (.7).	1.30	2,470.00
11/11/21	MVD	Attend chambers conference regarding plan proposals and process (.6); call with Willkie	3.20	3,776.00

		team regarding chambers conference (.9); call with Willkie and Akin teams regarding plan proposal (.4); call with Willkie team regarding plan (.7); review correspondence with Akin regarding plan proposal (.4); review Apollo/Creditor plan term sheet (.2).		
11/11/21	DMS	Chambers conference to discuss plan negotiations (0.4); follow up w/ team re: same (0.1); call with Willkie team re plan negotiations (0.7).	1.20	1,512.00
11/11/21	J B	Attend Chambers conference re: updated discussion regarding joint creditor bid (.5); participate in call with Willkie team re: updates on joint creditor proposal following chambers call (.9).	1.40	1,155.00
11/12/21	CAD	Telephone conference w/ internal working group, FTI regarding counter to Apollo/joint bidders' proposal and preparation for today's creditors' committee meeting (.5); telephone conference w/ internal working group regarding objection to Debtors' commitment fee motion and plan-related litigation strategy/next steps (.5); correspondence w/ J. Kirchgraber (FTI), internal working group regarding presentation to committee regarding Apollo/joint bidder plan proposal and proposed counter (.2) and review/analyze same (.2); correspondence w/ T. Goren, internal working group regarding same (.3); correspondence w/ C. Delano, internal working group regarding Invictus/Corvid Peak potential alternative plan proposal (.1) and review/analyze same (.3); telephone conference w/ Invictus/Corvid Peak, Katten, internal working group, FTI regarding same, issues, and next steps (1.0); correspondence w/ C. Delano (Invictus), Apollo regarding plan proposal (.1); correspondence w/ M. Dunn, committee members regarding same (.1).	3.30	3,745.50
11/12/21	A S	Attend AMX Willkie/FTI conf. call re: plan strategy.	0.40	196.00
11/12/21	A S	Research potential confirmation issues.	0.60	294.00
11/12/21	T G	Review FTI Alliance plan analysis (.4); call w/	3.60	5,148.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 43

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		FTI re same (.4); call w/ WFG re commitment fee/plan opposition strategy call (.5); review Invictus plan proposal (.7); review draft letter to Board re plan status (.6); calls w/ B Miller (.5) and M Bilbao (.1) re plan negotiations; correspondence w/ FTI and creditors re plan comparisons/negotiations (.4).		
11/12/21	B M	Plan negotiations with Invictus and FTI for a creditor led plan of reorganization, including the negotiation of a term sheet (7.4); memorandum regarding the Invictus proposal (.7); correspond with the UCC regarding the Invictus proposal (.3).	8.40	13,860.00
11/12/21	MVD	Phone call with Willkie and FTI teams regarding plan proposal.	0.40	472.00
11/12/21	A A	Assist w/ precedent research i/c/w plans.	1.60	784.00
11/12/21	DMS	Review joint bidder/Apollo counterproposal (0.3); pre call with Willkie team to discuss counterproposal (0.5); call with Committee regarding plan negotiations (0.5); call with Willkie team regarding plan negotiations (0.5); call with UCC professionals and OpCo creditor group/professionals regarding plan negotiations (1.1).	2.90	3,654.00
11/12/21	JCD	Participate in call reviewing proposed financing and plans.	1.00	1,900.00
11/12/21	MVD	Outline letter to board re plan proposals (.4); review term sheet for consensual deal (.2); review and comment on draft letter to board regarding plan proposals (.3); revise/supplement objection to disclosure statement (.8); call with Willkie team re litigation strategy going forward i/c/w Plan (.4); review bid comparison deck prepared by FTI (.2).	2.30	2,714.00
11/12/21	J B	Participate in call with internal Willkie team re: go-forward litigation strategy and preparation for upcoming fillings.	0.50	412.50
11/12/21	J B	Draft letter to Debtors' board of directors re: compliance with fiduciary duties and evaluation of exit financing proposals.	3.50	2,887.50
11/13/21	CAD	Review and revise letter to Debtors' restructuring committee regarding the	3.20	3,632.00

		Apollo/joint bidders' plan proposal, the committee's issues, and the new superior plan proposal (2x) (1.9); various correspondence w/ internal working group regarding same and comments (.8); correspondence w/ internal working group regarding reinstatement/impairment and post-petition interest/research (.5).		
11/13/21	T G	Review and revise letter to Board to plan status (1.6); correspondence w/ team re same and Invictus proposal (.7): review Invictus proposal (.1) and correspondence w/ Invictus/Corvid re same (.3); call w/ B. Miller re same (.4).	3.10	4,433.00
11/13/21	B M	Calls with Guggenheim, Invictus and FTI regarding the alternative plan financing commitment process (3.6); review and comment on the Invictus alternative plan proposal (1.3).	4.90	8,085.00
11/13/21	DMS	Review letter to board (.2) and related correspondence with Willkie team (.2).	0.40	504.00
11/13/21	MVD	Review memo regarding ability of debtors to reinstate bonds prepared by W. Eguchi (.7); revise/supplement letter to board re plan proposals (.6); revise/supplement objection to disclosure statement (.7).	2.00	2,360.00
11/14/21	CAD	Various correspondence w/ internal working group regarding reinstatement/impairment issues, research, and analysis (.5); correspondence w/ internal working group regarding status of joint bidder/Apollo plan proposal and new Invictus plan proposal and discussions w/ Apollo and Debtors (.5); correspondence w/ C. Delano (Invictus), internal working group, FTI regarding revised plan proposal (.2).	1.20	1,362.00
11/14/21	T G	Review updated Invictus proposal (.8); review proposed Alliance counter (.4) and correspondence w/ FTI re same (.3); calls w/ Invictus (x2) (1.1), B Miller (x2) (.3) and M. Bilbao (x2) (.5) re plan negotiations; correspondence w/ Invictus, Corvid, FTI and WFG team re plan proposals, next steps (.9).	4.30	6,149.00
11/15/21	CAD	Review and revise current draft (2x) of committee's letter to restructuring committee of	3.70	4,199.50

		the Debtors' board (1.2) and various correspondence w/ internal working group regarding same and comments (.9); correspondence w/ B. Wilder, internal working group regarding same (.2); correspondence w/ R. Faldetta (FTI), T. Goren regarding same (.2); correspondence w/ internal working group regarding status of Invictus/Corvid Peak alternative plan proposal (.2); correspondence w/ L. Moak (ASPA), T. Goren regarding same (.2); telephone conference w/ internal working group, FTI regarding Apollo/joint bidder plan proposal and Invictus/Corvid Peak plan proposal and preparation for today's creditors' committee meeting (.8).		
11/15/21	T G	Review FTI side-by-side plan analysis (.7); call w/ FTI re same (.8); call w/ J Brody re plan status (.2); call w/ Miller and Bilbao re plan negotiations (.7); review and revise letter to Board re plan (1.3); correspondence w/ team re same (.4); review potential objections to commitment fee motion w/ D Sinclair (.3).	4.40	6,292.00
11/15/21	MVD	Consideration of plan issues.	0.30	354.00
11/15/21	MVD	Phone call with D. Sinclair and J. Brandt regarding commitment fee objection.	0.30	354.00
11/15/21	DMS	Discuss commitment fee objection with T. Goren (0.2); call with M. Dunn and J. Brandt re commitment fee objection revisions (0.2); call with Willkie and FTI teams regarding side by side current bid comparison (0.8); call with committee re plan negotiations (0.8).	2.00	2,520.00
11/15/21	MVD	Phone call with Willkie and FTI teams to compare plan proposals (in part) (.7); analyze and assess various plan proposals and recoveries to unsecured creditors pursuant to same (.9); review new creditor plan proposal in connection with letter to board of directors (.3); review draft letter to board of directors re plan proposal (.4); revise/supplement letter to board of directors re plan proposal (.3).	2.60	3,068.00
11/15/21	A A	Corr. w/ team re: plan precedent (.3); assist w/ plan precedent research (1.6).	1.90	931.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 46

