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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> , ¹)	Case No. 20-11563 (SCC)
)	
Debtors.)	(Jointly Administered)
)	
)	

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF SANTAMARINA Y STETA S.C. AS MEXICAN COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO NOVEMBER 10, 2020**

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

The Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V., *et al.* (collectively, the “Debtors”), by Kelli Walsh, Senior Vice President and Counsel, GE Capital Aviation Services, LLC, in her capacity as a representative of the Committee’s chairperson, General Electric Company (“GEC”), hereby submits this application (the “Application”) for entry of a proposed order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Santamarina y Steta S.C. (the “Firm”) as Mexican counsel to the Committee *nunc pro tunc* to November 10, 2020. In support of the Application, the Committee relies upon and incorporates by reference the declaration of Kelli Walsh (the “Walsh Declaration”), attached hereto as **Exhibit B**, and the declaration of Jorge Alejandro León Orantes Baena (the “León Orantes Declaration”), attached hereto as **Exhibit C**. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION, VENUE, AND STATUTORY PREDICATE

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Committee confirms its consent pursuant to Bankruptcy Rule 7008 to the entry of a final order or judgment by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 328(a) and 1103 of title 11 of the United States Code, as amended (the “Bankruptcy Code”), rules 2014 and 2016 of

the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

BACKGROUND

4. On June 30, 2020 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Court’s *Order Directing Joint Administration of Chapter 11 Cases* [Docket No. 30].

6. The Office of the United States Trustee (the “U.S. Trustee”) selected the members of the Committee pursuant to section 1102 of the Bankruptcy Code and filed a notice of appointment on July 13, 2020 [Docket No. 92].² The Committee selected GEC as its chairperson (the “Chair”).

7. The Committee has determined to retain Mexican counsel to advise on matters of Mexican law and ensure that the interests of the Committee and its constituents are adequately represented in these chapter 11 cases and any relevant Mexican proceedings.

² The members of the Committee are as follows: (1) The Bank of New York Mellon, (2) Asociación Sindical de Pilotos Aviadores, (3) Nordic Aviation Capital, (4) Falko Regional Aircraft Limited, (5) GEC, (6) World Fuel Services, Inc., and (7) Sabre GLBL Inc.

RELIEF REQUESTED

8. Subject to this Court's approval, the Committee seeks to employ the Firm as its counsel in connection with the prosecution of these chapter 11 cases and all related matters, *nunc pro tunc* to November 10, 2020. Pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Committee respectfully requests that the Court enter the Order, authorizing the Committee to employ and retain the Firm as its Mexican counsel during these chapter 11 cases.

APPLICATION

I. The Firm's Qualifications

9. The Firm has extensive general legal experience and knowledge, and, in particular, has substantial expertise in Mexican law. The Firm is a leading law firm in Mexico in the aviation and airport industries and has participated in insolvency proceedings of Mexican airlines, representing both secured and unsecured creditors. Chambers & Partners has ranked the Firm as a "Band 2" firm specializing in aviation law in Mexico, and the Firm's lawyers are featured speakers at aviation conferences such as ALTA, L2B and IATA on a variety of topics related to aircraft title, finance, re-finance and regulatory matters, including the Cape Town Convention on the perfection and enforcement of rights over aircraft and engines. Messrs. Juan Carlos Machorro G. and Jorge A. León Orantes B. will lead the engagement for the Firm. Messrs. Machorro and León Orantes have extensive experience advising national and multinational companies in matters of Mexican law. Mr. Machorro has been ranked by Chambers & Partners for his expertise in the fields of aviation and corporate law. Mr. León Orantes has been ranked by Chambers & Partners for his expertise in the field of corporate law

II. Services to Be Provided

10. The Committee anticipates that the Firm will, in connection with these chapter 11 cases and subject to orders of this Court, provide services to the Committee, in each case at the request of Morrison & Foerster LLP, which may include but are not limited to, the following:

- a. Participate in meetings of the Committee and subcommittees formed thereby and otherwise advise the Committee with respect to its rights, powers and duties in these chapter 11 cases from a Mexican law perspective;
- b. Assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding Mexican law issues;
- c. Advise the Committee regarding issues of Mexican law;
- d. Respond to inquiries from individual creditors related to Mexican law issues;
- e. Review and analyze complaints, motions, applications, orders and other pleadings filed with the Court, to the extent they involve aspects of Mexican law;
- f. Assist and advise the Committee with respect to applicable foreign proceedings (especially if in Mexico) that may arise in the course of these chapter 11 cases; and
- g. Perform all other necessary legal services in these cases as directed by the Committee in connection with these chapter 11 cases.

11. The Firm intends to work closely with the Debtors' representatives and the other professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

12. The Firm has indicated a willingness to act on behalf of the Committee.

III. Professional Compensation

13. The Firm intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy

Code, the Bankruptcy Rules, the Local Rules, and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, established by the Executive Office for the United States Trustees (the “U.S. Trustee Guidelines”), and any other applicable procedures and orders of the Court (collectively, the “Fee Guidelines”).

14. The hourly rates and corresponding rate structure that the Firm will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that the Firm uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and related matters involve great complexity, high stakes, and severe time pressures.

15. The Firm’s hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one’s field and are subject to periodic adjustments to reflect economic and other conditions.³ In particular, the Firm’s standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

Billing Category	2020 Hourly Rates	2021 Hourly Rates ⁴
Partners	\$400-\$520	\$405-\$525
Of Counsel	\$440-\$485	\$450-\$495

³ As set forth in the Order, the Firm will provide ten business days’ notice to the Debtors and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

⁴ The Firm anticipated that the 2021 Hourly Rates set forth in this chart will be implemented starting on February 1, 2021.

Counsel	\$310-\$330	\$315-\$355
Associates	\$160-\$390	\$165-\$400
Paraprofessionals	\$110-\$180	\$115-\$185

16. The Committee believes that these rates, and the terms and conditions of the Firm's employment, are reasonable.

17. The Firm will also seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by the Firm on the Committee's behalf, such as travel expenses, overtime and late night meals and transportation, computer-assisted legal research, photocopying, postage, overnight courier expenses, and other disbursements, as more fully set forth in the León Orantes Declaration. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

18. No promises were received by the Firm, any partner, any attorney who is "of counsel" to the Firm, or any associate of the Firm, as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. Neither the Firm, nor any partner of the Firm, any attorney who is "of counsel" to the Firm, or any associate of the Firm, has any agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases.

IV. The Firm's Disinterestedness

19. Except as disclosed in the León Orantes Declaration, the Firm does not hold or represent any interest adverse to the Debtors' estates and does not have any "connections" to the Debtors' creditors, affiliates, other parties-in-interest or potential parties-in-interest, the U.S. Trustee or the Assistant U.S. Trustees for the Southern District of New York and attorneys employed by such office, or any judge in the Court. The Firm believes it is a "disinterested

person” as that term is defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code. To the extent that the Firm has a conflict with respect to a particular client or matter, the Committee will utilize separate conflicts counsel.

20. The Firm has advised the Committee and the U.S. Trustee that it will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise and, if any new relevant facts or relationships are discovered or arise, the Firm will use reasonable efforts to identify such further developments by filing a supplemental declaration with the Court.

V. Conclusion

21. For the foregoing reasons, the Committee believes that the employment of the Firm is necessary, in the best interests of the Debtors’ estates, and will enable the Committee to carry out its fiduciary duties owed to creditors under the Bankruptcy Code. Accordingly, the Committee submits that the relief requested in the Application is appropriate and should be granted by this Court.

NOTICE

22. Notice of this Application has been provided in accordance with the procedures set forth in the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 79]. In light of the nature of the relief requested, the Committee respectfully submits that no other or further notice of the Application is required.

NO PRIOR REQUEST

23. No previous application for the relief requested herein has been made to this or any other court.

[Continued on Next Page]

WHEREFORE, the Committee respectfully requests that the Court: (a) enter the Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and (b) grant such other and further relief as the Court may deem just and proper.

Dated: December 10, 2020

Respectfully submitted,

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF
GRUPO AEROMÉXICO, S.A.B. de C.V., *et al*

By: /s/ Kelli Walsh

Kelli Walsh

Senior Vice President & Counsel
GE Capital Aviation Services, LLC
in its capacity as Committee Chair

Exhibit A

Proposed Order

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

In re:

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

Debtors.

)
) Chapter 11
)
) Case No. 20-11563 (SCC)
)
) (Jointly Administered)
)
)

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
SANTAMARINA Y STETA S.C. AS MEXICAN COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO NOVEMBER 10, 2020**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V. and its debtor affiliates, as debtors and debtors in possession in these proceedings (collectively, the “Debtors”), pursuant to sections 105(a), 328(a), 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Committee to employ and retain Santamarina y Steta S.C. (the “Firm”) as counsel, effective as of November 10; and upon the León Orantes Declaration and the Walsh Declaration (together, the “Declarations”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having found that no other or

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

further notice is needed or necessary; and the Court having found, based on the representations made in the León Orantes Declaration, that the Firm (a) does not hold or represent any interest adverse to the Debtors' estates, (b) is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and the Court having reviewed the Application and the Declarations; and the Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and the relief requested in the Application being in the best interests of the Debtors' estates, their creditors, and other parties in interest; and any objections to the relief requested in the Application having been withdrawn or overruled on the merits; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Application is granted and approved as set forth herein *nunc pro tunc* to November 10, 2020.

2. In accordance with sections 105(a) and 1103 of the Bankruptcy Code and, with respect to the Firm's hourly rates, section 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Committee is hereby authorized to employ and retain the Firm as its Mexican counsel to provide the following services to the Committee, in each case at the request of Morrison & Foerster LLP, which may include but are not limited to, the following:

- a. Participate in meetings of the Committee and subcommittees formed thereby and otherwise advise the Committee with respect to its rights, powers and duties in these chapter 11 cases from a Mexican law perspective;

- b. Assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding Mexican law issues;
- c. Advise the Committee regarding issues of Mexican law;
- d. Respond to inquiries from individual creditors related to Mexican law issues;
- e. Review and analyze complaints, motions, applications, orders and other pleadings filed with the Court, to the extent they involve aspects of Mexican law;
- f. Assist and advise the Committee with respect to applicable foreign proceedings (especially if in Mexico) that may arise in the course of these chapter 11 cases; and
- g. Perform all other necessary legal services in these cases as directed by the Committee in connection with these chapter 11 cases.

