

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' THIRTY-SECOND OMNIBUS CLAIMS OBJECTION TO PROOFS OF CLAIM SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBIT(S) AND SCHEDULE(S) ATTACHED THERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT GRUPO AEROMÉXICO'S COUNSEL, DAVIS POLK & WARDWELL LLP, AT aeromexicoclaims@dpw.com, RICHARD J. STEINBERG (richard.steinberg@davispolk.com or +1-646-460-1954), OR MARIYA DEKHTYAR (mariya.dekhtyar@davispolk.com or +1-646-334-4364).

**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)

**NOTICE OF HEARING ON DEBTORS' THIRTY-SECOND OMNIBUS CLAIMS
OBJECTION TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

PLEASE TAKE NOTICE that, on February 7, 2022, Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed their *Thirty-Second Omnibus Claims Objection to Proofs of Claim (Satisfied Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

The Objection is annexed hereto as **Exhibit A**. The Objection requests that the Bankruptcy Court disallow and expunge one or more of your Claims² listed on Schedule 1 to Exhibit 1 of the

¹ The Debtors in these cases, along with the last four digits of 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 Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

Objection on the grounds that such Claims (a) have been paid or otherwise satisfied by the Debtors after the Petition Date in accordance with the Bankruptcy Code, applicable rules, or an order issued by the Bankruptcy Court or (b) have been satisfied in full by a party that is not a Debtor (collectively, “**Satisfied Claims**”). Any Claim that the Bankruptcy Court expunges and disallows will be treated as if it had not been filed and you will not be entitled to any distribution on account thereof.

PLEASE TAKE FURTHER NOTICE that the *Court-Ordered Omnibus Claims Hearing Procedures* [ECF No. 904] (the “**Omnibus Claims Hearing Procedures**”), annexed hereto as **Exhibit B**, apply and govern the Objection to your Proof(s) of Claim. The Omnibus Claims Hearing Procedures provide for certain mandatory actions by a claimant within certain time periods. Therefore, please review the Omnibus Claims Hearing Procedures carefully. Failure to comply with the Omnibus Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to a claimant.

If you do NOT oppose the expungement and disallowance of your Claim(s) listed on Schedule 1 to Exhibit 1 of the Objection, then you do NOT need to file a written response to the Objection and you do NOT need to appear at the Hearing (as defined below).

If you DO oppose the expungement and disallowance of your Claim(s) listed on Schedule 1 to Exhibit 1 of the Objection, then you MUST file with the Bankruptcy Court and serve on the parties listed below a written response to the Objection (a “**Response**”) so that it is received on or before **March 10, 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “**Response Deadline**”).

Your Response, if any, must contain at a minimum the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and title of the Objection to which the response is directed; (ii) the name of the claimant and description of the basis

for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which you will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which you will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to your Response, if different from that presented in the Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on your behalf.

The Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely filed, served, and received only if prior to the Response Deadline, the Response is (a) filed electronically with the Bankruptcy Court on the docket of *In re Grupo Aeroméxico, S.A.B. de C.V., et al.*, Case No. 20-11563 (SCC), in accordance with the Bankruptcy Court's General Order M-399 (available on the Bankruptcy Court's website at <http://www.nysb.uscourts.gov>), by registered users of the Bankruptcy Court's electronic case filing ("ECF") system, (b) sent to the chambers of the Honorable Judge Shelley C. Chapman, United States Bankruptcy Court, One Bowling Green, New York, New York 10004; and (c) served (via email or otherwise) so as to be actually received on or before the Response Deadline upon (i) Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Timothy Graulich (timothy.graulich@davispolk.com), Stephen D. Piraino (stephen.piraino@davispolk.com), and Richard J. Steinberg (richard.steinberg@davispolk.com)), counsel to the Debtors, and (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Brett H. Miller (bmiller@willkie.com), Todd M. Goren (tgoren@willkie.com), Craig Damast

(cdamast@willkie.com), and Debra M. Sinclair (dsinclair@willkie.com)), counsel to the Official Committee of Unsecured Creditors appointed in these cases.

Except as otherwise permitted under the Omnibus Claims Hearing Procedures, a hearing (the “Hearing”) will be held on **March 11, 2022 at 10:00 a.m. (prevailing Eastern Time)**, to consider the Objection. The Hearing will be held in the United States Bankruptcy Court for the Southern District of New York. If you file a written Response to the Objection, you should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to your Claim(s). If the Debtors do continue the Hearing with respect to your Claim(s), then the Hearing will be held at a later date. If the Debtors do not continue the Hearing with respect to your Claim(s), then the Hearing on the Objection will be conducted on the above date.