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/15/21	J B	Review related chapter 11 dockets re: claims settlement order precedent (1.2) and draft summary chart for B. Miller summarizing same (1.0); revise draft letter to board (.4); participate in call with D. Sinclair and M. Dunn re: commitment fee objection pleading and other plan-related pleadings (.3).	2.90	2,392.50
11/16/21	CAD	Correspondence w/ T. Graulich (Davis Polk), internal working group regarding Debtors' response/inquiries regarding committee's letter to restructuring committee of the board regarding Apollo/joint bidder and Invictus/Corvid Peak plan proposals (.1); review/analyze current draft of committee's objection to Debtors' commitment fee motion (.2); correspondence w/ J. Brandt, internal working group regarding summary of claims required to vote for complying plan (.1) and review/analyze same (.2).	0.60	681.00
11/16/21	T G	Call w/ Debtors re plan negotiations (.4); call w/ Katten re same (.6); call w/ FTI re plan strategy/next steps (.9); call w/ WFG team re same (.7); meeting w/ B. Miller re plan strategy (1.2); review updated Invictus proposal (.6); correspondence w/ T. Graulich re UCC Board letter (.4).	4.80	6,864.00
11/16/21	B M	Plan negotiations with the Debtors and the plan parties regarding the UCC concerns with the plan (3.2); calls with FTI regarding plan treatment and financing options (1.7); review the claims analysis for the OpCo subsidiaries (1.2).	6.10	10,065.00
11/16/21	A S	Conduct research on creditors' right to vote on the plan.	0.70	343.00
11/16/21	B L	Strategy call with Willkie team re: plan negotiations.	0.50	825.00
11/16/21	DMS	Call with Debtors' advisors re plan negotiations (0.4); call with Committee advisors only re plan negotiations (0.8); call with Willkie team re ongoing workstreams (0.7).	1.90	2,394.00
11/16/21	MVD	Consideration of creditor distribution pursuant to competing plan proposals (.4); review chart of claims obligated to support plan due to	2.70	3,186.00

		claims settlements prepared by J. Brandt (.2); review decks detailing plan proposals prepared by FTI (.4); review draft plan on file and compare same to plan proposals (.8); consideration of plan counterproposal (.7); revise/supplement objection to disclosure statement (.2).		
11/16/21	J B	Participate in call with Willkie and FTI teams re: general work stream updates and discussions on exit financing proposals.	0.80	660.00
11/16/21	J B	Attend call with Debtors' and Committee professionals re: plan update and fleet updates (.3); participate in call with internal Willkie team re: updates on exit financing negotiations (.7); review claims settlements orders re: inclusion of "complying plan" language (1.0).	2.00	1,650.00
11/17/21	CAD	Correspondence w/ A. Klipper (140 Summer), internal working group regarding plan status (.2); telephone conference w/ internal working group, 140 Summer regarding same (.4); correspondence w/ T. Goren, internal working group regarding Debtors' contemplated commitment fee motion and outline of committee's objection (.2); correspondence w/ B. Miller, committee members regarding result of today's chambers conference regarding plan status (.1); discuss commitment fee and plan objection/litigation strategy w/ D. Sinclair (.7); correspondence w/ internal working group regarding union claims and bankruptcy protection clause (.4) and review/analyze order regarding same (.1); review/analyze outline for objection to Debtors' commitment fee motion (.2); correspondence w/ P. Kearney (Apollo), internal working group regarding Apollo plan counterproposal (.1) and review/analyze same (.1); correspondence w/ internal working group, FTI regarding same (.1).	2.60	2,951.00
11/17/21	T G	Calls w/ B. Miller re plan status (.7); call w/ M. Bilbao re same (.2); call w/ C. Chen re plan discussions (.6); memo to team re potential arguments on commitment fee motion (.8); review and analyze documents re plan litigation	4.60	6,578.00

		strategy (1.4); correspondence w/ FTI re creditor support for plan (.3) and review analysis of same (.6).		
11/17/21	B M	Plan negotiations with the Debtors and Invictus regarding alternative plan financing options (5.0); review and comment on Invictus plan financing term sheet (.8); memorandum regarding plan issues for the UCC (.7).	6.50	10,725.00
11/17/21	A S	Research i/c/w current plan proposals.	0.40	196.00
11/17/21	A S	Conduct research on creditors' voting rights.	3.60	1,764.00
11/17/21	A A	Assist w/ research i/c/w commitment fee motion.	1.40	686.00
11/17/21	CAD	Participate in chambers conference w/ major stakeholders regarding plan status and proposed scheduling.	0.80	908.00
11/17/21	DMS	Review voting research from A. Scarcella (0.1); call with C. Damast re commitment fee and plan objection/litigation strategy (0.7); call with creditors committee regarding plan negotiations (0.4); discuss open workstreams with B. Miller, M. Dunn (0.2); call with 140 Summer, B. Miller, T. Goren re plan negotiations (0.2); attention to plan related objections (1.5).	3.10	3,906.00
11/18/21	CAD	Telephone conference w/ M. Comerford (Katten) regarding plan and negotiations status, current plan proposals, possible Invictus plan proposal, and next steps (.8); correspondence w/ J. Brandt, internal working group regarding claims held by BSPO, ad hoc noteholder group, ad hoc trade claimants, and lessors (.2) and review/analyze same (.3); discuss plan objection strategy w/ T. Goren (.2); discuss Invictus/Elliott status w/ T. Goren (.1); discuss plan voting-related research w/ M. Dunn (.2); correspondence w/ A. Scarcella regarding same (.1) and review/analyze research results (.1).	2.00	2,270.00
11/18/21	T G	Call w/ Katten re plan/commitment motion strategy (.6) and follow-up correspondence re same (.2); meeting w/ B Miller re same (.8); call w/ C Chen re plan proposal status (.3); correspondence w/ Guggenheim re same (.3);	3.60	5,148.00

11/18/21	B M	review and analyze updated Plan proposal (1.4). Plan negotiations with Invictus for alternative exit financing (3.7); calls with FTI regarding alternative plan financing (1.4); review FTI analysis of Parent/OpCo waterfall for distributions (.9); correspond with the plan parties regarding the exit financing and possible break-up fee settlement (.4); memorandum regarding open plan financing issues (.9).	7.30	12,045.00
11/18/21	A S	Continue with research on creditors' voting rights (1.5); corr. with D. Sinclair and M. Dunn re: same (.2); revise research i/c/w same (.4).	2.10	1,029.00
11/18/21	B B	Research regarding whether creditor plan voting.	0.30	84.00
11/18/21	DMS	Call with Katten (M. Comerford), B. Miller and T. Goren re plan negotiations.	0.60	756.00
11/18/21	MVD	Call with D. Sinclair and A. Scarcella regarding voting research (.3); draft notes re potential additions to disclosure statement (.6); review and comment on voting research prepared by A. Scarcella (.3).	1.20	1,416.00
11/19/21	CAD	Telephone conference w/ internal working group, FTI regarding plan proposals and negotiations status, strategy, and next steps (.5); various correspondence w/ T. Goren, W. Eguchi, internal working group regarding plan confirmation/objection-related research issues (.7); correspondence w/ M. Dunn, committee members regarding Apollo revised plan proposal (.1) and review/analyze same (.2); review/analyze current version of chapter 11 plan and classification issues (1.5); correspondence w/ Invictus, internal working group regarding revised plan proposal (.2) and review/analyze same (.4); review/analyze supplement to Debtors' exit financing motion and notice of filing of revised equity and debt commitment letters and exhibits (.8); correspondence w/ internal working group regarding same (.2).	4.60	5,221.00
11/19/21	T G	Call w/ Guggenheim re plan proposal (.3); update call w/ FTI re same (.8); review filed alliance proposal (1.2); correspondence w/	3.60	5,148.00

		FTI/team re plan discussions (.6); review updated Invictus proposal (.7).		
11/19/21	B M	Negotiations with Invictus on its exit financing and plan proposal (3.7); review the Debtors' amended exit financing commitment motion (1.4); calls with FTI regarding the Invictus proposal and negotiations with the Alliance Parties (1.2); memorandum regarding the plan negotiations and amended exit commitment motion (.8).	7.10	11,715.00
11/19/21	B L	Corr. with Willkie and FTI teams re Invictus proposal.	0.40	660.00
11/19/21	J G	Research voting rights for purposes of upcoming DS and commitment fee objections (2.7); Corr. with M. Dunn regarding same (.3).	3.10	1,519.00
11/19/21	DMS	Review correspondence re plan voting research (0.2); call with M. Dunn re plan voting research (0.1); call with Willkie and Aercap teams re plan process (0.3); review JOLCO tolling agreement (0.3).	0.90	1,134.00
11/19/21	MVD	Consideration of research needs related to under plan creditor recoveries (.4); review and comment on creditor recovery research prepared by J. Graber (.2); review updated creditor proposal (.2); Call with Willkie and FTI teams re plan proposals (.5).	1.30	1,534.00
11/19/21	J B	Participate in call with FTI and Willkie re: exit financing proposal updates and related exit financing updates (.5); conduct research re: creditor issue (2.5).	3.00	2,475.00
11/20/21	CAD	Correspondence w/ J. Graber, internal working group regarding supplement to Debtors' exit financing motion (.1) and review/analyze same (.8); correspondence w/ T. Graulich (Davis Polk), B. Miller regarding same and potential hearing date (.1); correspondence w/ S. Piraino (Davis Polk), internal working group regarding Alliance Group's coordination agreement and side letter (.1) and review/analyze same (.6); correspondence w/ M. Bilbao (FTI), internal working group regarding discussions w/ Guggenheim regarding Invictus plan proposal and commitments (.2); correspondence w/ T.	2.30	2,610.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 51