3. The Firm shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses with and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law.

4. Prior to any increases in the Firm's hourly rates, the Firm shall file a supplemental affidavit with the Court and provide ten (10) business days' notice to the Debtors, the U.S. Trustee, and the Committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court.

5. The Firm will not seek to use affiliates, independent contractors, subcontractors or subsidiaries to perform services on behalf of the Committee without separate Court approval.

6. The Firm shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these cases.

7. This Order shall be immediately effective and enforceable upon its entry, and the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. The Firm shall be reimbursed for reasonable and necessary documented expenses.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: _____
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Declaration of Kelli Walsh

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

In re:

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

Debtors.

)
) Chapter 11
)
) Case No. 20-11563 (SCC)
)
) (Jointly Administered)
)
)

**DECLARATION OF KELLI WALSH IN SUPPORT OF APPLICATION FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
SANTAMARINA Y STETA S.C. AS MEXICAN COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNCTO NOVEMBER 10, 2020**

Pursuant to 28 U.S.C § 1746, I, Kelli Walsh, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am the Senior Vice President and Counsel at GE Capital Aviation Services, LLC, as representative of General Electric Company (“GEC”). GEC is an unsecured creditor in the above-captioned cases of Grupo Aeroméxico, S.A.B. de C.V. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”). GEC was named as chairperson (the “Chair”) of the Official Committee of Unsecured Creditors of the Debtors (the “Committee”), and I serve as GEC’s representative on the Committee. In such capacity, I was part of the process and involved in selecting and engaging counsel for the Committee.

2. I have reviewed and am familiar with the contents of the *Application for Entry of an Order Authorizing the Retention and Employment of Santamarina y Steta S.C. as Mexican*

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Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to November 10, 2020 (the “Application”).² In support of the Application, the Committee relies upon the León Orantes Declaration, which is attached to the Application as Exhibit C.

3. The Committee selected the Firm to act as its Mexican counsel because of the Firm’s extensive general legal experience and knowledge and, in particular, its substantial experience in representing creditors under Mexican law. The Committee believes that the Firm is well qualified and uniquely able to represent the Committee in these chapter 11 cases in an efficient and timely manner.

4. I and the other members of the Committee reviewed the Firm’s standard rates for bankruptcy services, as set forth in the Application. Based upon representations made to the Committee by the Firm, I understand that those rates are generally consistent with the Firm’s rates for comparable non-bankruptcy engagements and the billing rates and terms of other comparably skilled firms for providing similar services. Based on these representations and the Committee members’ experience in both the bankruptcy field and in other fields in which the Debtors operate, the Committee believes these rates are reasonable.

5. Additionally, I expect to develop a prospective budget and staffing plan with the Firm to comply with the U.S. Trustee’s requests for information and additional disclosures and any other orders of the Court, recognizing that, in the course of these chapter 11 cases, there may be unforeseeable fees and expenses that will need to be addressed by the Committee and the Firm. I will review all staffing plans and budgets to supervise the Firm’s fees and expenses and to manage costs and, together with the Firm, make adjustments as may be necessary or

² Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Application.

appropriate. In addition, I will review all applications for compensation submitted by the Firm to ensure that the Firm's fees and costs are consistent with the budget, appropriate in scope and amount, and that there has been no duplication with the Committee's other professionals.

6. The facts set forth in this Declaration are based upon my personal knowledge, my review of the relevant documents, information provided to me or verified by Committee counsel, and my personal opinion based upon my experience, knowledge, and information provided to me. I am authorized to submit this Declaration on behalf of the Committee, and, if called upon to testify, I would testify competently to the facts set forth herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: December 10, 2020

Respectfully submitted,

By: /s/ Kelli Walsh

Kelli Walsh

Senior Vice President & Counsel

GE Capital Aviation Services, LLC

in its capacity as Committee Chair

Exhibit C

Declaration of Jorge A. León Orantes Baena

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

In re:

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

Debtors.

)
) Chapter 11
)
) Case No. 20-11563 (SCC)
)
) (Jointly Administered)
)
)

**DECLARATION OF JORGE A. LEÓN ORANTES BAENA IN SUPPORT OF
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF SANTAMARINA Y STETA S.C. AS MEXICAN COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNCTO NOVEMBER 10, 2020**

I, Jorge Alejandro León Orantes Baena, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Santamarina y Steta S.C. (the “Firm”), with offices at Campos Elíseos 345 floors 2 and 3 Chapultepec Polanco, 11560 Miguel Hidalgo, Mexico City, Mexico. I am duly authorized to make this declaration (the “Declaration”) on behalf of the Firm.

2. I am an attorney duly admitted and in good standing to practice in Mexico. There are no disciplinary proceedings pending against me.

3. I submit this Declaration in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Grupo Aeroméxico, S.A.B. de C.V. and its debtor affiliates, as debtors and debtors in possession in these proceedings

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

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

(collectively, the “Debtors”) pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, for entry of an order authorizing the retention and employment of the Firm as Mexican counsel to the Committee *nunc pro tunc* to November 10, 2020. Except as otherwise indicated, the facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

SERVICES TO BE PROVIDED

4. The Firm has extensive general legal experience and knowledge, and, in particular, has substantial expertise in Mexican law. The Firm is a leading law firm in Mexico in the aviation and airport industries and has participated in insolvency proceedings of Mexican airlines, representing both secured and unsecured creditors. Chambers & Partners has ranked the Firm as a “Band 2” firm specializing in aviation law in Mexico, and the Firm’s lawyers are featured speakers at aviation conferences such as ALTA, L2B and IATA on a variety of topics related to aircraft title, finance, re-finance and regulatory matters, including the Cape Town Convention on the perfection and enforcement of rights over aircraft and engines. Juan Carlos Machorro G. and I will lead the engagement for the Firm and have extensive experience advising national and multinational companies in matters of Mexican law. I have been ranked by Chambers & Partners for my expertise in the field of corporate law. Mr. Machorro has been ranked by Chambers & Partners for his expertise in the fields of aviation and corporate law.

5. In connection with these chapter 11 cases, the Committee has requested court authorization to retain the Firm as Mexican counsel for the Committee to provide services to the Committee in each case at the request of Morrison & Foerster LLP, which may include but are not limited to, the following:

- a. Participate in meetings of the Committee and subcommittees formed thereby and otherwise advise the Committee with respect to its rights, powers and duties in these chapter 11 cases from a Mexican law perspective;
- b. Assist and advise the Committee in its meetings and negotiations with the Debtors and other parties in interest regarding Mexican law issues;
- c. Advise the Committee regarding issues of Mexican law;
- d. Respond to inquiries from individual creditors related to Mexican law issues;
- e. Review and analyze complaints, motions, applications, orders and other pleadings filed with the Court, to the extent they involve aspects of Mexican law;
- f. Assist and advise the Committee with respect to applicable foreign proceedings (especially if in Mexico) that may arise in the course of these chapter 11 cases; and
- g. Perform all other necessary legal services in these cases as directed by the Committee in connection with these chapter 11 cases.

PROFESSIONAL COMPENSATION

6. The Firm's hourly rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. These hourly rates are based on a variety of factors, including seniority, distinction, and expertise in one's field and are subject to periodic adjustments to reflect economic and other conditions.³ In particular, the Firm's standard hourly rates for matters that may be implicated in these chapter 11 cases will range as follows:

Billing Category	2020 Hourly Range	2021 Hourly Range ⁴
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³ As set forth in the Order, the Firm will provide ten business days' notice to the Debtors and the U.S. Trustee before implementing any periodic increases, and will file such notice with the Court.

⁴ The Firm anticipates that the 2021 Hourly Rates set forth in this chart will be implemented starting on February 1, 2021.

Partners	\$400-\$520	\$405-\$525
Of Counsel	\$440-\$485	\$450-\$495
Counsel	\$310-\$330	\$315-\$355
Associates	\$160-\$390	\$165-\$400
Paraprofessionals	\$110-\$180	\$115-\$185

7. The hourly rates and corresponding rate structure that the Firm will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that the Firm uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect the fact that such restructuring and related matters involve great complexity, high stakes, and severe time pressures.

8. In addition to the hourly rates set forth above, the Firm customarily charges its clients for all actual out-of-pocket expenses incurred on the clients' behalf, including travel expenses, lodging, overtime and late night meals and transportation, meal charges for business meetings, computer-assisted legal research, photocopying, facsimile transmissions, postage, printing, transcripts, filing fees, overnight courier expenses, messengers, and similar items. The Firm will seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by the Firm on the Committee's behalf. All requests for reimbursement of expenses will be consistent with the Fee Guidelines.

9. No agreement or understanding exists between the Firm or any of its attorneys with any other entity to share with such entity any compensation received for services rendered in connection with these chapter 11 cases, other than as permitted by section 504 of the Bankruptcy Code, nor shall the Firm or any of its attorneys share or agree to share compensation

received for services rendered in connection with these cases with any other entity, including any of the Firm's foreign affiliates, other than as permitted by section 504 of the Bankruptcy Code.

DISINTERESTEDNESS AND DISCLOSURE OF CONNECTIONS

10. In order to ascertain the Firm's "connections," as that term is used in Bankruptcy Rule 2014, the Firm relied on a list of creditors and other potential parties-in-interest in these chapter 11 cases provided by Debtors' counsel (the "Interested Parties List" and such parties, the "Interested Parties"). The Interested Parties List is attached as **Schedule 1** to this Declaration and includes additional parties disclosed in Schedule 1 of the *Supplemental Declaration of Brett Miller in Support of the Application for Entry of an Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to July 15, 2020* filed on September 24, 2020 [Docket No. 468].

11. The Firm conducted an internal search of its computerized conflict database to determine if the Firm or any affiliate of the Firm currently represent or formerly represented any of the Interested Parties within the past three calendar years (*i.e.*, 2017 through 2020). The Firm also made inquiries to the partners working on matters involving Interested Parties or their affiliates to determine the nature of the work and any relationship to the Interested Parties. The Firm performed this inquiry consistent with its normal and customary practices.