The Debtors have the right to object to your Claim(s) listed on Schedule 1 to Exhibit 1 of the Objection (or to any other Claims you may have filed) at a later date on grounds not asserted in the Objection unless the Bankruptcy Court disallows and expunges your Claim(s). You will receive a separate notice of any such objection.

Responding parties shall attend the Hearing telephonically so long as General Order M-543 is in effect or unless otherwise ordered by the Bankruptcy Court. You may participate in the Hearing telephonically by making arrangements through CourtSolutions, LLC (www.court-solutions.com). Instructions to register for CourtSolutions, LLC are attached to General Order M-543.³

³ A copy of General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/news/court-operations-under-exigent-circumstances-created-covid-19>.

If you wish to view the complete Objection, you can do so for free at
<https://dm.epiq11.com/aeromexico>. **CLAIMANTS SHOULD NOT CONTACT THE CLERK
OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.**

Dated: February 7, 2022
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Timothy Graulich
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
James I. McClammy
Stephen D. Piraino

*Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Objection

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
James I. McClammy
Stephen D. Piraino

*Counsel to the Debtors
and Debtors in Possession*

**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)

**DEBTORS' THIRTY-SECOND OMNIBUS CLAIMS OBJECTION TO PROOFS OF
CLAIM (SATISFIED CLAIMS)**

* * *

TO THE CLAIMANTS LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER (ATTACHED HERETO AS EXHIBIT 1): YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION(S) THAT MAY BE FILED BY THE DEBTORS. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS' RIGHTS TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS LISTED ON SCHEDULE 1 TO THE PROPOSED ORDER. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO THE PROPOSED ORDER.

* * *

Grupo Aeroméxico S.A.B. de C.V. (“**Grupo Aeroméxico**”) and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”) hereby file this *Thirty-Second Omnibus Claims Objection to Proofs of Claim (Satisfied Claims)* (the “**Objection**”),

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.

pursuant to the *Order Approving (I) Omnibus Claims Objection Procedures, (II) Omnibus Claims Settlement Procedures and (III) Omnibus Claims Hearing Procedures* [ECF No. 904] (the “**Claims Objections Procedures Order**”). This Objection is supported by the *Declaration of Ricardo Javier Sánchez Baker in Support of the Thirty-Second Claims Objection to Proofs of Claim (Satisfied Claims)* (the “**Sánchez Declaration**”), attached hereto as **Exhibit 2** and incorporated herein by reference. In further support of the Objection, the Debtors respectfully state as follows:

Relief Requested

1. By this Objection, and pursuant to sections 105 and 502 of title 11 of the United States Code (the “**Bankruptcy Code**”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Claims Objections Procedures Order, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit 1** (the “**Proposed Order**” and, if entered, the “**Order**”), disallowing and expunging each of the claims identified on Schedule 1 to the Proposed Order (the “**Satisfied Claims**”), as set forth therein.²

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and, pursuant to Bankruptcy Rule 7008, the Debtors consent to entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter a final order or judgment consistent with Article III of the United States Constitution.

² Schedule 1 to the Proposed Order is incorporated herein by reference.

3. The legal predicates for the relief requested herein are sections 105 and 502 of the Bankruptcy Code, and Bankruptcy Rule 3007.

4. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

A. General Background

5. On June 30, 2020 (the “**Petition Date**”), the Debtors each commenced in this Court a voluntary case (the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States Code. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

6. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

7. On July 13, 2020, the United States Trustee formed an Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) in the Chapter 11 Cases. No trustee or examiner has been appointed in the Chapter 11 Cases.