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		Goren, internal working group regarding supplemental discovery/document requests regarding Alliance plan proposal/Debtors' commitment fee motion and supplement (.4).		
11/20/21	DMS	Review research re subrogate plan voting (0.2) and corr with M. Dunn re same (0.2); review supplemental commitment fee motion papers (0.3) and corr with J. Brandt re same (0.2); review coordination agreement and side letter executed by combined bidder group (0.3).	1.20	1,512.00
11/20/21	J B	Draft objection to Debtors' motion to approve the commitment fee and exit financing documents.	2.30	1,897.50
11/21/21	DMS	Call with FTI re commitment fee statement (0.2); call with M. Dunn and J. Brandt re same (0.5).	0.70	882.00
11/21/21	CAD	Correspondence w/ C. Delano (Invictus), J. Mori (Cowen) regarding market participants' view of recoveries under Alliance plan proposal (.1) and review/analyze same (.1); correspondence w/ M. Zerjal (Arnold & Porter), internal working group regarding draft equity commitment term sheet and letters regarding Invictus plan proposal (.1) and review/analyze same (.4); correspondence w/ M. Bilbao, C. Chen regarding same and accompanying excel model (.2) and review/analyze same (.2); correspondence w/ L. Barrett (Arnold & Porter), T. Graulich (Davis Polk), internal working group regarding letter to Debtors on behalf of ad hoc group of claimholders and exit financing proposal (.1) and review/analyze same and attachments (.2); correspondence w/ C. Delano (Invictus), K. Coleman (Delta) regarding same (.1).	1.50	1,702.50
11/21/21	T G	Review updated Alliance Commitment papers (.6); review Invictus/creditor led commitment papers (.8); call w/ Invictus/advisors re same (.8).	2.20	3,146.00
11/21/21	B M	Negotiations with Invictus regarding its plan proposal (2.4); calls with FTI regarding the Invictus proposal (1.2); memorandum regarding the Invictus negotiations (.5).	4.10	6,765.00

11/21/21	MVD	Review information regarding potential GUC recoveries.	0.20	236.00
11/21/21	DMS	Review final OpCo creditor proposal and commitment letter (0.7); review and revise commitment fee statement (0.8).	1.50	1,890.00
11/21/21	J B	Revise and continue drafting commitment fee and exit financing motion objection (3.5); participate in call with FTI team re: same (.2) participate in call with Willkie internal team re same (.5).	4.20	3,465.00
11/22/21	CAD	Review/analyze summaries of unsecured claims held by Alliance Group members and non-supporting lessors (.3); correspondence w/ S. Star (FTI), internal working group regarding current claims estimates and analysis (.1) and review/analyze same (.2); participate in chambers conference w/ major stakeholders regarding plan/commitment fee motion status, issues, and scheduling (.7); telephone conference w/ internal working group, FTI regarding result of chambers conference and status of plan discussions/committee objections and next steps (.7); correspondence w/ internal working group regarding same (.2); correspondence w/ internal working group regarding draft of committee's objection to Debtors' commitment fee motion (.3) and brief review/analysis of same (.3).	2.80	3,178.00
11/22/21	B M	Negotiations with Invictus regarding its alternative plan proposal (2.7); calls with FTI regarding the Invictus proposal (1.2); preparation (.2) and participation (.7) on the call with Judge Chapman; review and comment on the amended discovery related to the Exit Commitment Motion (1.4); communications with the Debtors regarding the plan and exit financing issues raised by the UCC (.9); memorandum regarding plan negotiations and exit fee discovery requests (.7).	7.80	12,870.00
11/22/21	T G	Review Alliance group commitment docs (2.8); prepare potential arguments for commitment fee objection (1.2); review draft of same (.6) and call w/ D Sinclair and B Miller re same (.3);	7.80	11,154.00

		chambers conference re DS/commitment fee timing (.7); follow-up discussions w/ B Miller re same (.4); call w/ FTI re same (.9); review coordination agreement (.6) and correspondence w/ DPW re same (.3).		
11/22/21	A S	Research i/c/w plan objections.	0.60	294.00
11/22/21	A S	Call w/ J. Brandt re: conducting research on commitment fees (.1); begin research on the issue (.5).	0.60	294.00
11/22/21	MVD	Revise/supplement statement to disclosure statement.	1.20	1,416.00
11/22/21	A A	Assist w/ precedent research i/c/w potential objections to commitment fee motion and DS motion.	2.30	1,127.00
11/22/21	DMS	Call with B. Miller and T. Goren re commitment fee objection (0.4); revise commitment fee objection (1.0); further revisions to commitment fee objection and correspondence with J. Brandt re same (0.8).	2.20	2,772.00
11/22/21	J G	Attend call with Willkie team and FTI to discuss status of latest plan proposal, strategy, upcoming objections and next steps (.7); Attend chambers conference regarding plan and disclosure statement-related issues and updates (.7); conduct research on commitment fees in support of Willkie's commitment fee objection (.5).	1.90	931.00
11/22/21	DMS	Review and revise commitment fee statement (4.2); attend telephonic status conference regarding plan negotiations and scheduling (0.7); update call with FTI and Willkie team regarding plan negotiations, DS objection and commitment fee objection (0.7).	5.60	7,056.00
11/22/21	J B	Attend chambers conference re: confirmation issues (.6); participate in call with FTI and Willkie re: updates on plan negotiations and bid proposals / status chamber update (.7); participate in call with J. Graber and A. Scarcella re: research assignments for commitment fee objection (.4).	1.70	1,402.50
11/23/21	DMS	Call with Katten/AP/Willkie teams regarding alternative proposal negotiations and	0.90	1,134.00

		commitment fee objection.		
11/23/21	B M	Correspondence with the Debtors and the plan parties regarding discovery for the disclosure statement and exit financing commitment hearing on December 6th (1.2); exit financing discussions with Invictus (.8); calls with FTI to discuss the plan distribution waterfall and valuation issues (2.3); memorandum regarding plan issues for the unsecured creditors (.9); review and comment on draft objection to the exit financing motion (1.4).	6.60	10,890.00
11/23/21	CAD	Various correspondence w/ internal working group regarding committee's objection to Debtors' commitment fee motion and analysis/strategy (.5); telephone conference w/ internal working group, Katten regarding status of Invictus plan proposal and next steps (.4); discuss commitment fee, disclosure statement, and plan objections w/ D. Sinclair (.3); correspondence w/ internal working group regarding Debtors' draft motion to further extend exclusivity (.2) and review/analyze same (.2); brief review/analysis of current draft of committee's objection to Debtors' commitment fee motion (.2).	1.80	2,043.00
11/23/21	T G	Review Invictus/creditor group commitment docs (1.3); call w/ Guggenheim re same (.3); calls (multiple) w/ B Miller re plan negotiations (.7); call w/ Katten re plan negotiations strategy (.3); call w/ FTI re same (1.1); call w/ WFG team re commitment fee/DS objections (.5); correspondence w/ DPW re same (.3); prepare potential arguments for commitment fee/DS inserts (.8) and correspondence w/ team re same (.3).	5.60	8,008.00
11/23/21	T G	Research bankruptcy case law i/c/w plan confirmation for J. Graber.	1.00	280.00
11/23/21	B L	Participate in plan strategy call with B. Miller, T. Goren and D. Sinclair.	0.50	825.00
11/23/21	A S	Attend UCC Professionals call where the commitment fee objection and next steps.	1.00	490.00
11/23/21	A S	Conduct research on commitment fee objections (3.4); corr. with Willkie team re: research	3.70	1,813.00

		findings and next steps (.3).		
11/23/21	J G	Attend conference call with UCC Professionals re: commitment fee and related objections (1.0); research commitment fee case law, summarize findings and send findings to J. Brandt (5.9); corr. with WFG team regarding commitment fee objection, research findings and next steps (.6).	7.50	3,675.00
11/23/21	B B	Research re: commitment fees.	1.50	420.00
11/23/21	MVD	Review Debtors' draft exclusivity motion.	0.70	826.00
11/23/21	A A	Continue precedent research i/c/w potential objections to commitment fee motion and DS.	1.90	931.00
11/23/21	DMS	Review recent claims transfer agreements on docket (0.2); review and outline additional points for commitment fee objection (0.5); call with DPW, Willkie, Katten teams re discovery related to commitment fee objection (0.4); call with FTI and Willkie team regarding commitment fee and disclosure statement objections (1.0); call with Katten and Willkie regarding plan negotiations (0.4); call with C. Damast re commitment fee objection arguments (0.4); call with Willkie team regarding commitment fee objection and disclosure statement objection (0.7); discuss commitment fee objection arguments and disclosure statement with M. Dunn, J. Brandt (0.6); corr. with J. Brandt re amended bylaws (0.2); review and revise disclosure statement objection (4.8).	9.20	11,592.00
11/23/21	MVD	Phone call with D. Sinclair and J. Brandt regarding strategy for objecting to disclosure statement and exit financing motion (.6); review and comment on commitment fee objection (1.1); consideration of outstanding issue regarding plan and exit financing motion (.3).	2.00	2,360.00
11/23/21	MVD	Draft inserts in connection with disclosure statement. Draft statement/inserts to Disclosure Statement (4.8); phone call with D. Sinclair regarding statement to disclosure statement (.4).	7.90	9,322.00
11/23/21	J B	Review DS insert pleading and provide comments to M. Dunn (.5); participate in call	3.10	2,557.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 56