12. The following is a list of the categories of Interested Parties that the Firm searched:

Schedule	Category
Schedule 1(a)	Debtor Entities
Schedule 1(b)	Non-Debtor Entities
Schedule 1(c)	Current Directors & Officers

Schedule	Category
Schedule 1(d)	Former Directors & Officers (Going Back Six Years)
Schedule 1(e)	Significant Equity Holders
Schedule 1(f)	Restructuring Professionals
Schedule 1(g)	Significant Contract Counterparties
Schedule 1(h)	Unions
Schedule 1(i)	Bankruptcy Judges for the Southern District of New York
Schedule 1(j)	U.S. Trustees for the Southern District of New York
Schedule 1(k)	Taxing Authorities, Government Agencies & Airport Authorities
Schedule 1(l)	Bank & Financial Service Providers
Schedule 1(m)	Fuel Suppliers
Schedule 1(n)	Ordinary Course Professionals
Schedule 1(o)	Significant Vendors
Schedule 1(p)	Top 30 Unsecured Creditors
Schedule 1(q)	Utilities
Schedule 1(r)	Insurance & Benefits Providers
Schedule 1(s)	Aircraft Transactions

13. The search revealed that certain Interested Parties are or may be currently represented by the Firm. All current and past representations of Interested Parties are identified on the list attached to this Declaration as **Schedule 2**.⁵

⁵ As referenced herein and in **Schedule 2**, (a) the term “current representation” means an entity listed as a client in the Firm’s systems to whom time was posted in 2020, and (b) the term “past representation” or “in the past represented” means either (i) an entity listed as a client in the Firm’s systems to whom time was posted in 2017, 2018 or 2019 but not 2020, or (ii) a client matter in the Firm’s systems to which time was billed in 2020 but has now been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing the Firm’s representation rather than its potential listing in the Firm’s conflicts search system.

14. Based on the results of this search, and through direct inquiries with the Firm's attorneys, the Firm determined that the representation of the Interested Parties disclosed on **Schedule 2** hereto concerned matters in which such clients were not adverse to the Debtors' estates or any class of creditors or equity security holders.

15. The status of entities identified as Interested Parties by the Debtors may have changed or could change during the pendency of the chapter 11 cases without the Firm's knowledge. The Firm will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, the Firm will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SPECIFIC DISCLOSURES

16. As specifically set forth below and in the attached Schedules, the Firm represents or has represented certain Interested Parties in matters unrelated to the Debtors and these chapter 11 cases; however, the Firm does not hold or represent any interest adverse to the Debtors' estates. Moreover, pursuant to section 1103(b) of the Bankruptcy Code, the Firm is not disqualified from acting as the Committee's counsel merely because it represents certain of the Interested Parties in matters unrelated to these chapter 11 cases. The Firm submits that it is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code. Moreover, no entity included in the Interested Parties identified in **Schedule 2** represented more than one percent of the Firm's total revenue in 2019.

17. Specifically, the Firm represents, and has in the past represented, certain entities to which the Firm is providing additional disclosures beyond those in **Schedule 2**.

18. The Firm currently represents Teleperformance in certain contractual matters, including certain matters related to the Debtors and their chapter 11 cases. Teleperformance is listed in the “Significant Contract Counterparties” category on the Interested Parties List. To the extent the Committee is actively litigating against Teleperformance in connection with these chapter 11 cases, the Committee will utilize other counsel to represent the interests of the Committee.

19. The Firm currently represents, and has in the past represented, a member of the Committee—GEC, and/or certain of its subsidiaries and affiliates—in connection with matters wholly unrelated to the Debtors or these chapter 11 cases. This year the Firm has provided GEC with certain intellectual property services. To the best of my knowledge and information, the Firm can be adverse to GEC in these chapter 11 cases. To the extent that the Firm subsequently becomes aware of information that changes this determination, the Firm will file a supplemental declaration setting forth the subsequent information and matters adverse to those parties will be referred to conflicts counsel.

20. For the avoidance of doubt, the Firm does not, and will not, represent any parties other than the Committee in these chapter 11 cases, irrespective of whether such parties (including any additional interested parties that may be identified in the future) are clients of the Firm.

21. Should the Committee decide to undertake any litigation against a client of the Firm, including any of the aforementioned clients, and the Firm does not have a conflicts waiver that permits the Firm to be adverse to such client in these chapter 11 cases, the Committee will retain and use separate conflicts counsel to prosecute such litigation.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

22. The Firm intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Fee Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months pre-petition, disclose your billing rates and material financial terms for the pre-petition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: The Firm did not represent the Committee prior to the Debtors' chapter 11 cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: The Committee and the Firm expect to develop a prospective budget and staffing plan to comply with the U.S. Trustees requests for information and additional disclosures, and any other orders of the Court, recognizing that in the course of these chapter 11 cases there may be unforeseeable fees and expenses that will need to be addressed by the Committee and the Firm.

AFFIRMATIVE STATEMENT OF DISINTERESTEDNESS

23. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that the Firm is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by sections 328 and 1102 of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors, their estates, their creditors, or the Committee and the members thereof, and (b) the Firm has no connection to the Debtors, their estates, their creditors, the Committee and the members thereof, or other parties-in-interest except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 10, 2020

/s/ Jorge A. León Orantes B.
Jorge A. León Orantes B.

Schedule 1

Interested Parties List

Debtor Entities

Aerolitoral, S.A. De C.V.
Aerovías De Mexico, S.A. De C.V.
Aerovias Empresa De Cargo, S.A. De C.V.
Grupo Aeromexico S.A.B. De C.V.

Non-Debtor Entities

Administración Especializada De Negocios,
S.A. De C.V.
Aeromexpress, S.A. De C.V.
Aerosys, S.A. De C.V.
AM Bd GP JV, S. A. P. I. De C.V.
AM Cargo SAPI De CV
AM Formacion Interna, S.A. De C.V.
Asociacion Mexicana De Experiencia Del
Cliente, A.C.
Centro De Capacitacion Alas De America,
S.A. De C.V.
Corporacion Nadmin, S.A. De C.V.
Empresa De Mantenimiento Aereo, S.A. De
C.V.
Estrategias Especializadas De Negocios,
S.A. De C.V.
F. Seat
Fideicomiso Aeromexico Servicios
Fideicomiso F/1748
Fundacion Aeomexico, A.C.
Inmobiliaria Avenida Fuerza Aerea
Mexicana 416, S.A. De C.V.
Inmobiliaria Boulevard Aeropuerto 161,
S.A. De C.V.
Inmobiliaria Grupo Aeromexico, S.A. De
C.V.
Inmobiliaria Paseo De La Reforma 445,
S.A. De C.V.
Integracion Y Supervision De Recursos
Corporativos, S.A. De C.V.
Loyalty Servicios Profesionales, S.A. De
C.V.
Operadora De Franquicias Y Y Productos
Aereos, S.A. De C.V.
PLM Premier, S. A. P. I. De C. V.
Premium Alliance Services, Llp
Reempresac Comercial, S.A. De C.V.
Servicios Corporativos Aeromexico, S.A.
De C.V.

Sistemas Corporativos De Personal, S.A. De
C.V.
Sistemas Integrados De Soporte Terrestre
En Mexico, S.A. De C.V.
T2 Servicios Aeroportuarios, S.A. De C.V.

Current Directors and Officers

Sergio Allard Barroso
Javier Arrigunana Gomez Del Campo
Edward Bastian
Arturo Campo Saucedo
Andres Castanda Ochoa
Claudia Abgelica Cervantes Muñoz
Andres Conesa Labastida
Antonio Cosío Pando
Luis De La Calle Pardo
Valentin Diez Morodo
William Easter
Jorge Esteve Recolons
Nicolas Ferri
Rosa Angelica Garza Sanchez
Ricardo Javier Sanchez Baker
María Tricio Gomez
Eduardo Tricio Haro
Jose Antonio Tricio Haro
Rafael Tricio Haro
Carlos Villarreal Tricio
William William Carroll
James William Sarvis

Former D&Os (Going Back 6 Years)

Anco David Van Der Werff
Marco Antonio Campos Maldonado
Antonio Cosío Ariño
Arquímedes Adriano Celis Ordaz
Arturo Martínez Del Campo
Arturo Pérez Arredondo
Fernando Canales Clariond
Francisco Javier De Arrigunaga Gómez Del
Campo
Héctor Madero Rivero
José Eduardo Nicolás Esteve Recolóns
Juan Fernando Franco Hernaíz
Juan Francisco Beckmann Vidal
Juan José Sainz Pérez
Marcelo Canales Clariond

Rodrigo Franco Hernández
Stephen Gorman

Restructuring Professionals

AlixPartners LLP
Cervantes Sainz
Davis Polk & Wardwell LLP
FTI Consulting
Morris, Nichols, Arsht & Tunnell LLP
Morrison & Foerster LLP
Rothschild & Co.
SkyWorks Holdings Capital, LLC
White & Case LLP

Significant Equity Holders

Blackrock Advisors (UK) Ltd.
Blackrock Fund Advisors
Blackrock Mexico Operadora Sa de CV Sofi
Delta Air Lines, Inc.
Dimensional Fund Advisors LP
Dimensional Fund Advisors Ltd.
Gbm Administradora De Activos, Sa De CV
SOSI
Norges Bank Investment Management
Operadora Actinver SA de CV
The Vanguard Group, Inc.

Ad Hoc Noteholder Group

Macquarie Group Limited
TCW Group
Moneda Asset Management
Amundi Asset Management
VR Capital Group

Advisors to the Ad Hoc Noteholder Group

Akin Gump Strauss Hauer & Feld LLP
BTG Pactual
Ducera Partners LLC

DIP Parties

AMI (Luxemborg) S.A.R.L.
Apollo Management Holdings, L.P.
Apollo Global Funding, LLC
UMB Bank, N.A.