8. The Court entered a (i) *Final Order Authorizing (I) Debtors to Honor Prepetition Obligations to Customers and Related Third Parties and to Otherwise Continue Customer Programs, (II) Relief from Stay to Permit Setoff in Connection with the Customer Programs and (III) Financial Institutions to Honor and Process Related Checks and Transfers* [ECF No. 205] (the “**Customer Programs Order**”); (ii) *Final Order Authorizing (I) Debtors to Pay Certain Prepetition Taxes, Governmental Assessments and Fees and (II) Financial Institutions to Honor and Process Related Checks and Transfers* on July 29, 2020 [ECF No. 206] (the “**Taxes Order**”); (iii) *Final Order Authorizing (I) Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits and Other Compensation and (B) Maintain Employee Benefits Programs and Pay Related Administrative*

Obligations, (II) Employees and Retirees to Proceed With Outstanding Workers' Compensation Claims And (III) Financial Institutions to Honor and Process Related Checks and Transfers on July 30, 2020 [ECF No. 216] (the “**Wages Order**”); and (iv) *Final Order Authorizing (I) Payment of Certain Prepetition Claims of Critical Vendors and Foreign Vendors and (II) Financial Institutions to Honor and Process Related Checks and Transfers* on August 20, 2020 [ECF No. 309] (the “**Critical Vendors Order**” and together with the Customer Programs Order, Taxes Order, and Wages Order, the “**First Day Orders**”).

9. Detailed information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases, is set forth in the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [ECF No. 20], filed with the Court on the Petition Date and in the Debtors' *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of Grupo Aeroméxico, S.A.B. de C.V. And its Affiliated Debtors* [ECF No. 2294] approved by the Court on December 10, 2021 [ECF No. 2292].

10. On February 4, 2022, the Court entered an *Order (I) Confirming Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (II) Granting Related Relief* [ECF No. 2668].

B. Claims Resolution Process in the Chapter 11 Cases

11. On July 2, 2020, the Court entered an *Order Authorizing Debtors to Retain and Employ Epiq Corporate Restructuring, LLC as Claims and Noticing Agent Nunc Pro Tunc to the Petition Date* [ECF No. 47], thereby appointing Epiq Corporate Restructuring, LLC (“**Epiq**”) as the Debtors' claims and noticing agent in these Chapter 11 Cases.

12. On August 25, 2020, the Debtors filed their respective schedules of assets and liabilities [ECF Nos. 326, 328, 330, 332] and statements of financial affairs [ECF Nos. 327, 329, 331, 333] (collectively, the “**Chapter 11 Schedules**” and “**Statements**,” respectively). On August 28, 2020, the Debtors filed an amendment to the Statement filed by Debtor Aerovías de México, S.A. de C.V. [ECF No. 342]. The Debtors filed amendments to certain of the Debtors’ Chapter 11 Schedules on December 17, 2020 [ECF Nos. 737–40] as well as on January 15, 2021 [ECF Nos. 808–10].

13. On November 18, 2020, the Court entered an *Order (I) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and (II) Approving the Form and Manner of Notice Thereof* [ECF No. 648] (the “**Bar Date Order**”) establishing January 15, 2021 at 5:00 p.m. (prevailing Pacific Time) as the General Bar Date (as defined in the Bar Date Order) (the “**Bar Date**”).

14. On December 11, 2020, Epiq duly served the *Notice of Deadline Requiring Filing of Proofs of Claim on or Before January 15, 2021* [ECF No. 778] (the “**Bar Date Notice**”). Between December 14, 2020 and December 16, 2020, the Debtors caused the Bar Date Notice to be published in the *New York Times International Edition*, the *New York Times*, and the *Wall Street Journal*. See Noblesala Aff., ECF No. 759; Noblesala Aff., ECF No. 760; Bell Aff., ECF No. 761.

15. In the ordinary course of business, the Debtors maintain books and records (the “**Books and Records**”) that reflect, among other things, the Debtors’ liabilities and the amounts thereof owed to their creditors.

16. The Debtors’ claims register (the “**Claims Register**”), prepared and maintained by Epiq, reflects that approximately 6,053 proofs of claim (collectively, the “**Proofs of Claim**”) have been filed in the Chapter 11 Cases asserting claims against the Debtors (each a “**Claim**,” and

collectively, the “**Claims**”). The Debtors and their advisors are continuing to comprehensively review and reconcile all Claims, including both the Claims listed on the Debtors’ Chapter 11 Schedules and the Claims asserted in the Proofs of Claim (including any supporting documentation) filed in the Chapter 11 Cases. The Debtors and their advisors are also comparing the Claims asserted in the Proofs of Claims with the Debtors’ Books and Records to determine the validity of the asserted Claims.