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		with FTI and Willkie team re commitment fee objection (.5); participate in internal team call re: fee and related plan objections (.6); revise draft commitment fee objection re T. Goren comments (1.5).		
11/24/21	DMS	Revise DS objection (1.1) and correspondence with Willkie team re same (.4).	1.50	1,890.00
11/24/21	CAD	Correspondence w/ D. Sinclair regarding committee objections to confirmation (.4); brief research regarding same (.2); review/analyze draft of outline of committee's proposed inserts to disclosure statement (.4); correspondence w/ B. Lennon, internal working group regarding same (.3); correspondence w/ T. Graulich (Davis Polk), internal working group, FTI regarding plan and consolidation issues (.3); discuss committee inserts to Debtors' disclosure statement w/ D. Sinclair (.2); draft proposed committee inserts to disclosure statement (.9) and correspondence w/ D. Sinclair regarding same (.1); correspondence w/ FTI, internal working group regarding disclosure statement inserts (.2); correspondence w/ M. Dunn, internal working group regarding equity exit financing term sheet and conversion issues (.1) and review/analyze same (.2); correspondence w/ J. Kirchgraber (FTI), internal working group regarding Invictus/Corvid Peak diligence requests (.2); correspondence w/ J. Graber, internal working group regarding commitment fee objection-related research (.4) and review/analyze same (.3).	4.20	4,767.00
11/24/21	B M	Plan discovery discussions with the Debtors (.4); plan financing negotiations with Guggenheim (1.3); correspond with the Debtors regarding the plan exit financing commitment motion and possible breakup fee (.6); memorandum regarding open plan issues (.8).	3.10	5,115.00
11/24/21	T G	Review draft DS insert (.9) and correspondence w/ team re same (.4); call w/ D Sinclair re same/commitment fee objection (.3); correspondence w/ DPW re potential consolidation/break-up fee concept (.3);	2.30	3,289.00

11/24/21	J G	correspondence w/ FTI re same (.4). Participate in call with WFG and UCC members re: upcoming objection deadlines, current plans and next steps (1.1); Corr. with D. Sinclair, M. Dunn, J. Brandt, A. Scarcella re: commitment fee case law in support of commitment fee objection (.2); research on commitment fee case law; summarize findings of research (.8); circulate relevant objections and motions from docket for J. Brandt and D. Sinclair (.3); provide additional information on cases as requested by J. Brandt (1.0).	3.40	1,666.00
11/24/21	A A	Assist w/ plan precedent research.	1.30	637.00
11/24/21	DMS	Call with T. Goren re disclosure statement objection (0.2); revise DS outline (0.2); discuss DS objection statements with M. Dunn (0.3); review research regarding AHG DIP lender conversation (0.2); review research regarding commitment fees (0.2); participate in committee meeting re: plan strategy (1.1); review and revise commitment premium research prepared by J Graber and A Scarcella (0.9); prepare introduction to DS inserts (0.7); review and revise commitment fee objection (1.7); review and revise disclosure statement objection (2.3).	7.70	9,702.00
11/24/21	MVD	Review commitment fee research prepared by J. Graber (.4); review economics of alternative plan proposal (.3).	0.70	826.00
11/24/21	B L	Review summary of case law re commitment fee motions (.5); research Sun Edison precedent (.4); correspond with team re same (.2).	1.10	1,815.00
11/24/21	WTE	Corr. w/ Willkie team re agenda, works in progress, Disclosure Statement insert.	0.10	135.00
11/24/21	WTE	Corr. w/ Willkie team re commitment fee research.	0.10	135.00
11/24/21	J B	Draft and revise commitment fee objection re: comments from internal team.	3.00	2,475.00
11/24/21	J B	Review and revise research summary from J .Graber and A. Scarcella re: plan objection issues.	1.50	1,237.50
11/25/21	DMS	Review and revise commitment fee objection (4.3); review and revise DS statement (0.6).	4.90	6,174.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 58

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/25/21	T G	Correspondence w/ Edelman, team and FTI re DS timing/plan classification.	0.60	858.00
11/26/21	CAD	Correspondence w/ M. Dunn, internal working group regarding draft of committee's statement regarding Debtors' disclosure statement (.2) and review/analyze same (1.2); correspondence w/ J. Brandt, internal working group regarding draft of committee's objection to Debtors' commitment fee motion (.1) and review/analyze same (1.3); review/analyze OpCo creditors' preliminary objection to Debtors' commitment fee motion (.2); correspondence w/ J. Brandt, committee members regarding update on plan status and filing (.2); correspondence (.2) and discussion (.6) w/ Katten, Arnold & Porter, internal working group regarding coordination of objections to Debtors' commitment fee motion/disclosure statement and discovery/scheduling and timing.	4.00	4,540.00
11/26/21	CAD	Correspondence w/ internal working group regarding Guggenheim NDA request.	0.10	113.50
11/26/21	DMS	Work on commitment fee objection (1.2); call with Katten and Willkie teams re commitment fee objection (0.6).	1.80	2,268.00
11/26/21	B M	Review and comment on the UCC's objections to the Disclosure Statement and Exit Commitment Motion (2.7); negotiations with Invictus regarding the alternative exit financing proposal (1.2); correspond with the Debtors regarding the filing of the plan and disclosure statement (.3); correspond with the UCC regarding the status of the plan discussions (.4).	4.60	7,590.00
11/26/21	JCD	Review disclosure statement objection.	0.70	1,330.00
11/26/21	T G	Review ad hoc group preliminary objection (.6) and correspondence w/ FTI and team re same (.3); call w/ A&P/Katten re same (.5).	1.40	2,002.00
11/26/21	B L	Review revised objection to commitment fee motion.	1.00	1,650.00
11/26/21	MVD	Draft statement/inserts to Disclosure Statement (2.6); review Debtors' draft confirmation order (.6).	3.20	3,776.00
11/26/21	J B	Draft and revise Commitment fee objection re:	3.50	2,887.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 59

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		further comments from Willkie internal team (3.0); draft note for UCC re update on revised plan filings (.5).		
11/27/21	DMS	Review and revise commitment fee objection.	5.60	7,056.00
11/27/21	CAD	Review/analyze/revise draft of committee's objection to Debtors' commitment fee motion (2x) (2.3); various correspondence w/ internal working group regarding same and comments/revisions (.8); correspondence w/ Guggenheim, Invictus, internal working group, FTI regarding diligence requests and issues (.5).	3.60	4,086.00
11/27/21	T G	Review and revise draft objection to commitment fee motion (1.9); correspondence w/ team re same (.4); correspondence w/ DPW re hearing timing (.3); review FTI DS materials (.4) and correspondence w/ M. Bilbao re same (.3); review Invictus NDA (.4) and correspondence w/ C. Chen re same (.2).	3.90	5,577.00
11/27/21	B L	Review ad hoc group of OpCo Creditors' preliminary response (.4); revise objection to commitment fee motion (2.9); correspondence with Willkie team re same (.4).	3.70	6,105.00
11/27/21	B L	Correspondence re Invictus proposal and diligence requests.	0.40	660.00
11/27/21	B M	Review and comment on materials from Invictus regarding an alternative plan (.7); correspond with Invictus regarding UCC concerns with the plan (.4); review and comment on the draft UCC insert to the disclosure statement (.8).	1.90	3,135.00
11/27/21	MVD	Review economics of alternative plan proposal.	0.60	708.00
11/27/21	J B	Revise commitment fee objection re: D. Sinclair comments.	2.40	1,980.00
11/28/21	CAD	Review/analyze/revise current draft of committee's objection to Debtors' commitment fee motion (2x) (1.3); various correspondence w/ internal working group regarding same, strategy, and comments (1.2); correspondence w/ internal work, FTI regarding proposed disclosure statement inserts and comments (.5) and review/analyze same (.3); various	3.90	4,426.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 60