DIP Parties Advisors

Barclays
Cleary Gottlieb Steen & Hamilton LLP
Creel García-Cuéllar Aiza y Enriquez
DNS Capital Partners, LLC
L.E.K. Consulting
Linklaters
Mark Dunkerley
PwC
Seabury

**Aircraft Transactions - Operating Leases
(Counterparty)**

Aergen Aircraft Sixteen Limited
Alc B879 39292, LLC
Alc B879 60285, LLC
Aldus Portfolio Leasing Limited
Aviator Ireland Amx Dac
Avolon Aerospace Aoe 116 Limited
Avolon Aerospace Aoe 117 Limited
Bank Of Utah, Not In Its Individual
Capacity, But Solely As Owner Trustee, For
The Benefit Of Willis Lease Finance
Corporation
Bc2 42019, LLC
Bc2 43862, LLC
Beautech Power Systems, LLC
Boc Aviation (Ireland) Limited
Celestial Aviation Trading 100 Limited
Celestial Aviation Trading 14 Limited
Celestial Aviation Trading 15 Limited
Celestial Aviation Trading 44 Limited
Celestial Aviation Trading 50 Limited
Celestial Aviation Trading 7 Limited
Celestial Aviation Trading 71 Limited
Commuter Aircraft Leasing 2017 V Limited
Commuter Aircraft Leasing 2017 Vi
Limited
Constitution Aircraft Leasing (Ireland) 9
Limited
Drake Jet Leasing 6 Designated Activity
Company
Engine Lease Finance Corporation
Fgl Aircraft Ireland Limited
Global Aviation Equipment Leasing 1
Ireland Limited

Jet-I 34293 Leasing Limited
 Jet-I 34295 Leasing Limited
 JLPS Leasing Caelum Limited
 JLPS Leasing Dorado Limited
 Macquarie Aerospace Finance 36707 Trust
 Msn 39439 Trust
 Nac Aviation 19 Limited
 Nac Aviation 25 Limited
 Nac Aviation 25 Limited
 Nac Aviation 29 Designated Activity
 Company
 Nac Aviation 32 Limited
 Nac Aviation 33 Limited
 Nas Investments 75, Inc.
 Nas Investments 76, Inc.
 North Shore Aviation Capital, LLC
 Paal Aries Assets Company Limited
 PK Airfinance S.A.R.L.
 Rapide Leasing Services Limited
 Ravelin Jet Leasing 1 Designated Activity
 Company
 Smbc Aero Engine Lease B.V.
 Tecolutla Aviation Leasing Limited
 Truenoord Nazas Ltd
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Aviation Capital Group
 Singapore Pte. Ltd
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Cra Aircraft Holdings Bermuda
 Limited
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Drake Jet Leasing 2 Designated
 Activity Company, As Owner Participant
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Gasl Bermuda A-1 Limited
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Jackson Square Aviation Ireland
 Limited As Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Jsa Aircraft 36699, LLC

Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Jsa Aircraft 36705, LLC As
 Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Jsa Aircraft 36706, LLC As
 Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Jsa Aircraft 36880, LLC As
 Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Jsa International U.S. Holdings,
 LLC As Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For Smbc Aviation Capital Limited
 As Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity But Solely As Owner
 Trustee For The Benefit Of Willis Lease
 Finance Corporation
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity, But Solely As
 Owner Trustee For Avolon Aerospace
 (Ireland) Aoe 118 Limited As Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity, But Solely As
 Owner Trustee For Cit Aerospace
 International As Beneficiary
 Wells Fargo Trust Company, N.A., Not In
 Its Individual Capacity, But Solely As
 Owner Trustee Under The Trust Agreement
 Msn 35121 For Air Lease Corporation As
 Beneficiary
 Wilmington Trust Company Sp Services
 (Dublin) Limited, Not In Its Individual
 Capacity, But Solely As Trustee For The
 Aircraft Msn 34954 (Ireland) Trust
 Wilmington Trust Company, Not In Its
 Individual Capacity, But Solely As Owner
 Trustee Of Aircraft 78b-35311 (Delaware)
 Trust

Wilmington Trust Company, Not In Its
Individual Capacity, But Solely As Owner
Trustee Of The Aircraft 73b-30671
(Delaware) Trust
Wilmington Trust Company, Not In Its
Individual Capacity, But Solely As Owner
Trustee Of The Aircraft 78b-35306
(Delaware) Trust
Wilmington Trust Company, Not In Its
Individual Capacity, But Solely As Owner
Trustee Of The Aircraft 78b-35307
(Delaware) Trust
Wilmington Trust Company, Not In Its
Individual Capacity, But Solely As Owner
Trustee Of The Aircraft 78b-35308
(Delaware) Trust
Wilmington Trust Company, Not In Its
Individual Capacity, But Solely As Owner
Trustee Of The Aircraft 78b-35312
(Delaware) Trust
Wilmington Trust Sp Services (Dublin)
Limited, Not In Its Individual Capacity, But
Solely As Trustee For Aircraft Msn 35120
Trust And Thunderbolt Iii Aircraft Lease
Limited As Beneficiary
Wilmington Trust Sp Services (Dublin)
Limited, Not In Its Individual Capacity, But
Solely As Trustee Of The Aircraft 78b-
65092 (Ireland) Trust
Wings 35115 LLC
Aercap
Aircastle Limited
Aviation Capital Group
Aviator Capital
Avolon
Bbam Aircraft Leasing & Management
Beautech Power Systems
Boc Aviation
Carlyle Aviation Partners
Chorus Aviation
Dubai Aerospace Enterprise
Falko
Falko Regional Aircraft Limited
Fuyo
GE Capital Aviation Services
Genesis Aviation

Goshawk Aviation Limited
Jackson Square Aviation
JP Lease
Macquarie
Nordic Aviation Capital
Ping An / Clover
Skyworks Leasing (Ireland) Limited
Smbc Aero Engine Lease
Smbc Aviation Capital
Truenoord Regional Aircraft Leasing
Willis Lease Finance Corporation
Wings Capital Partners

**Bankruptcy Judges for The Southern
District of New York**

Stuart Bernstein
Shelley Chapman
Robert Drain
James Garrity
Martin Glenn
Robert Grossman
Sean Lane
Cecelia Morris
Michael Wiles

Banks & Financial Service Providers

Actinver
Amex Receivables Backed Loan
Arrendadora Actinver Sa De CV
Banca Mifel, S.A.
Banco Actinver, S.A.
Banco Base
Banco de America Central
Banco de Costa Rica
Banco de La Nacion Argentina ANAC
Banco del Credito De Peru
Banco Financiero Internacional
Banco Mercantil
Banco Nacional De Mexico SA
Banco Nacional Del Ejercito, Fuerza Aerea
y Armada
Banco Occidental Del Descuento
Banco Popular
Banco Santander
Bank of America, Na
Bank of Tokyo Mitsubishi UFJ

Bank of Utah
CI Banco
Citibanamex
Citibank, N.A.
Colpatria
Credit Industriel Et Commercial, NY Branch
Deutsche Bank (London Branch)
Deutsche Bank Mexico, S.A
Deutsche Bank Mexico, S.A as Trustee Of
Trust F/1748 (Bond Holders)
Drake Jet Leasing 2 Designated Activity
Company
DVB Bank SE
East West Bank
Elavon
Elecon
Export Development Canada
Grupo Financiero HSBC
Grupo Financiero Mifel
HSBC
ICBC (NY Branch)
Industrial and Commercial Bank of China
Investec Bank Plc
Itau
J. Aron & Company
Merrill Lynch Commodities Inc
Morgan Stanley Capital Group Inc
Nafin, As Trustee of Aeromexico Servicios
Trust 80644
Paypal
PMorgan Chase Bank, N.A.
Produbanco
Royal Bank of Canada
Safr
Scotiabank
Shinsei Bank Jimu Shuchubu Bc
Under Trust Agreements Msn 43704, 43756,
43712, 43762 And 43763
VE Por Mas
Wells Fargo
Wells Fargo Bank Northwest, National
Association, As Trustee
World Pay

Fuel Suppliers

Air BP Brasil Ltda

Air BP PFB del Peru SAC
Air Total International SA
Aircraft Service International Inc
Allied Aviation LLC
Allied Services of Canada ULC
Associated Energy Group LLC
Atlantic Los Angeles
Autoservicio Villa Bonita SA de CV
Avfuel Corporation
BP International Limited
BP Oil Espana SA
BP Products North America Inc
BP West Coast Products LLC
C I Chevron Export SAS
Chevron Products Company
CLH Aviacion SA
Comercializadora De Combustibles Y
Derivados Fuentes SA de CV
Commerchamp SA
Cosmo Oil Marketing Co Ltd
Dallas Fort Worth Fuel Company LLC
Ecasa
Epic Aviation LLC
Epsilon Trading LLC
Euro Jet Intercontinental Limited
Exxon Mobil Aviation Division of Empec
BV
Fideicomiso Mercantil Tagsa
FSM Group LLC
Gas Flamazul SA de CV
Gasolineria Rodriguez Marron SA de CV
IAD Fuels LLC
IAH Fuel Company LLC
J&D Oilfield International Ltd
Lapsaco SA de CV
Lasfuel Corporation
Laxfuel Corporation
Los Angeles West Terminal Fuel Co
Montreal International Fuel Facilities
Corporation
Oceancard De Mexico SA de CV
Organizacion Terpel Republica Dominicana
Sas
Organizacion Terpel Sa
Orlando Fuel Facilities LLC
Parkland Refining BC Ltd

Pearson International Fuel Facilities Corporation
Petrolera Del Norte S De RL
Petroservicios De Costa Rica Srl
Portland Fueling Facilities Corporation
Prontogas SA de CV
Puma Energy Aviation SA
Puma Energy Guatemala Sociedad Anonima
Regio Gas SA de CV
Repsol Cial De Prod Petroleros Sa
S Oil Corporation
Servicio De Aviacion Allied Ecuatoriana
Servicios Estatales Aeroportuarios
Servicios WFSE Ecuador
SFO Fuel Company LLC
Shell Nederland Verkoopmaatschappij BV
Signature Flight Support Corporation
Solis Muñiz Margarita
Swissport
Trafigura Mexico SA de CV
Tucson Fuel Facilities LLC
Uno El Salvador Sa
Uno Honduras SA de CV
Unopetrol SA
Vancouver Airport Fuel Facilities Corporation
Vitol
YPF

Insurance & Benefits Providers

Aetna U S Healthcare
American Alternative Insurance Corporation
American Alternative Insurance Corporation
C/O Roanoke Insurance Group Inc.
Arthur J. Gallagher Risk Management Services, Inc.
Axa Seguros SA de CV
Chubb Seguros Mexico S.A De C.V.
Dentegra Seguros Dentales Sa
Discovery Benefits Inc.
Grupo Nacional Provincial S.A.B.
IPFS Corporation
Itau Seguros SA
Mapfre Peru Cia De Seguros Y Reaseguros
Massachusetts Mutual Life Insurance Company