17. This reconciliation process includes identifying particular categories of Claims that the Debtors believe should be modified, reduced, reclassified, disallowed, and/or expunged. To avoid a possible double recovery or otherwise improper recovery by claimants, the Debtors will continue to file omnibus objections to such categories of Claims if and where warranted. This Objection is one such omnibus objection.

18. On February 17, 2021, the Court entered the Claims Objections Procedures Order [ECF No. 904]. Subsequently, the Court has sustained 31 omnibus claims objections filed by the Debtors in accordance the Claims Objections Procedures Order. *See* ECF Nos. 1086–87, 1102, 1207–08, 1403–04, 1575, 1577–78, 1580–85, 1755, 1771, 2133, 2137, 2139–43, 2358, 2496, 2497, and 2665–67.

19. The Debtors submit that this Objection, and the notice provided to claimants in connection hereto, are consistent with the Claims Objections Procedures Order, the Bankruptcy Code, and the Bankruptcy Rules.

Basis for Relief

20. Pursuant to section 101 of the Bankruptcy Code, a creditor holds a claim against a bankruptcy estate only to the extent that (a) it has a “right to payment” for the asserted liabilities and (b) the claim is otherwise allowable. 11 U.S.C. §§ 101(5) and 101(10).

21. When asserting a claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *See In re Lehman Bros. Holdings, Inc.*, 602 B.R. 564, 574 (Bankr. S.D.N.Y. 2019); *In re Int'l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *See In re Lehman Bros.*, 602 B.R. at 574. A party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *See In re Dreier LLP*, 544 B.R. 760, 766 (Bankr. S.D.N.Y. 2016), *aff'd*, No. 08-15051 (SMB), 2016 WL 3920358 (S.D.N.Y. July 15, 2016), *aff'd*, 683 F. App'x 78 (2d Cir. 2017) (quoting *Creamer v. Motors Liquidation Co. GUC Trust (In re Motors Liquidation Co.)*, No. 12 CIV. 6074 (RJS), 2013 WL 5549643, at *3 (S.D.N.Y. Sept. 26, 2013) (in turn quoting *In re Allegheny Int'l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992))). In practice, the objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *See In re Dreier*, 544 B.R. at 766. Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *See id.*

22. A court should not deem a claim to be allowable if it is "unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1). An omnibus claims objection may be filed if all the claims being objected to fall under one of several listed categories, including, without limitation, claims (i) that "have been satisfied or released during the case in accordance with the Bankruptcy Code, applicable rules, or a court order," *see* Fed. R. Bankr. P. 3007(d)(5), and/or (ii) that have "been satisfied in full by a party that is not a Debtor." Claims Obj. Proc. Order, ¶ 2(a)(vi).

Objection

23. The Debtors object to the Claims listed on Schedule 1 to the Proposed Order (the “**Satisfied Claims**”) and request that each Satisfied Claim be disallowed and expunged. Based on a review of the Claims Register and the Satisfied Claims, the Debtors have determined that each Satisfied Claim has been paid or otherwise satisfied by the Debtors after the Petition Date, “in accordance with the Bankruptcy Code, applicable rules, or a court order,” see Fed. R. Bankr. P. 3007(d)(5), including pursuant to the Court’s First Day Orders, or (ii) has been satisfied in full by a party that is not a Debtor.

24. As the Debtors do not owe any further amounts with respect to the Satisfied Claims, in order to preserve the integrity and accuracy of the Claims Register, and to avoid the same claimant from improperly receiving multiple recoveries at the expense of the Debtors and other creditors, the Debtors request that the Satisfied Claims be disallowed and expunged in their entirety.

Separate Contested Matters

25. Each Satisfied Claim and the Debtors’ objection with respect thereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Debtors request that any order entered by this Court with respect to the requests for disallowance and expungement herein shall be deemed a separate order with respect to each Claim.

Response to Omnibus Objections

26. To contest this Objection, a claimant must file and serve a written response to this Objection (a “**Response**”) so that it is received no later than the deadline set forth in the accompanying notice (the “**Response Deadline**”). All Responses shall be filed electronically with the Court on the docket of *In re Grupo Aeroméxico, S.A.B. de C.V., et al.*, Case No. 20-11563 (SCC),

in accordance with the Court's General Order M-399 (available on the Court's website at <http://www.nysb.uscourts.gov>), by registered users of the Court's electronic case filing ("ECF")

system, and served (via email or otherwise) so as to be actually received on or before the Response

Deadline upon:

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Attn: Timothy Graulich (timothy.graulich@davispolk.com)
Stephen D. Piraino (stephen.piraino@davispolk.com)
Richard J. Steinberg (richard.steinberg@davispolk.com)
Counsel to the Debtors

-and-

Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
Attn: Brett H. Miller (bmiller@willkie.com)
Todd M. Goren (tgoren@willkie.com)
Craig Damast (cdamast@willkie.com)
Debra M. Sinclair (dsinclair@willkie.com)
Counsel to the Creditors' Committee.