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		correspondence w/ Guggenheim, internal working group, FTI regarding diligence, other potential investors, and NDAs (.6).		
11/28/21	JCD	Correspondence and conference call with counsel for ad hoc group re: objection strategy.	0.90	1,710.00
11/28/21	T G	Correspondence w/ DPW re DS timing (.3); correspondence w/ team re same and commitment fee docs (.4); review Invictus NDA (.3) and correspondence w/ team and Invictus/Guggenheim re same (.3).	1.30	1,859.00
11/28/21	B M	Correspond with Invictus regarding the alternative plan proposal (1.4); review and comment on the UCC response to the Disclosure Statement (.8); memorandum regarding the UCC plan discovery status (.4); correspond with the Debtors regarding the 12/6 hearing (.3).	2.90	4,785.00
11/28/21	B L	Review and revise draft DS insert.	0.50	825.00
11/28/21	B L	Review and revise objection to commitment fee motion (.8); correspond with Willkie team re same (.5).	1.30	2,145.00
11/28/21	MVD	Revise/supplement commitment fee objection.	2.20	2,596.00
11/28/21	J B	Continue to review and revise fee objection (2.5); review M. Dunn DS insert and provide further comments (.6).	3.10	2,557.50
11/29/21	DMS	Call with Willkie team regarding commitment fee objection revisions (1.0); follow up call with M. Dunn and J. Brandt re same (0.3); prepare deposition outline points for J. Dugan (0.3); review and revise commitment fee objection (1.9).	3.50	4,410.00
11/29/21	CAD	Correspondence w/ B. Miller, T. Graulich (Davis Polk) regarding status of filing of filing plan and disclosure statement and hearing schedule/need for adjournment (.2); correspondence w/ internal working group, Katten, Arnold & Porter regarding same (.3); conference w/ internal working group regarding current draft of committee's objection to Debtors' commitment fee motion and next steps (.3); telephone conference w/ internal working	8.70	9,874.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 61

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

group regarding committee's objection to Debtors' commitment fee motion and discovery/deposition preparation (1.0); review and revise committee's objection to Debtors' commitment fee motion (3.2) and correspondence w/ internal working group regarding same and comments (.3); correspondence w/ Guggenheim, FTI, internal group regarding plan proposal-related diligence (.3); correspondence w/ internal working group, chambers regarding request for chambers conference regarding Debtors' commitment fee motion, disclosure statement, discovery, and scheduling (.2); review/analyze current filed versions of Debtors' plan and disclosure statement (2.3) and correspondence w/ internal working group, FTI regarding same (.4); correspondence w/ B. Miller, internal working group, FTI regarding today's chambers conference regarding Debtors' commitment fee motion and plan issues/timing and next steps (.2).

11/29/21	B M	Review of the Debtors' plan and disclosure statement (2.7); correspondence scheduling (.4) and attendance (.4) at the chambers conference with Judge Chapman; plan negotiations with Invictus regarding an alternative plan (2.4); review and comment on the UCC objection to the Exit Financing Commitment motion (.8); correspond with the UCC regarding the Plan and Disclosure Statement (.4); call with Alberts regarding the plan status (.3); call with Chen regarding the Aerolitoral distributions (.4); preparation for the Parkhill deposition (1.4); memorandum regarding the December 6th hearings (.1).	9.30	15,345.00
11/29/21	A S	Attend Willkie Farr conf. call re: commitment fee objection, hearing dates, adjournments, and next steps.	1.00	490.00
11/29/21	A S	Call w/ J. Brandt, M. Dunn, and J. Graber re: updating the commitment fee objection to reflect D. Sinclair's comments (.9); research i/c/w commitment fee objection (3.3).	4.20	2,058.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 62

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/29/21	B L	Review revised plan filing.	0.40	660.00
11/29/21	J G	Attend call with WFG team re: commitment fee objection, schedule and upcoming hearings and chambers conferences with Judge Chapman (1.0); compile relevant deposition questions i/c/w commitment fee (.5).	1.50	735.00
11/29/21	J G	Revise disclosure statement objection.	5.40	2,646.00
11/29/21	A M	Review correspondence re: plan strategy.	0.40	700.00
11/29/21	MVD	Draft objection/inserts to disclosure statement.	0.60	708.00
11/29/21	T G	Review and revise commitment fee objection (3.4); call w/ WFG re same (1.0); chambers conference re confirmation timing (.5); review and analyze updated drafts of plan (1.7) and DS (2.1); correspondence w/ team re draft objections and updated plan documents (.9); calls (multiple) w/ B Miller (.6) and M Bilbao (.2) re plan discussions/objections.	10.40	14,872.00
11/29/21	A A	Assist w/ precedent research i/c/w commitment fee and DS objection.	2.30	1,127.00
11/29/21	DMS	Review form NDA for exit financing process (0.4); attend status conference w/ Court on plan confirmation (0.4); review and revise commitment fee objection (2.5); review revised plan (0.2).	3.50	4,410.00
11/29/21	MVD	Revise/supplement commitment fee objection (2.2); review deck outlining alternative proposal prepared by FTI (.2); call with D. Sinclair and J. Brandt regarding commitment fee objection and Parkhill deposition (.3).	2.70	3,186.00
11/29/21	B L	Telephone conference with Willkie team re commitment fee motion (.5); review latest draft of objection (.3).	0.80	1,320.00
11/29/21	JCD	Call with Aeromexico team and FTI re: objection strategy.	0.90	1,710.00
11/29/21	MVD	Review LATAM plan update prepared by J. Brandt (.2); review revised plan and disclosure statement (1.8).	2.00	2,360.00
11/29/21	J B	Call with AMX internal team re: updates on drafting commitment fee objection (1.0); draft	4.10	3,382.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 63

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

		LATAM plan filing summary i/c/w impact on AMX case (1.0); call with D. Sinclair and M. Dunn re: commitment fee objection drafting (.2); draft possible deposition topics for Rothschild deponent (.3); attend chambers conference re: plan issues (.4); participate in call with M. Dunn, J. Graber, A. Scarcella, re commitment fee objection and incorporating D. Sinclair comments into draft pleadings (1.2).		
11/30/21	CAD	Review/analyze filed Debtors' motion to further extend exclusivity (.1); correspondence w/ FTI, Rubric Capital regarding diligence requests and call regarding exit financing (.2); various correspondence w/ internal working group regarding review/analysis of filed plan (.2) and comments/revisions to committee's objection to Debtors' commitment fee motion (.3); correspondence w/ internal working group, FTI regarding committee's proposed inserts to disclosure statement (.3); correspondence w/ internal working group regarding committee letter to be included in solicitation package (.2); review and revise/analyze current draft of committee's objection to Debtors' commitment fee motion (1.9); review and revise current draft of committee's objection to disclosure statement (1.2).	4.40	4,994.00
11/30/21	B M	Plan negotiations with the Ad Hoc Group of OpCo Creditors for an alternative plan and replacement DIP Financing (3.3); review and comment on the UCC's objection to the Exit Financing Motion (2.4); call with FTI to review the plan allocation of value to unsecured creditors (1.2).	6.90	11,385.00
11/30/21	JCD	Conference with B. Miller and T. Goren re: strategy for exit financing objection.	0.60	1,140.00
11/30/21	A S	Update commitment fee objection per D. Sinclair's comments (2.5); conduct research i/c/w same (1.1); corr. w/ internal working team re: disclosure statement objection, commitment fee objection, depositions, and the latest plan (1.9); pulled documents at requests of D. Sinclair (.2).	5.70	2,793.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 64