MetLife
Organismo Internacional Regional De Sanidad Agropecuaria
PHL Variable Insurance Company
Phoenix Life Insurance Company
Seguros Del Estado Sa
Seguros Inbursa S.A. Grupo Financiero Inbursa
Sterling Re Intermediario De Reaseguro
SAPI De CV
Sul America Companhia De Seguros Saude
Tecnologia En Seguridad Privada SSIA Q
Roo SA de CV

Jolco

Caracara Ltd.
Commerzbank Aktiengesellschaft, Tokyo Branch
Credit Agricole And Investment Bank
Credit Industriel Et Commercial, New York Branch
Development Bank of Japan
FO Galaxy Leasing Ltd.
Fuyo General Lease Co., Ltd.
IBJ Leasing Co., Ltd.
JA Mitsui Leasing, Ltd.
Lobelia Leasing, Inc.
Natixis, New York Branch
NBB Loreto Lease Co., Ltd.
Nomura Babcock & Brown Co., Ltd.
NTT Finance Corporation
NTT Tc Leasing Co., Ltd.
Pinata Leasing Co., Ltd.
Showa Leasing Co., Ltd.
Sumitomo Mitsui Banking Corporation, New York Branch
Sumitomo Mitsui Finance and Leasing Company, Limited
TLC Daffodil Ltd.
Tokyo Century Corporation
Yamasa Aircraft Am1 Kumiai
Yamasa Amx Ippan Shadan Hojin
Yamasa Amx1 Lease Co., Ltd.
Yamasa Amx2 Lease Co., Ltd.
Yamasa Co., Ltd.

Top Unsecured Creditors

Aeropuerto De Cancun S.A. De C.V.
Aeropuerto De Guadalajara SA de CV
Aeropuerto De Monterrey SA de CV
Aeropuerto Internacional De La Ciudad De Mexico, S.A. De C.V.
Aeropuertos Y Servicios Auxiliares
Air Lease Corporation
Asociacion Sindical De Pilotos Aviadores De Mexico
Banco Bilbao Vizcaya Argentaria, S.A.
BBVA
Boeing
Celestial Aviation Trading
Citibank, NA
Credit Agricole And Investment Bank, Tokyo Branch
Entserv Enterprise Services Mexico S de RL CV
General Electric Company
Grupo Telvista SA de CV
HSBC Bank USA, N.A.
HSBC Mexico S.A.
IBM Capital Mexico 1 S de RL de CV
MTU Maintenance
Nordic Aviation Capital
Oracle De Mexico, S.A. De C.V.
Panasonic Avionics Corporation
Sabre Group Inc
SMBC Aviation Capital Limited
Tesoreria de la Federacion
The Bank of New York Mellon
The Boeing Company
US Department of Transportation FAA
Wilmington Trust Company
World Fuel Services

Official Creditors' Committee Members

Asociacion Sindical De Pilotos Aviadores De Mexico
Falko Regional Aircraft Limited
General Electric Company
Nordic Aviation Capital
Sabre GLBI, Inc.
The Bank of New York Mellon
World Fuel Services, Inc.

Official Creditors' Committee Members' Attorneys

Pillsbury Winthrop Shaw Pittman LLP
Riker Danzig Scherer Hyland & Perretti LLP
Sidley Austin LLP
Vedder Price
Wilder Law Group, PLLC
WilmerHale
Young Conaway Stargatt & Taylor, LLP

Official Creditors' Committee Attorneys

Morrison & Foester LLP

Ordinary Course Professionals

Abogados y Asesores Jurídicos Diez, S.C.
Accuracy Legal and Consulting, S.C.
Adorna 35, S.C.
Air France Sa Societe
Aziz & Kaye Abogados, S.C.
Bufete Gomez Alcala, S.C.
Carmona Muñoz Abogados, S.C.
Carpio, Ochoa Y Asociados, S.C.
Clifford Chance US, Llp.
Creel, García-Cuellar, Aiza y Enriquez, S.C.
Cyc Asesores Jurídicos, S.C.
De Hoyos Y Aviles, S.C.
Ef Education First, Ltd
Fernandez Oropeza Y Asociados, S.C.
Freidenberg, Freidenberg & Lifsic
Guerra Gonzalez Y Asociados, S.C.
Hogan Lovells
Junhe, LLP.
Juridicanh, S.C.
Kim Chang Lee
Law Office of John Mietus
Legal Traking, S.A. De C.V.
Lopez Melih Y Estrada, S.C.
Luis Alberto Valle Vidal
María Ines Ojeda Pesquera
Martínez Algaba De Haro y Curiel, S.C.
Mckitrick, S.A. de C.V.
Medina Y Rojas Abogados, S.C.
Morgan, Lewis & Bockius, LLP.
Morris James, LLP

Norton Rose Fulbright LLP.
Reyes Retana Tello Abogados, S.C.
Ritch, Mueller, Heather y Nicolau; S.C.
Santiago Mediano Abogados, S.L.
Sistematizacion de Proceso Juridicos, S.A.
De C.V.
Susman Godfrey, LLP
The Law Office Matthew Wilhoit, Ltd.
The Lee Group PLLC
Van Oosten Schulz De Korte
Vedder Price
Winston & Strawn, LLP
YYZ Law (William F. Clark)

Secured Creditor

Credit Agricole Corporate & Investment
Bank Tokyo Branch
Deutsche Bank Mexico SA F/1748
Deutsche Bank Trust Company Americas
Natixis New York Branch
Sumitomo Mitsui Banking Corporation

Significant Contract Counterparties

Accelya America, S.A. De C.V.
Accuweather Intl., LLC
Aeton, S.A. De C.V.
Airline Reporting Corporation
Airline Tariff Publishing Company
Ascent Technology, Inc.
Audiowebconferencing, S.A. De C.V.
Avianca Peru S.A.
Aviation Information Sharing and Analysis
Center, Inc.
Bicentel, S.A. De C.V.
BTGS Mexico, S.A. De C.V.
Caracara, Ltd
Casa Cuervo, S.A. De C.V.
CFE (Comision Federal De Electricidad)
Champ
Cisco Capital Mexico, S. De R.L. De C.V.
Cludo Inc.
Comision Federal De Electricidad
Concesionaria Comseg, S.A. De C.V.
Condor Innovation & Solutions Lagunas Y
Compañía, S.N.C.
Consortios Red Uno, S.A. De C.V.

CSI Leasing Mexico, S. De R.L. De C.V.
CX Software Solutions, S.A. De C.V.
D.H.L Servicios, S.A. De C.V.
Datavision Digital, S.A. De C.V.
Deremate.com de Mexico, S. De R.L. De
C.V.
Diebold Nixdorf de Mexico, S.A. De C.V.
Diligent Corporation
Division Fiduciaria
Doble O Consulting Group, S.C.
Esama Consulting, S.A. De C.V. E Insights
Mexico, S.A. de C.V.
Expel, Inc.
Fedex
Finkok, S.A. de C.V.
Flightstats, Inc.
Gonet Mexico, S.A. De C.V.
Gregorio Humberto Fernando Cortes Castro
Guiar Comercializadora De Productos Y
Servicios, S.A. De C.V.
Herbalife Internacional De Mexico, S.A. De
C.V.
Hewlett Packard
HLS Group, S.A. De C.V.
Honeywell Aerospace Inc.
IATA (Netherlands) B.V.
IATA Clearing House
Inflight Logistics, LLC
Infra, S.A. De C.V.
Ing. Lobsang Mata Guzman
Instituto Tecnologico Y De Estudios
Superiores De Monterrey
Integrante Del Grupo Financiero Banamex
It-Seekers, S.A. De C.V.
Jeppesen Sanderson, Inc.
Johnson & Johnson Medical Mexico, S.A.
De C.V.
KLM Royal Dutch Airlines
Kodak De Mexico, S.A. De C.V.
Koninklijke Luchtvaart Maatschappij NV
Kronos De Mexico, S.A. De C.V.
Latin American Solutions, LLC
Liebherr
Llantas y Artefactos de Hule, S.A. De C.V.
Lufthansa Technick AG
Mapfre Tepeyac, S.A.

Media Monks, S. De R.L. De C.V.
Meggitt Aircraft Braking Systema Corporation
Mercator Solutions FZE
Miami Technology Group, Inc.
Microformas, S.A. De C.V.
Microsoft
Mitsubishi Electric De Mexico, S.A. De C.V.
NCR de Mexico, S. De R.L. De C.V.
Neoris De Mexico, S.A. De C.V.
Netcontroll Group, S.A. De C.V.
Odom, S.A. De C.V.
Operbes, S.A. De C.V.
Otay- Tijuana Venture, LLC
Passur Aerospace, Inc
Proofpoint, Inc.
Pros, Inc.
Qualtrics, LLC
Rackspace
Radiocomunicaciones Sakda, S.A. De C.V.
Radiomovil Dipsa, S.A. De C.V.
Reed Business Information Inc.
RLC Daffodil, Ltd.
Roza 14w LLC
Sabre GLBL Inc.
Salesforce.Com, Inc.
Samsonite S.A. De C.V.
SAP Mexico, S.A. De C.V.
SAS Institute, S.A. De C.V.
Scitum, S.A. De C.V.
Servicios Administrativos e Informaticos JAD, S.A. De C.V.
Sid Solutions, S.A. De C.V.
Sindicato de Trabajadores de La Industria Aeronautica, Comunicaciones, Similares y Conexos de la Republica Mexicana
Sindicato Nacional de Trabajadores Al Servicio de Lineas Aereas, Transportes, Servicios, Similares y Conexos “Independencia”
Sita Information Networking Computing USA Inc.
SKY
SKY Chefs de Mexico, S.A. De C.V.

Sociedad Operadora del Aeropuerto Internacional Angel Albino Corzo, S.A. De C.V.
Softexpert Software Mexico, S.A. De C.V.
Sr Technics Switzerland Ltd.
Swiss Aviation Software Ltd.
Teledyne Controls
Telefonos de Mexico, S.A.B. De C.V. (Telmex)
Teleperformance
Terminal One Group Association, LP
The Coca-Cola Export Corporation, Mexico Branch
Unified Networks, S.A. De C.V.
Uninet, S.A. de C.V.
Universal Air Travel Plan, Inc.
Www.Viajez.Com, S.A. de C.V.
Xkmex, S.A. de C.V.

