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

In re:

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

Debtors.¹

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**SECOND SUPPLEMENTAL DECLARATION OF BRETT MILLER
IN SUPPORT OF THE APPLICATION FOR ENTRY OF AN 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**

I, Brett Miller, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”), with offices at 787 Seventh Avenue, New York, New York 10019, among other

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; 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.

locations, and I am duly authorized to make this declaration (the “Declaration”) on behalf of Willkie. I am an attorney duly admitted and in good standing to practice before the Bar of the State of New York, the United States Court of Appeals for the Second Circuit, and the United States District Courts for the Southern and Eastern Districts of New York. There are no disciplinary proceedings pending against me.

2. I submit this second supplemental declaration (the “Second Supplemental Declaration”) to supplement my prior declarations dated June 4, 2021 (the “Initial Declaration”) [Docket No. 1280] and June 24, 2021 [Docket No. 1355],² submitted in connection with the application 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 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 Willkie as counsel to the Committee *nunc pro tunc* to May 1, 2021 [Docket No. 1280] (the “Application”). An order approving the Application was entered on June 29, 2021 [Docket No. 1367] (the “Retention Order”).

3. As set forth in paragraph 4 of the Retention Order, Willkie is required to disclose any periodic adjustments to its rates by filing a supplemental declaration. Willkie’s hourly rates are adjusted on October 1st of each year. Accordingly, the purpose of this Second Supplemental Declaration is to disclose that, as of October 1, 2021: (a) the Willkie partners that may provide services to the Debtors in these cases will have standard hourly rates ranging from \$1,325 - \$1,900; (b) the Willkie associates (including discovery and document review attorneys) and counsel that may provide services to the Debtors in these cases will have standard hourly rates

² Capitalized terms used but not defined herein shall have the meanings given to them in the Initial Declaration.

ranging from \$490 - \$1,275; and (c) the paraprofessionals that may work on these cases will have standard hourly rates ranging from \$295 - \$490. As set forth in the Initial Declaration, when certain Morrison & Foerster attorneys joined Willkie, these attorneys agreed to bill their time at the same hourly rates they did before joining Willkie. As when at Morrison & Foerster, these rates are also subject to increase, however, the increase in their rates is consistent with other Willkie attorneys billing at comparable rates. Effective October 1, 2021, Mr. Miller's rate will increase from \$1,550 to \$1,650; Mr. Goren's rate from \$1,350 to \$1,430 and Mr. Damast's rate from \$1,070 to \$1,135.

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

Dated: September 15, 2021

/s/ Brett H. Miller
Brett H. Miller