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/30/21	J G	Revise commitment fee objection to incorporate comments from WFG team (4.6); corr. w/ UCC and internal working team re: disclosure statement objection, commitment fee objection, depositions, and the latest plan (1.9); circulate requested sources for objection for exhibits and citation purposes (.3).	6.80	3,332.00
11/30/21	T G	Review updated plan and disclosure statement re key objection points (1.6); review and revise draft commitment fee objection (1.8); call w/ A&P/Guggenheim re plan proposal (.5); follow-up discussion w/ M Zerjal (.4); correspondence w/ J Levine re plan proposal (.4); call w/ FTI re new plan proposal/UCC objections (1.3) and follow-up discussion w/ WFG team re same (.8).	6.80	9,724.00
11/30/21	MVD	Revise/supplement disclosure statement objection/inserts.	3.70	4,366.00
11/30/21	A A	Assist w/ precedent research i/c/w commitment fee objection and DS objection.	2.60	1,274.00
11/30/21	M S	Draft attorney declaration in support of commitment fee objection.	1.70	1,105.00
11/30/21	MVD	Phone call with FTI team and potential new investor regarding alternative plan proposal (1.0); revise/supplement commitment fee objection and review exhibits to same (3.9).	4.90	5,782.00
11/30/21	DMS	Attend deposition of H. Parkhill regarding commitment fee objection (5.5); call with Willkie and FTI teams re commitment fee objection and DS objection (1.3); call with M. Dunn re DS objection (0.3); work on commitment fee objection (0.7) and DS objection (0.7); call with Willkie team regarding commitment fee objection and disclosure statement objection (0.7); review and revise commitment fee objection (4.8).	14.00	17,640.00
11/30/21	J B	Participate in call with Willkie internal team re: updates on drafting commitment fee objection.	0.70	577.50
Sub-Total			679.10	830,568.50

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 65

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/2/21	CAD	Review/analyze Debtors' September 2021 operating reports.	0.20	\$	227.00
		Sub-Total	0.20		227.00

Discovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/21	N B	Correspond with M. Dunn regarding discovery updates (.2); correspond with K. Garrett regarding upcoming work flows and document review (.3).	0.50	\$	492.50
11/1/21	BES	Review documents produced by Ducera Partners (1.2); draft summary of interesting documents (1.0).	2.20		2,596.00
11/1/21	M S	AMX team call re: litigation/discovery issues.	0.50		325.00
11/1/21	JCD	Review correspondence with Court (.6); call with AMX advisors re: strategy (.8); correspondence with banking team re: status of new proposals (.4).	1.80		3,420.00
11/2/21	JCD	Participate in UCC professionals call re: plan litigation strategy.	0.70		1,330.00
11/2/21	K M	Participate in team strategy meeting to discuss latest updates to exit financing plan, potential litigation, and discovery issues.	0.30		372.00
11/2/21	B M	Review plan discovery requests for the Debtors and plan parties.	0.40		660.00
11/3/21	M S	Advisor call re: litigation strategy.	0.50		325.00
11/3/21	K M	Review correspondence relating to discovery issues and active workstreams.	0.20		248.00
11/4/21	H-K C	Attention to correspondence regarding production receipt and load to workspace (0.1); prepare documents for associate review (0.2).	0.30		172.50
11/4/21	C A	Coordinate the loading of debtor's production from Davis Polk to Relativity with vendor.	0.60		207.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 66

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/4/21	M S	Willkie/FTI Catch-Up Call re: plan litigation strategy.	0.50	325.00
11/4/21	JCD	Review research on fiduciary duties under Mexican law (.6); corr. with counsel for Apollo and Delta re: discovery efforts (.6).	1.20	2,280.00
11/4/21	K M	Review correspondence discussing bankruptcy/case updates and active workstreams.	0.10	124.00
11/5/21	H-K C	Attention to associate requests for assistance with review database.	0.20	115.00
11/5/21	MVD	Call with D. Sinclair and K. Mathews regarding discovery issues.	0.40	472.00
11/5/21	N B	Review documents produced by the Debtors (1.5); draft and circulate update to team regarding same (.8).	2.30	2,265.50
11/5/21	K M	Review summary and attached documents from N. Benitez review of discovery materials produced from Debtors.	0.20	248.00
11/5/21	K M	Conference call with D. Sinclair and M. Dunn to provide an update on discovery efforts and status of review.	0.40	496.00
11/8/21	JCD	Participate in call with FTI analyzing status of latest proposals i/c/w discovery needs.	0.80	1,520.00
11/9/21	K M	Strategy call with the Willkie litigation team, Willkie bankruptcy team, and FTI to discuss upcoming objection, discovery findings, and bankruptcy updates (1.0); strategy call with the Willkie litigation team and Willkie bankruptcy team to discuss current work streams, strategic goals for disclosure statement objection and related open issues with the other parties (.7).	1.70	2,108.00
11/10/21	N B	Collect all discovery served since October 8, 2021 (.6); search for BSPO discovery requests served by Apollo (.3); draft document requests to Bondholder group (.1).	1.00	985.00
11/10/21	K M	Review prior discovery requests from the UCC and Apollo i/c/w preparation of additional requests for BSPO investor group.	0.60	744.00
11/11/21	N B	Status update call with litigation team to discuss upcoming litigation strategy (.3); attend call with Ad Hoc Group to discuss terms of new proposal (.5); attend calls with bankruptcy team to determine case status and upcoming litigation	2.00	1,970.00

		(1.2).		
11/11/21	K G	Attend status meeting discussing bankruptcy confirmation plan and developing litigation strategies.	0.30	147.00
11/11/21	BES	Attend status update call w/ litigation team re: plan confirmation strategy.	0.30	354.00
11/11/21	T G	Correspondence w/ K Mathews re litigation/deposition needs.	0.30	429.00
11/11/21	K M	Attend chambers conference with Judge Chapman re: discovery issues (.5); strategy and update call with Willkie bankruptcy team and FTI to discuss results of chamber conference, strategy moving forward, and updated work streams (1.0); conference call for litigation team update on assignments, case status, and strategy (.2); correspond with J. Dugan and N. Benitez about updating, revising, and drafting document requests to be served on the other parties and review draft and prior document requests (1.0).	2.70	3,348.00
11/11/21	K M	Participate in conference call discussing discovery and objection strategy with the Willkie litigation and bankruptcy teams and FTI.	0.50	620.00
11/12/21	JCD	In-house Willkie call re: litigation strategy.	0.60	1,140.00
11/12/21	N B	Attend call to discuss upcoming litigation strategy (.5); draft chart to track potential discovery (.4).	0.90	886.50
11/12/21	K M	Conference call to discuss objection preparation and litigation strategy with T. Goren and litigation team (.5); call N. Benitez to discuss current assignments and work streams (.1).	0.60	744.00
11/15/21	N B	Review correspondence to determine status of protective order.	0.50	492.50
11/15/21	K M	Call with Katten to discuss protective order (.3); review protective order and related correspondence (.4); correspond with bankruptcy team regarding protective order call with Katten (.1); review document review summaries of interesting documents from prior discovery requests (.9).	1.70	2,108.00
11/16/21	JCD	Participate in calls with UCC and its advisors re: new plan and financing arrangements.	1.60	3,040.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 68

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/16/21	M S	UCC Professionals Standing Weekly Call re: plan litigations strategy.	0.50	325.00
11/16/21	N B	Attend hearing to determine and analyze upcoming litigation strategy in preparation for exit commitment fee motion.	1.00	985.00
11/16/21	K M	Participate in internal strategy call addressing updated work streams, developments in case-related discussions with other parties, litigation strategy, including discussing upcoming discovery needs.	0.80	992.00
11/17/21	N B	Attend status conference hearing in preparation for upcoming litigation and discovery (.8); circulate update to litigation team (.2).	1.00	985.00
11/17/21	K M	Correspond with litigation team regarding updates to the commitment fee motion objection deadline and timeline based on the chambers conference.	0.10	124.00
11/19/21	K M	Review and respond to case correspondence regarding developments from bankruptcy team.	0.10	124.00
11/20/21	JCD	Correspondence with T. Goren re: new discovery directed to new plan and financing attempts.	0.60	1,140.00
11/21/21	CAD	Correspondence w/ K. Mathews, internal working group regarding supplemental document requests to various parties regarding Debtors' commitment fee motion and supplement (.3) and review/analyze same (.4).	0.70	794.50
11/21/21	JCD	Review document requests and documents in connection with new deal.	0.60	1,140.00
11/21/21	B L	Correspondence re discovery requests and litigation strategy with Willkie team.	0.50	825.00
11/21/21	N B	Draft document requests for the Ad Hoc Groups, Delta, Debtors, Apollo, BSPO.	1.30	1,280.50
11/21/21	K M	Draft and revise supplemental document requests based on revised exit financing proposal and commitment fee motion.	2.80	3,472.00
11/22/21	CAD	Various correspondence w/ internal working group regarding finalizing discovery/document requests for various parties in connection w/ Debtors' commitment fee motion and supplement (.5); review/analyze subpoenas/document requests directed to Tricios and Apollo (.5); review/analyze	2.50	2,837.50