Significant Vendors

Airport Terminal Services Canadian Company
Alliance Ground International LLC
AM DL MRO JV SAPI De CV
Arinc Incorporated
Avanzia Instalaciones SA de CV
Avenger Flight Group LLC
Aviation Industry Consultants LLC
Avolon Aerospace Leasing Limited
B E Aerospace Inc
Comando Da Aeronautica
CT Corporation System
ECS Aero Cargo Internacional
Embraer Aircraft Customer Services, Inc.
Eurocontrol
European Pneumatic Component Overhaul and Repair Epcor BV
Farelogix Inc
Flightsafety Capital Corp
G4s Documenta Sociedad Anonima
Gate Gourmet & Maasa Mexico SAPI de CV
Gate Gourmet, Inc.
Ge Engine Leasing Holdings Inc
Ge Engine Services Distribution LLC
Ge Engine Services LLC

Global Aviation Equipment Leasing I
Ireland Limited
Gogo LLC
Google Operaciones de Mexico S De RL de
CV
Greater Toronto Airport Authority
Honeywell International Inc
Infoasist Informacion y Asistencia S De RL
de CV
International Sewing Company SA de CV
Jeppesen Systems Ab
Liebherr Aerospace Saline Inc
Mapfre Mexico Sa
Merkafon De Mexico SA de CV
Moody's Investors Service Inc
MTU Maintenance Berlin Brandenburg
Newrest Servair SL
NTT Data Services Mexico Operations S De
RL de CV
Professional Aircraft Accessories Inc
Propimex S De RL de CV
Rackspace Us Inc
Regent Aerospace Corp
Safran Landing Systems SAS
Sistemas Integrales Para El Transporte SA
de CV
Sky Chefs Inc.
Solutia Tlaxcala SA de CV
Spafax Airline Network S Pte Ltd
SR Technics Switzerland AG
Transavia France SAS
Trusted Aviation Services
TV Azteca SAB de CV
Uninet SA de CV

Structured Financing - BNDES

Banco Nacional De Desenvolvimento
Economico E Social - Bndes
Brasilmex Leasing, LLC
Wilmington Trust Company, Not In Its
Individual Capacity, But Solely As Security
Trustee

**Structured Financing - Exim Bank-
Guaranteed Financings**

Banco Nacional De Mexico, S.A., Integrante
Del Grupo Financiero Banamex
Citigroup Global Markets Inc.
Codan Trust Company Limited, Not In Its
Individual Capacity, But Solely As Trustee
Of The Mexican Aircraft Finance Iii
Purpose Trust
Codan Trust Company Limited, Not In Its
Individual Capacity, But Solely As Trustee
Of The Mexican Aircraft Finance Iv Purpose
Trust
Codan Trust Company Limited, Not In Its
Individual Capacity, But Solely As Trustee
Of The Mexican Aircraft Finance V Purpose
Trust
Deutsche Bank Mexico, S.A., Institucion De
Banca Multiple, Division Fiduciaria, As
Trustee Of Fideicomiso No. F/1604
Deutsche Bank Mexico, S.A., Institucion De
Banca Multiple, Division Fiduciaria, As
Trustee Of Fideicomiso No. F/1698
Deutsche Bank Mexico, S.A., Institucion De
Banca Multiple, Division Fiduciaria, As
Trustee Of Fideicomiso No. F/1865
Export-Import Bank of The United States
HSBC Securities (USA) Inc.
J.P. Morgan Securities LLC
Mexican Aircraft Finance Iii, LLC
Mexican Aircraft Finance Iv, LLC
Mexican Aircraft Finance V, LLC
Wells Fargo Bank, National Association, As
Indenture Trustee

Structured Financing - MUFG

Bank Of Utah, Not In Its Individual
Capacity, But As Owner Trustee Under That
Certain Trust Agreement (N784xa)
Bank Of Utah, Not In Its Individual
Capacity, But As Owner Trustee Under That
Certain Trust Agreement (N788xa)
Bank Of Utah, Not In Its Individual
Capacity, But As Owner Trustee Under That
Certain Trust Agreement (N997am)
MUFG Bank, Ltd. (As Successor To Dvb
Bank Se)

Structured Financing - PDP Financings

Acorn Investments Limited
Alter Domus (Ireland) Limited
Banco Nacional De Comercio Exterior,
S.N.C., Institucion De Banca De Desarrollo
Banco Santander (Mexico), S.A.
Banco Santander (Mexico), S.A., Institucion
De Banca Multiple, Grupo Financiero
Santander Mexico
Caballero Aguila Aircraft Holdings Limited
Carlyle Aviation Management Limited
CFM International Inc.
Clover Aircraft Leasing Company Limited
(Formerly Known as Ping An Aircraft
Leasing Company Limited)
Deutsche Bank Mexico S.A., Institucion de
Banca Multiple Division Fiduciaria
Fideicomiso No. F/1930 (A Trust
Established Under the Laws of Mexico)
JSA International U.S. Holdings, LLC
Maples Fiduciary Services (Ireland) Limited
Maplesfs Trustees Ireland Limited
Mayan Aircraft Holdings Limited
Mexican Dragon Aircraft Holdings Limited
Natixis S.A.
Paal Cetus Company Limited
Ping an International Financial Leasing Co.,
Ltd.
Runway PDP Borrower Irish Designated
Activity Company
Runway PDP Lender One LLC
Sabcapital, S.A. De C.V. Sofom, E.R.,
Sumidero Limited
Sumitomo Mitsui Banking Corporation
Brussels Branch
Sumitomo Mitsui Banking Corporation
Europe Limited
Wells Fargo Trust Company, National
Association

**Taxing Authorities, Government Agencies
and Airport Authorities**

Aberdeen Regional Airport
Administradora Coahuilense de
Infraestructura y Transporte Aereo, S.A. De
C.V.

Aeris Holding Costa Rica Sa
Aeroports De Montreal
Aeropuerto Internacional de Tocumen SA
Aeropuertos Dominicanos Siglo XXI SA
Aerostar Airport Holdings LLC
AFIP
AFP Confia
AFP Crecer
Agencia Nacional De Aviacao Civil
Agencia Tributaria
Airport Authority of the City of Omaha
Airport Authority of Washue County
Akron-Canton Regional Airport
Albany County Airport
Albert J Ellis Jacksonville Airport
Albuquerque International Airport
Alcaldia de Managua
Alcaldia Mayor de Bogota
Alexandria International Airport
Allegheny County Airport Authority
Anchorage International Airport Ted
Stevens
Asheville Regional Airport
Asociacion de Lineas Aereas
Aspen Pitkin County
Austin Straubel Int L Airport
Ayuntamiento De Madrid
Bac San Jose Tributacion Directa
Baltimore Washington International
Baton Rouge Airport
Belastingdienst
Billings Logan International Airport
Birmingham Int'l Airport
Bishop International Airport
Blue Grass Airport
Boise Air Terminal
Bradley Int'l Airport
Brownsville South Padre
Burbank Glendale Pasadena Airport
Burlington International Airport BTV
Bush Field Airport
Caja Costarricense de Seguridad Social
Caja De Seguro Social Depto De Finanzas
Camara De Comercio de la Republica de
Cuba
Capital Region Airport Authority

Capital Region Airport Commission
Central Wisconsin Airport
Charles M Schulz Sonoma County Airport
Attn Pfc Collection
Charleston International Airport
Charlotte Douglas International Airport
Charlottesville Albemarle Airport Authority
Chattanooga Metro Airport
Cherry Capital Airport
Cincinnati Northern Kentucky
City and County of Denver
City of Amarillo
City of Atlanta
City of Austin
City of Chicago Midway
City of Chicago O Hare
City of Corpus Christi International Airport
City of Des Moines
City of Fresno
City of Fresno Airports
City of Idaho Falls Idaho
City of Kansas City
City of Killeen
City of Long Beach
City of Los Angeles
City of Los Angeles, Department of Airports
City of Lubbock Texas
City of McAllen
City of Midland Midland International Air
& Space Sport
City of Minot
City of Mississauga
City of Philadelphia
City of Phoenix
City of Rapid City
City of Richmond
City of San Antonio
City of San Jose
City of San Jose Finance
City of Shreveport
City of Springfield Missouri
City of Yakima
Clark County Dept. of Aviation
Coastal Carolina Regional
Colorado Springs Airport

Columbus Regional Airport Authority
Account Receivable
Commissioner of Taxation and Finance
Commonwealth of Virginia State
Corporation Commission
Cook County Treasurer
Corporacion Centroamericana De
County of Humboldt
County of Los Angeles
County of Sacramento
County of Volusia
Cuerpo Especializado De Seguridad
Aeroportuaria
Dade County Aviation Dept
Dallas Love Field Airport
Dane County Airport
Dayton Beach International Airport
Departamento de Policia Federal
Department of Homeland Security
Department of Homeland Security Bureau
of Customs and Border Protection
Department of The Treasury
DFW International Airport
DGAC Direction Generale De L'aviation
CIV
Dian Impuestos
Direccion General de Aeronautica
Direccion General de Aviacion Civil de La
Republica de Ecuador
Direccion General de Impuestos Internos
Direccion General de Ingresos
Direccion General de Migracion
Direccion Nacional de Migraciones
Dothan Houston County Airport Authority
Duluth International Airport
Eagle County Airport
El Paso Int L Airport
Elko Regional Airport
Empresa Administradora De Aeropuertos
Internacionales
Empresa Publica Metropolitana De
Servicios Aeroportuarios
Erie Municipal Airport
Estado Ministerio De Hacienda
Eugene Airport
Fairbanks International Airport