27. Every Response to this Objection must contain, at a minimum, the following information:

- a. A caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number, and title of the Objection to which the response is directed;
- b. The name of the claimant and a description of the basis for the amount of the Claim;
- c. A concise statement setting forth the reasons why the Claim should not be disallowed and expunged for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which will be relied on in opposing the Objection;
- d. All documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which will be relied on in opposing the Objection;

- e. The address(es) to which the Debtors must return any reply to the Response, if different from that presented in the Proof of Claim; and
- f. The name, address, and telephone number of the person (which may be the claimant or their legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on the claimant's behalf.

28. If a claimant fails to file and serve a timely Response by the Response Deadline, the Debtors may present to the Court an appropriate order disallowing and expunging their Claim(s), without further notice or a hearing.

Reservation of Rights

29. The Debtors expressly reserve the right to amend, modify, or supplement this Objection, including, without limitation, to modify the currency associated with each Claim set forth on Schedule 1. The Debtors further reserve their right to object to the Satisfied Claims on any other grounds that the Debtors discover or elect to pursue. The Debtors reserve their right to assert substantive and/or one or more additional non-substantive objections to the Claims subject to this Objection at a later time.

30. Notwithstanding anything contained in this Objection or the exhibit or schedule attached hereto, nothing herein shall be construed as a waiver of any rights that the Debtors may have to (i) commence avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, sections 547 and 548 of the Bankruptcy Code, against the claimants subject to this Objection, (ii) enforce the Debtors' rights of setoff against the claimants relating to such avoidance actions, or (iii) seek disallowance pursuant to section 502(d) of the Bankruptcy Code of Claims of the claimants that are subject to such avoidance actions.

Notice

31. Notice of this Objection will be given to (i) the United States Trustee for the Southern District of New York; (ii) each party listed on Schedule 1; (iii) each party listed in paragraph 2(h) of the Claims Objections Procedures Order; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

No Prior Request

32. The Debtors have not previously sought the relief requested herein from the Court or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit 1**, granting the relief requested herein, and such other and further relief as the Court deems just and proper.

Dated: February 7, 2022
New York, New York

DAVIS POLK & WARDWELL LLP

By: /s/ Timothy Graulich

450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4000
Facsimile: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
James I. McClammy
Stephen D. Piraino

*Counsel to the Debtors
and Debtors in Possession*

Exhibit 1 to Objection

Proposed Order

**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)

**ORDER GRANTING DEBTORS' THIRTY-SECOND OMNIBUS CLAIMS OBJECTION
TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

Upon the objection (the “**Objection**”)² of the above-captioned Debtors, pursuant to sections 105 and 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking to disallow and expunge the Claims identified on **Schedule 1** attached hereto; and upon the Sánchez Declaration, attached to the Objection as **Exhibit 2**; and the Court having jurisdiction to consider the matters raised in the Objection pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having authority to hear the matters raised in the Objection pursuant to 28 U.S.C. § 157; and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and consideration of the Objection and the relief requested therein being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Objection and opportunity for a hearing on the Objection having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Objection; and the Court having the opportunity to hold a hearing on the Objection; and the Court having determined that the legal and factual bases set forth

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 Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

in the Objection establish just cause for the relief granted herein; and the Court having found that the relief granted herein being in the best interests of the Debtors, their creditors, and all other parties in interest; 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 Objection is hereby granted as set forth herein.
2. The Satisfied Claims identified on **Schedule 1** annexed hereto are hereby disallowed and expunged in their entirety.
3. This Order shall be deemed a separate Order with respect to each Satisfied Claim identified on **Schedule 1** annexed hereto. Any stay of this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Objection or this Order.
4. The Debtors, Epiq Corporate Restructuring, LLC, and the Clerk of this Court are authorized to take, or refrain from taking, any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further order of the Court.
5. Notwithstanding any Bankruptcy Rule, the Local Bankruptcy Rules for the Southern District of New York, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. This Court shall retain jurisdiction to hear and determine all matters arising from, arising under, or related to the Chapter 11 Cases, to the fullest extent permitted by law, including, without limitation, to enforce this Order.