		supplemental document requests directed to Debtors (.2); various correspondence w/ internal working group regarding refreshed/new depositions and discovery/document production and timing (.8); various correspondence w/ internal working group, Katten, Arnold & Porter regarding coordination of commitment fee and plan-related discovery (.5).		
11/22/21	JCD	Revise discovery requests (.7); prepare for litigation and discovery of revised financing (.8); correspondence with debtor and other parties re: discovery (.6).	2.10	3,990.00
11/22/21	T G	Review deposition notices (.9) and correspondence w/ team re same (.3).	1.20	1,716.00
11/22/21	H-K C	Respond to case team requests for information regarding received production counts by party and production date.	0.30	172.50
11/22/21	MVD	Review discovery to be served in connection with exit financing motion and consideration of issues re same.	0.70	826.00
11/22/21	N B	Draft discovery requests to Apollo, Delta, Mexican Investors, BSPO Group, and the Ad Hoc (2.1); update draft deposition notice to J. Arrigunaga (.2); compile discovery requests sent to parties (1.0); correspond with litigation support to determine volume of document productions (.9); attend chambers conference to plan for discovery (1.1); attend call with FTI to discuss potential discovery (.8).	6.10	6,008.50
11/22/21	K M	Revise discovery requests sent to the Ad Hoc Groups, Apollo, Delta, Debtors, BSPO Investors, and the Mexican Shareholders (1.7); revise deposition requests for Debtors, Delta, and Apollo; draft interview review protocol (1.1); review Debtors' motion and supporting documents in support of revisions to discovery requests and deposition requests (1.3).	4.10	5,084.00
11/23/21	CAD	Telephone conference w/ internal working group, Katten regarding commitment fee motion-related discovery and deposition coordination and next steps (.8); telephone conference w/ internal working group, Davis Polk, Katten regarding committee's/Invictus's	1.60	1,816.00

		propounded commitment fee-related related discovery (.4); correspondence w/ internal working group, Hughes Hubbard regarding committee's discovery propounded to Delta (.3); correspondence w/ K. Mathews, Katten regarding amended protective order (.1).		
11/23/21	JCD	Calls with counsel for debtors, counsel for Delta, counsel for Apollo re: discovery in support of objections (1.5); revisions to 30(b)(6) topics (.6); consider strategy for financing objection litigation (.9).	3.00	5,700.00
11/23/21	T G	Correspondence w/ team re discovery request status (.4); call w/ K Mathews re same (.2); call w/ Katten re same (.8); call w/ DPW re same (.4).	1.80	2,574.00
11/23/21	M S	Review Debtors 11/19 Supplement Discovery Requests (UCC-Debtors).	0.40	260.00
11/23/21	H-K C	Prepare creation of review tags for attorneys.	0.20	115.00
11/23/21	N B	Draft supplemental deposition topics to debtors (.4); review documents in preparation for deposition of Homer Parkhill (4.6).	5.00	4,925.00
11/23/21	MVD	Phone call with Willkie, DPW, and Katten teams regarding discovery served in connection with exit financing motion.	0.40	472.00
11/23/21	K M	Coordinate and negotiate document requests productions with counsel for the Ad Hoc Group of Senior Noteholders, BSPO Investors, and Apollo (3.1); conference call with Katten to discuss Invictus's discovery requests (.4); conference call with Debtors and counsel for Invictus to discuss document requests; correspond with J. Dugan regarding depositions (.6); draft updates regarding discovery for the Willkie team (1.5); conference call with Delta team to discuss discovery requests and possibility of interrogatory (.3).	5.90	7,316.00
11/24/21	DMS	Discovery call with Davis Polk and Willkie teams.	0.20	252.00
11/24/21	CAD	Various correspondence w/ internal working group regarding Apollo discovery and Delta discovery issues and drafts of interrogatories (1.1); correspondence w/ internal working	1.50	1,702.50

		group regarding coordination of commitment fee-related discovery w/ Katten (.2); correspondence w/ internal working group, FTI regarding next week's H. Parkhill deposition and 30(b)(6) topics (.1) and review/analyze same (.1).		
11/24/21	JCD	Calls with counsel to discuss document discovery and depositions (.7); call with debtors' counsel re: same (.6); call with counsel for Delta re: same (.3); consider litigation strategy in support of objections (.8); correspondence with counsel for Invictus re: same (.5); draft interrogatories for Delta and Apollo (.7).	3.60	6,840.00
11/24/21	T G	Review and revise proposed interrogatories for Apollo/Delta (.8); correspondence w/ team re same (.6); call w/ Debtors re discovery status (.2); call w/ J Hall re same (.4).	2.00	2,860.00
11/24/21	N B	Update team on status of discovery (.8); schedule deposition of H. Parkhill and coordinate logistics with parties attending (1.0); attend call with Davis Polk to discuss discovery requests (.4).	2.20	2,167.00
11/24/21	K M	Calls with counsel for the Ad Hoc Group of Unsecured Claimants, Debtors, and Delta to discuss discovery requests, production timelines, and scope concerns.	0.50	620.00
11/24/21	K M	Participate in committee call to discuss, if needed, updates to discovery efforts in support of the UCC's commitment fee objection (1.0); correspond with litigation team and outside counsel for other parties with respect to discovery service and meet and confers (.5); draft email transmittal of notice of deposition to other parties (.2); update chart of discovery and prepare document review plan for the UCC's 11/22 document requests (.6).	2.30	2,852.00
11/25/21	K M	Correspond with D. Sinclair regarding discovery issues (.1); update chart of discovery status and circulate to litigation and bankruptcy team (.2); draft document review plan (.3).	0.60	744.00
11/26/21	CAD	Correspondence w/ K. Mathews, S. Star (FTI) regarding H. Parkhill deposition notice and	0.20	227.00

		FRCP 30(b)(6) topics.		
11/26/21	K M	Review case correspondence regarding discovery and deposition efforts as well as draft objections.	0.10	124.00
11/26/21	JCD	Review documents and prepare for Homer Parkhill deposition.	2.50	4,750.00
11/28/21	CAD	Various correspondence w/ internal working group regarding discovery regarding Debtors' commitment fee motion (.3) and 11/30 scheduled H. Parkhill deposition (.3); correspondence w/ internal working group, Katten/Arnold & Porter regarding same (.2); correspondence w/ B. Miller, T. Graulich (Davis Polk) regarding same (.2).	1.00	1,135.00
11/28/21	JCD	Review documents and prepare for Homer Parkhill deposition.	2.60	4,940.00
11/29/21	CAD	Correspondence w/ N. Benitez regarding H. Parkhill deposition (.2); various correspondence w/ internal working group regarding H. Parkhill deposition preparation (.5); correspondence w/ Milbank, internal working group regarding status of document production (.2); correspondence w/ J. Dugan, internal working group regarding documents produced by Debtors and Delta regarding commitment fee motion (.2).	1.10	1,248.50
11/29/21	H-K C	Respond to associate questions and requests regarding document productions.	0.10	57.50
11/29/21	B L	Correspondence w/ team re document productions from Debtors and Delta and preparation for H. Parkhill deposition.	0.40	660.00
11/29/21	N B	Prepare for deposition of Homer Parkhill (7.8); review documents produced by Debtors (2.1); draft update to litigation team regarding same (.7).	10.60	10,441.00
11/29/21	T G	Review and revise outline for Parkhill deposition (.8); correspondence w/ team re same (.4); call w/ FTI/ J. Dugan re same (.3); call w/ Paul Weiss re discovery requests (.5).	2.00	2,860.00
11/29/21	K M	Correspond with Aeromexico Bankruptcy litigation team regarding document review protocol, discovery updates, and deposition prep (.3); review updates to case and key	1.40	1,736.00

		documents for deposition of Homer Parkhill (1.1).		
11/29/21	MVD	Review Debtors' discovery responses (.2); review Delta's discovery responses (.2).	0.40	472.00
11/29/21	JCD	Prepare for Homer Parkhill deposition, review proposed exhibits and prepare an outline (3.5); call with FTI in connection with preparation (.5); call with counsel for Apollo re: production of documents (.6).	4.60	8,740.00
11/30/21	K G	Review documents relevant to confirmation plan to prepare for upcoming discovery and objections (1.2); draft summary of documents and circulate to team (4.6).	5.80	2,842.00
11/30/21	CAD	Correspondence w/ J. Dugan, K. Mathews regarding Debtors' and Delta's document productions (.3); correspondence w/ J. Dugan, internal working group regarding H. Parkhill deposition preparation (.2); attend (partial) H. Parkhill deposition in connection w/ Debtors' commitment fee motion (2.8); correspondence w/ internal working group regarding H. Parkhill deposition de-brief (.3); correspondence w/ K. Mathews, internal working group regarding status of document productions from Debtors, Apollo, Delta, and ad hoc groups (.2).	3.80	4,313.00
11/30/21	BES	Review recently produced documents (0.3); summarize and circulate key documents to team (0.3).	0.60	708.00
11/30/21	K G	Review documents relevant to confirmation to prepare for upcoming discovery and objections (.7); draft summary of documents for team (.3).	1.00	490.00
11/30/21	N B	Second chair deposition of Homer Parkhill (8.1); prepare for deposition (2.2); gather background materials for M. Freimuth (.4); call J. Dugan re same (.1); identify documents for inclusion in objections (.9).	11.70	11,524.50
11/30/21	H-K C	Prepare batches of recently loaded production volumes for associate review.	0.30	172.50
11/30/21	MVD	Review summary of Parkhill deposition prepared by D. Sinclair.	0.30	354.00
11/30/21	T G	Correspondence w/ Paul Weiss re interrogatories (.3); correspondence w/ team re Parkhill deposition (.6); correspondence w/	1.20	1,716.00