Fayetteville Regional Airport
FDOS De Actvs Esps Del Min Just Y Seg
Pub Dgm Y E
FGTS Caixa Economica Federal
Fideicomiso Mercantil Fondo De Promocion
Turistica Del Ecuador
Fideicomiso Mercantil Quiport Onshore
Trust
Florida Department of Revenue
Fondo Promocion Turistica Colombia
Fort Lauderdale Int'l Airport
Fort Smith Regional Airport
Fort Wayne Allen City
Friedman Memorial Airport
Gainesville Regional Airport Admin
Gallatin Airport Authority
George Bush Intercontinental Airport
Gerald R Ford International Airport
Gob Edo Chih Secretaria De Hacienda
Gobierno De La Ciudad De Mexico
Gobierno del Estado De Baja California
Gobierno del Estado De Campeche
Gobierno del Estado de Chihuahua
Secretaria de Hacienda
Gobierno del Estado De Coahuila De
Zaragoza
Gobierno del Estado De Colima
Gobierno del Estado De Durango
Gobierno del Estado De Mexico
Gobierno del Estado De Michoacan De
Ocampo
Gobierno del Estado De Puebla
Gobierno del Estado De Sonora
Gobierno del Estado De Tabasco
Gobierno del Estado De Veracruz de Ignacio
de la Llave
Gobierno del Estado Libre y Soberano de
Quintana Roo
Golden Triangle Regional
Grand Junction Regional Airport Authority
Great Falls Int L Airport
Greater Orlando Aviation Authority
Gulfport Biloxi International Airport
Helena Regional Airport Authority
Hillsborough County Aviation Auth
Hilton Head Island Airport

HM Revenue and Customs UK Tax
Honolulu International Airport
Huntsville Madison County Airport
Authority
Incheon International Airport Corporation
Indianapolis Int L Airport
Instituto Costarricense De Turismo ICT
Instituto Del Fondo Nacional De La
Vivienda Para Los Trabajadores
Instituto Dominicano De Aviacion Civil
Instituto Ecuatoriano De Seguridad Social
Instituto Guatemalteco De Seguridad S
Instituto Mexicano Del Seguro Social
Instituto Nacional De Capacitacion y
Educacion Socialista
Instituto Nacional De Formacion Tecnico
Profesional
Instituto Nacional Tegnologico
Instituto Nicaraguense De Seguridad Social
Instituto Nicaraguense De Turismo
Instituto Salvadoreño De Seguro Social
Instituto Venezolano De Seguro Social
Jackson Hole Airport
Jackson Municipal Airport Authority
Jacksonville Airport Authority
John Wayne Airport
Joslin Field Magic Valley Rgnl
Juneau International Airport Attn Airport
Manager
Kahului Airport
Kalamazoo Battle Creek Intl Airport
Kalispell Glacier National Park Airport
Key West International Airport
Kona Intl Airport at Keahole
Koujimachi Tax Office
Lafayetteville Airport Commission
Lake Charles Regional Airport
Lambert St Louis Int L Airport
Laredo International Airport
LB Hillingdon Revenues & Benefits
Services
Lee County Port Authority
Lehigh Northampton Airport Authority
Lewiston Nez Perce Regional County
Regional Airport
Lihue Airport

Los Angeles County Tax Collector
Los Angeles World Airports
Louisville Regional Airport Authority
Manchester Boston Regional Airport
Massachusetts Port Authority
MBS Intl Airport Commission
McCarran International Airport
Medford Jackson County Airport
Melbourne Airport Authority Attn Pfc
Remittance
Memphis Intl Airport
Metropolitan Airport Authority of Peoria
Metropolitan Airport Authority of Rock
Island Country Illinois
Metropolitan Knoxville Airport Authority
Inc
Metropolitan Nashville Airport Auth
Metropolitan Washington Airport
Miami-Dade Aviation Department
Milwaukee County Airport Division
Minister of Revenue Of Quebec
Ministerie Van Binnenlandse Zaken En
Koninkrijksrelaties
Ministerio Comercio Industria Y Turismo
Ministerio Da Fazenda
Ministerio Da Prev E Assistencia Social
Ministerio de Economia Y Finanzas
Ministerio de Hacienda
Ministerio de Turismo
Minneapolis St Paul International
Missoula Int L
Mobile Airport Authority
Monterey Peninsula Airport District
Montgomery Airport Authority
Municipal Airport Authority
Municipalidad De Alajuela
Municipalidad San Pedro Sula
Municipio de Benito Juarez
Municipio de Cozumel
Municipio de Palmira
Municipio de Panama
Municipio de Zihuatanejo de Azueta
Guerrero
Myrtle Beach International Airport
N Y C Department of Finance General
Corporation Tax

Natrona County Int L Airport
Nevada Secretary of State
New Hanover Airport Authority
New Orleans Aviation Board
Niagara Frontier Transportation Auth
Norfolk Int L Airport
Northwest Arkansas Regional Airport
Oklahoma City Department Of Airports
Will Rogers World Airport
Ontario International Airport Authority
OPCALIA
OSDE
Oskaloosa Airport
Outagamie County
Palm Beach County Department of Airports
Palm Springs Regional Airport
Panghorn Memorial Airport
Pellston Regional Airport of Emmet County
Peninsula Airport Commission
Pensacola Regional Airport
Piedmont Triad Airport Authority
Port Department of The City of Oakland
Port of Pasco
Port of Portland
Port of Seattle
Portland International Airport City of
Portland
Prefeitura Do Municipio De Sao Paulo
Prefeitura Municipal De Guarulhos
RDU Airport Authority Pfc Remittance
Account
Receiver General for Canada
Redding Municipal Airport
Redmond Municipal Airport City of
Redmond
Rhode Island Airport Corp
Richland Lexington Airport District
Roanoke Insurance Group
Roanoke Regional Airport Commission
Rochester Airport Company
Rochester International Airport Monroe
County
Rock Springs Sweetwater
Routt County Of
Sacramento Metro Airport
Salt Lake City Corporation

San Antonio International Airport
San Diego County Regional Airport Auth
San Francisco International Airport
San Luis Obispo Co Airport
San Mateo County
Santa Barbara International Airport
Sarasota Manatee Airport Authority
Savannah Airport Commission/Hilton Head
Intl
SBC Tax Collector
Secretaria Da Fazenda
Secretaria De Administracion Y Finanzas
Secretaria De Administracion Y Finanzas
Gobierno Del Estado De Sinaloa
Secretaria De Finanzas Del Estado De
Aguascalientes
Secretaria De Finanzas Del Gobierno Del
Estado Baja California Sur
Secretaria De Finanzas Y Administracion
Del Estado De Guanajuato
Secretaria De Finanzas y Administracion del
Gobierno del Estado de Guerrero
Secretaria De Finanzas y Tesoreria General
del Estado Nuevo Leon
Secretaria De Hacienda Del Estado
Secretaria De Planeacion Del Gobierno De
Baja California
Secretaria De Planeacion Y Finanzas Del
Estado De Jalisco
Servicio De Administracion De Rentas
Servicio Nacional De Aduana Del Ecuador
SENAE
Servicio Nacional De Migracion
Servicio Rentas Internas
South Joseph County Airport Authority
Southwest Georgia Regional Airport
Sphere One Aviation Cedar City Regional
Airport
Spokane Int L Airport
St George Municipal Airport
Super Intendencia Nacional De Aduana Y
De Administracion Tributaria
Superintendencia De Admon Tributaria
Superintendencia De Companias Valores Y
Seguros
Superintendencia De Puertos Y Transporte

Susquehanna Area Regional Airport
Authority
Syracuse Regional Airport Authority
Tallahassee Regional Airport
Tarrant County Tax Office
Tesoreria De La Seguridad Social
Tesoreria De S Social
The Airport Concessionaires of Grupo
Aeroportuario Centro Norte
The Airport Concessionaires of Grupo
Aeroportuario Del Pacifico
The Airport Concessionaires of Grupo
Aeroportuario Del Sureste
The City of Wichita Kansas
The Eastern Iowa Airport
The Port Authority of Ny And Nj
Tompkins County Airport
Transportation Security Administration
Treasurer City of Cleveland
Tresor Public
Tri Cities Airport Authority
Tucson Int L
Tulsa International
Urssaf
USDA Ofm National Finance Center
Valley International Airport
Vancouver International Airport Authority
Virginia Department of Motor Vehicles
Washington Dulles Metropolitan
Washington
Washington State Department Of Labor &
Industries
Wayne County Airport Authority
Westchester County Airport
Wilkes Barre Scranton International Airport
William P Hobby Airport
Yeager Central W VA Regional Airport
Yuma County Airport Authority Inc
Tesoreria de la Federacion

U.S Trustee

William K. Harrington

**U.S. Trustee for the Southern District of
New York**

Victor Abriano

Susan Arbeit
Maria Catapano
Danny Choy
Benjamin Higgins
Nadkarni Joseph
Brian Masumoto
Ercilia Mendoza
Mary Moroney
Richard Morrissey
Serene Nakano
Alaba Ogunleye
Linda Riffkin
Andy Rivera
Ilusion Rodriguez
Andrea Schwartz
Paul Schwartzberg
Shannon Scott
Sylvester Sharp
Madeleine Vescovacci
Greg Zipes

Unions

Asociacion Sindical de Sobrecargos de
Aviacion de Mexico
Mexico Airline Pilots' Union Association
Mexico Flight Attendants' Union
Association
National Service Workers' Union for
Airlines, Transportation, and Similar and
Related Services
Workers' Union for the Aeronautics
Industry, Communications and Similar and
Related Industries In Mexican Republic

Utilities

Aena SA
Aeronautical Telecommunications Ltd
Agencia Nacional de Telecomunicacoes
Anatel
AGP Corporation
AICS
Airespring Inc
America Movil SAC
Amx Argentina SA
Aqualine SA
Arakellan Enterprises Inc

AT&T
AT&T Comercializacion Movil S de RL de
CV
AT&T Comunicaciones Digitales S de RL
de CV
Audiowebconferencing SA de CV
Avantel SAS
Bell Canada
Bicentel S.A. de CV
Bouygues Telecom SA
BT Latam Mexico SA de CV
Bufete De Ingenieria En
Telecomunicaciones Y Sistemas SA de CV
Cable & Wireless Panama SA
Catalan Rivera Jaime
Centro De Telecomunicaciones Y
Publicidad De Mexico SA de CV
Centurylink
Centurylink Peru SA
Cespa Gestion De Residuos SA
China Telecom
City Of Los Angeles Department Of Water
And Power
Claro Chile SA
Claro CR Telecomunicaciones SA
Claro Guatemala SA
Claro Panama SA
Claro SA
Codensa
Columbus Networks Dominicana SA
Comercial Quince Sa
Comercio Electronico En Internet SA Cenet
SA
Compania Dominicana De Telefonos SA
Compania Nacional De Fuerza Y Luz SA
Compania Telecomunicaciones El Salvador
Comunicacion Celular Sa Comcel SA
Concourse Telecomunicacoes Brasil Ltda
Consorcio Ecuatoriano De
Telecomunicaciones SA
Convergeone Unified Technology Solutions
Corporacion Nacional De
Telecomunicaciones CNT
Cox Communications Inc
Draconis SA
Eco Eficientes En Gas LP SA de CV

EDF GDF
Elitetelecom PLC
Empresa De Acueducto Y Alcantarillado De Bogota
Empresa De Telecomunicaciones De Cuba SA
Empresa Distribuidora Sur SA
Empresa Electrica De Guatemala
Empresa Nicaraguense De Telecomunicaciones SA ENITEL
France Telecom
Gas Natural Servicios SDG SA
Gestion Integral De Residuos SL SA de CV
Hondutel
Hub One SA
Instituto Costarricense De Electricidad
Intelligent Communication Services
Intrado Mexico S de RL De CV
Ipass Inc
KDDI Corporation
Konecra De Mexico S de RL De CV
La Poste Sa
LG U Plus
Luz Del Sur
MCI Worldcom
Mexico Red De Telecomunicaciones S de RL De CV
Naa Kukojojo
Navega SA de CV
Nec Corporation of America
Optical Technologies Sac
Orange SA
Otecel SA
Recoleccion De Contaminantes y Residuos del Pais 2000 SA de CV
Recolectora De Desechos y Residuos King Kong SA de CV
Rio Residuos SA de CV
Saneamiento Sana SC De RL
Schiphol Connect BV
Schiphol Telematics BV
Sermant Gaso SA de CV
Servicio Nacional De Sanidad Inocuidad y Calidad Agroalimentaria
Servicios De Comunicaciones De Honduras SA

Servicios Integrales De Recoleccion De Residuos SA de CV
Sistemas En Manejo Y Administracion De Residuos SA de CV
Smartnett Carrier SA de CV
Societe Francaise Du Radiotelephone SA
Softbank Telecom
Sprint Communications Inc
Sprint Solutions Inc
T Mobile Netherlands BV
T Mobile Pcs Holdings LLC
Telecom Argentina Sa
Telecomunicaciones De Guatemala SA
Telecomunicaciones VG y Asociados SA de CV
Telecomunicacoes de Sao Paulo SA
Telefonia Celular De Nicaragua SA
Telefonica Chile SA
Telefonica De Espana SA
Telefonica Del Peru SA
Telefonos De Mexico SAB De CV
Telefonos Del Noroeste SA de CV
Telmex Argentina SA
Telmex Colombia SA
Telus
Total Play Telecomunicaciones SA de CV
Unigas SA de CV
Vodafone Espana Sau
Vodafone Group Services Limited

Schedule 2

In re Grupo Aeroméxico, S.A.B. de C.V., et al.

**DISCLOSURE OF SANTAMARINA Y STETA, S.C.
OF CURRENT AND PAST REPRESENTATIONS OF PARTIES LISTED ON SCHEDULE 1**

I. PAST REPRESENTATIONS¹

Client	Classification	Comments
GE Capital Aviation Services	Aircraft Transactions - Operating Leases (Counterparty)	The Firm previously provided this entity legal services in connection with certain aircraft financing transactions.
Banco Nacional de México, S.A.	Banks & Financial Service Providers	The Firm has previously represented this entity in various transactions unrelated to these cases.
Banca Mifel, S.A.	Banks & Financial Service Providers	The Firm has previously provided this entity legal services related to intellectual property. For the last years, we have not assisted them in any matter.
Export Development Canada	Banks & Financial Service Providers	The Firm has previously represented this entity in connection with certain loan and securities matters in Mexico.
Scotiabank	Banks & Financial Service Providers	The Firm has previously represented Scotiabank Mexico in connection with certain energy related matters in Mexico.
Wells Fargo	Banks & Financial Service Providers	The Firm has previously represented Wells Fargo in connection with certain asset based lending transactions in Mexico.
Aeropuerto Internacional de la Ciudad de Mexico, S.A. de C.V.	Top Unsecured Creditors	The Firm has previously represented this entity in previous federal administrations mainly on corporate and financial transactions.
General Electric Company	Top Unsecured Creditors / Official Creditors' Committee Members	The Firm has previously represented this entity in connection with certain intellectual property matters.
Cisco Capital Mexico, S. De R.L. De C.V.	Significant Contract Counterparties	The Firm has previously represented this entity in connection with certain intellectual property matters.
Diebold Nixdorf de Mexico, S.A. De C.V.	Significant Contract Counterparties	The Firm has previously represented this entity in connection with certain intellectual property matters.
Herbalife Internacional De Mexico, S.A. De C.V.	Significant Contract Counterparties	The Firm has previously represented this entity in connection with certain tax matters.

¹ The Firm has previously worked with the majority of the lawyers, firms and restructuring professionals listed in the following classifications: Restructuring Professionals, DIP Parties Advisors, Ordinary Course Professionals, Official Creditors' Committee Members' Attorneys, Official Creditors' Committee Attorneys and U.S. Trustees for the Southern District of New York. Moreover, the Firm is not contemplating financial institutions listed in this **Schedule 2** acting as trustee for other persons, as in such cases the Firm is not representing the interests of said financial entities but rather of the respective trust

Hewlett Packard	Significant Contract Counterparties	The Firm has previously represented this entity in connection with certain intellectual property matters.
Gobierno del Estado Libre y Soberano de Quintana Roo	Taxing Authorities, Government Agencies and Airport Authorities	The Firm has previously represented this entity in connection with certain infrastructure and TMT matters.
Gobierno De La Ciudad De Mexico	Taxing Authorities, Government Agencies and Airport Authorities	The Firm has previously represented this entity in connection with certain regulatory matters.
Instituto Del Fondo Nacional De La Vivienda Para Los Trabajadores	Taxing Authorities, Government Agencies and Airport Authorities	The Firm has previously represented this entity in connection with certain regulatory matters.
Shannon Scott	U.S. Trustee for the Southern District of New York	The Firm has previously represented this entity in connection with certain intellectual property matters.

II. CURRENT REPRESENTATIONS

NAME SEARCHED / NAME PROVIDED BY DEBTORS	CATEGORY OF PARTY IN INTEREST	STATUS OF ENGAGEMENTS WITHIN PAST THREE YEARS
Juan Francisco Beckmann Vidal	Former D&Os (Going Back 6 Years)	The Firm provides this individual with legal advice and assistance related to various matters.
Arturo Pérez Arredondo	Former D&Os (Going Back 6 Years)	One of the Firm's partners is currently a member of the board of directors of Rassini, on which Mr. Pérez Arredondo also sits.
Morgan Stanley Capital Group Inc	Banks & Financial Service Providers	The Firm currently provides legal services to this entity relating to certain employment matters.
Paypal	Banks & Financial Service Providers	The Firm currently provides legal services to this entity's affiliate in Mexico.
C I Chevron Export SAS	Fuel Suppliers	The Firm currently provides this entity legal services relating to certain tax, corporate, energy, regulatory and labor matters, as well as services related to commercial and/or administrative claims.
Chevron Products Company		
Cosmo Oil Marketing Co Ltd	Fuel Suppliers	The Firm currently provides this entity legal services relating to certain intellectual property matters.
Shell Nederland Verkoopmaatschappij BV	Fuel Suppliers	The Firm currently provides this entity legal services relating to certain tax matters.
Trafigura Mexico SA de CV	Fuel Suppliers	The Firm currently provides this entity legal services relating to certain labor and health regulatory matters.
Axa Seguros SA de CV	Insurance & Benefits Providers	The Firm currently provides XL Seguros México, S.A. de C.V., an affiliate of this entity, with legal services relating to certain corporate and regulatory matters.
Chubb Seguros Mexico S.A De C.V.	Insurance & Benefits Providers	The Firm currently provides this entity legal services relating to certain privacy and labor matters.
Sumitomo Mitsui Banking Corporation, New York Branch	Jolco	The Firm has provided and currently provides this entity legal services relating to certain project finance transactions in Mexico.

BBVA	Top Unsecured Creditors	One of the Firm's partners is currently a member of the board of directors of an affiliate of BBVA.
D.H.L. Servicios, S.A. De C.V	Significant Contract Counterparties	The Firm currently provides this entity legal services relating to certain labor matters.
Honeywell Aerospace Inc.	Significant Contract Counterparties	The Firm currently provides this entity legal services relating to certain TMT matters.
Kronos de Mexico, S.A. de C.V.	Significant Contract Counterparties	The Firm currently provides this entity legal services relating to certain general corporate matters.
Mapfre Tepeyac, S.A. / Mapfre Mexico S.A.	Significant Contract Counterparties / Significant Vendors	One of the Firm's partners is currently a member of this entity's board of directors.
Samsonite S.A. de C.V.	Significant Contract Counterparties	The Firm currently provides this entity's Mexican subsidiaries legal services relating to certain corporate matters.
Teleperformance	Significant Contract Counterparties	The Firm currently provides this entity legal services relating to certain contractual and corporate immigration matters, including certain services agreements executed with Aerovias de Mexico and Club Premier.
Gate Gourmet & Maasa Mexico SAPI de CV	Significant Vendors	The Firm provides this entity legal services relating to certain corporate and contractual matters and in general matters related to labor, tax and litigation issues.
Gate Gourmet, Inc.		
Honeywell International Inc	Significant Vendors	The Firm currently provides this entity's Mexican subsidiaries legal services relating to certain TMT matters.
Safran Landing Systems SAS	Significant Vendors	The Firm provides this entity with legal services relating to certain tax matters.
Merkafon de Mexico SA de CV	Significant Vendors	The Firm currently provides this entity legal services relating to certain corporate, transactional, insurance and litigation matters.
Banco Nacional de Comercio Exterior, S.N.C., Institucion de Banca de Desarrollo	Structured Financing - PDP Financings	The Firm has provided and currently provides this entity legal services relating to certain projects and asset-backed financing transactions entered into with Mexican borrowers.