11/30/21	K M	team re status of discovery requests (.3). Correspond with other counsel representing BSPO, Ad Hoc Group of Senior Noteholders, and the Mexican Investors regarding document productions (.6); call with Mexican Investors' counsel to discuss subpoena for documents (.2); correspond with litigation team regarding document review (.4); draft and circulate document production updates (.3); review summaries from document review and interesting documents (.2); participate in deposition of Homer Parkhill (in part) (3.6); join strategy call with team to discuss ongoing preparations for the draft objections, including support from discovery efforts (.8).	6.10	7,564.00
11/30/21	JCD	Depose Homer Parkhill in connection with exit financing hearing (6.0); prepare for deposition (1.0).	7.00	13,300.00
Sub-Total			152.40	191,521.50

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/21	JCD	Participate in call with Court re: scheduling matters.	0.70 \$	1,330.00
11/4/21	JCD	Participate in chambers conference.	0.70	1,330.00
11/11/21	JCD	Participate in court conference re: scheduling.	0.70	1,330.00
11/16/21	CAD	Preparation for/participate in hearing on Debtors' motion to approve certain claims settlements (complying plan language).	1.20	1,362.00
11/16/21	T G	Review and revise proposed talking points for fee hearing (.4); participate in hearing re fee applications/claims objections (1.1) and follow-up discussion w/ team re same (.3).	1.80	2,574.00
11/16/21	M S	Attend Aeromexico hearing.	1.50	975.00
11/16/21	B M	Preparation (2.4) and attendance (1.5) at the Omnibus Hearing regarding claims settlements.	3.90	6,435.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 75

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

11/16/21	A S	Attend hearing on claims motions and fee applications in order to provide update to clients.	1.20	588.00
11/16/21	B L	Participate in hearing.	0.60	990.00
11/16/21	MVD	Attend hearing on objection to claims settlement motions.	1.20	1,416.00
11/16/21	DMS	Attend hearing on fee applications and claims settlement objection (1.1); follow up w/ team re: same (.2).	1.30	1,638.00
11/16/21	J B	Attend omnibus hearing re approval of fee application and claims settlements motions.	1.10	907.50
11/17/21	T G	Participate on Chambers conference re plan status conference.	0.80	1,144.00
11/17/21	B M	Chambers conference with Judge Chapman.	0.80	1,320.00
11/17/21	MVD	Consider plan confirmation timeline i/c/w discovery and objections (.8); phone call with B. Miller, T. Goren, and certain creditors regarding plan proposals (.4); consideration of issues related to possible creditor plan proposal (.6); review plan proposal from Apollo (.2); review and comment on voting research prepared by A. Scarcella (.5).	2.50	2,950.00
11/22/21	B L	Participate in chambers conference re: plan issues (.5); correspondence with Willkie team re same (.4).	0.90	1,485.00
11/22/21	MVD	Attend chambers conference with other parties regarding plan proposals and schedule going forward (.5); corr. w/ team re: same (.2).	0.70	826.00
11/29/21	WTE	Corr. w/ Willkie team re litigation.	0.10	135.00
11/29/21	JCD	Participate in conference call with court.	0.50	950.00
11/29/21	MVD	Attend chambers conference regarding exit financing motion, DIP extension motion, and disclosure statement.	0.40	472.00
Sub-Total			22.60	30,157.50

Lien Investigation

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 76

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/9/21	P BG	Weekly WFG Call re: Lien investigation status.	0.30	\$	295.50
11/13/21	WTE	Corr. w/ Willkie team re reinstatement analysis.	0.10		135.00
Sub-Total			0.40		430.50

Fee Objection Discussion and Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/8/21	CAD	Correspondence w/ A. Wells (US Trustee's office), internal working group regarding informal objections/issues w/ Willkie and Santamarina & Steta interim fee applications and possible resolution.	0.20	\$	227.00
11/10/21	CAD	Various correspondence w/ internal working group regarding responses to US Trustee comments/informal objections to Willkie first interim fee application (.3) and review/analyze same (.3).	0.60		681.00
11/12/21	CAD	Review and revise responses to US Trustee's informal objections to Willkie first interim fee application (.2) and correspondence w/ internal working group regarding same and submission to US Trustee (.1); discuss potential resolution to US Trustee's informal objections to Santamarina & Steta interim fee applications (.1) and review/analyze correspondence to US Trustee regarding same (.1).	0.50		567.50
11/15/21	CAD	Correspondence w/ internal working group regarding resolution of US Trustee's informal objections to Willkie interim fee application.	0.10		113.50
Sub-Total			1.40		1,589.00

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO

Page 77

AEROMEXICO Invoice No. 22200560

Client/Matter No. 128273.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
DUGAN, JAMES C.	44.40	\$	1,900.00	\$	84,360.00
EGUCHI, WESTON T.	2.30		1,350.00		3,105.00
GOREN, TODD	166.40		1,430.00		237,952.00
LENNON, BRIAN	30.40		1,650.00		50,160.00
MENA, ANDRES	0.90		1,750.00		1,575.00
MILLER, BRETT	204.00		1,650.00		336,600.00
DAMAST, CRAIG A.	149.60		1,135.00		169,796.00
BENITEZ, NATALIA	46.10		985.00		45,408.50
BENJUMEA GUITIERREZ, PABLO	0.30		985.00		295.50
BRANDT, JOSEPH	64.00		825.00		52,800.00
CHANG, HYE-KYUNG	1.40		575.00		805.00
DUNN, MATTHEW V.	113.90		1,180.00		134,402.00
MATHEWS, KYLE	33.80		1,240.00		41,912.00
SGAMBATI, BROOKE E.	3.10		1,180.00		3,658.00
SINCLAIR, DEBRA M.	100.30		1,260.00		126,378.00
GARRETT, KATHRYN	7.10		490.00		3,479.00
GRABER, JESSICA	54.20		490.00		26,558.00
SCARCELLA, ANTHONY	66.70		490.00		32,683.00
ST. JULIEN, MICHELE	7.10		650.00		4,615.00
AMBEAULT, ALISON	16.80		490.00		8,232.00
ARRIOLA, CHRISTIAN	0.60		345.00		207.00
BRAVERMAN, BETTY	1.80		280.00		504.00
GORMAN, TERESA	1.00		280.00		280.00

Professional Fees \$ 1,365,765.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Teleconferencing	\$ 39.63
Local Meals	268.90
Conference Services	59.75
Data Acquisition	11,599.37
Court Reporters/Other Fees	280.00
Outside Consultants	3,557.21
Transcript Costs	<u>6,632.00</u>

Disbursements and Other Charges 22,436.86

Total this Invoice \$ 1,388,201.86

WILLKIE FARR & GALLAGHER^{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF GRUPO AEROMEXICO

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22200560
Client/Matter No. 128273.00001
January 11, 2022

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 38th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED through November 30, 2021

Assumption and Rejection of Leases and Contracts	\$	25,582.00
Business Operations	\$	5,456.50
Case Administration	\$	37,857.50
Claims Administration and Objections	\$	71,109.00
Employment and Fee Applications	\$	10,312.00
Financing and Cash Collateral	\$	32,240.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE
CITIBANK, N.A.
ABA NUMBER: [REDACTED]
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: [REDACTED]
INTERNATIONAL SWIFT NUMBER: [REDACTED]
REFERENCE: 128273.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Meetings and Communications with Creditors	\$ 128,714.00
Plan and Disclosure Statement	\$ 830,568.50
Reporting	\$ 227.00
Discovery	\$ 191,521.50
Hearings	\$ 30,157.50
Lien Investigation	\$ 430.50
Fee Objection Discussion and Litigation	\$ 1,589.00
Disbursements and Other Charges	<u>22,436.86</u>
Total this Invoice	<u><u>\$ 1,388,201.86</u></u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 128273.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.