Dated: _____, 2022
New York, New York

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Satisfied Claims

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
1	561001140	No	Aerovías de México, S.A. de C.V.	AERIS HOLDING COSTA RICA SA 600 NOROESTE AERPOPUERO INTERNACIONAL JUAN SANTA MARIA ALAJUELA ALAJUELA SAN JOSE COLOMBIA	0.00	0.00	0.00	18,039.96	18,039.96 USD	No
	Date Filed:	8/25/2020								
2	20499	No	Aerovías de México, S.A. de C.V.	AGENCIA DE VIAJES Y TURISMO AVIATUR SA CALLE 20 NO.4 55 BOGOTA BOGOTA 110311 COLOMBIA	0.00	245,010.71	0.00	0.00	245,010.71 USD	No
	Date Filed:	1/22/2021								
3	79	No	Aerovías de México, S.A. de C.V.	ALTA EXTRACCION SA DE CV 35 GENERAL RINCON GALLARDO CDMX 11830 MEXICO	0.00	0.00	0.00	106,445.59	106,445.59 USD	No
	Date Filed:	9/3/2020								
4	11633	No	Aerolitoral, S.A. de C.V.	ANAYA, FRANCISCO ARTURO FEDERICO AVILA BLVD ADOLFO RUIZ CORTINES #3070 CDMX 01900 MEXICO	0.00	0.00	0.00	24,006.32	24,006.32 USD	No
	Date Filed:	1/4/2021								
5	10139	No	Aerovías Empresa de Cargo, S.A. de C.V.	APARATOS ELECTROMECANICOS VON HAUCKE SA AV PASEO DE LA REFORMA #284 PH COL JUAREZ DEL BENITO JUAREZ CDMX 06600 MEXICO	0.00	0.00	0.00	10,762.24	10,762.24 USD	No
	Date Filed:	8/11/2020								
6	561013820	No	Aerovías de México, S.A. de C.V.	AS SYSTEMS SA DE CV DR ATL NUM 243 DEPTO 1 SANTA MARIA LA RIBERA CUAUHTEMOC CDMX 6400 MEXICO	0.00	0.00	0.00	718.43	718.43 USD	No
	Date Filed:	8/25/2020								
7	566001610	No	Aerovías Empresa de Cargo, S.A. de C.V.	AS SYSTEMS SA DE CV DR ATL NUM 243 DEPTO 1 SANTA MARIA LA RIBERA CUAUHTEMOC CDMX 6400 MEXICO	0.00	0.00	0.00	1,288.65	1,288.65 USD	No
	Date Filed:	8/25/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
8	561021460	No	Aerovías de México, S.A. de C.V.	BRISEÑO TORRES TOMAS LAUREL 570 CAMPESINO TLAQUEPAQUE JALISCO 45587 MEXICO	0.00	0.00	0.00	3,636.57	3,636.57 USD	No
	Date Filed:	8/25/2020								
9	14756	No	Aerovías de México, S.A. de C.V.	BUSINESS SHOP 76 SA DE CV LAGUNA DE TERMINOS 221 CUIDAD DE MEXICO 11520 MEXICO	0.00	0.00	0.00	0.00	0.00 USD	Yes
	Date Filed:	1/29/2021								
10	561023360	No	Aerovías de México, S.A. de C.V.	CHAPONAN TUMES JULIO ARTURO MZA G LOTE 40 ASOC TUNGASUCA III PERU	0.00	0.00	0.00	1,241.67	1,241.67 USD	No
	Date Filed:	8/25/2020								
11	20375	No	Aerovías de México, S.A. de C.V.	CHARTERS TURISTICOS Y DEPORTIVOS SADECV CIRCUITO CIRUJANOS 3, PLANTA ALTA LOCAL C, CIUDAD SATELITE NAUCALPAN DE JUAREZ MX53100 MÉXICO	0.00	0.00	0.00	238.60	238.60 USD	No
	Date Filed:	1/14/2021								
12	566003050	No	Aerovias Empresa de Cargo, S.A. de C.V.	CITY OF LOS ANGELES LAWA P.O. BOX 54078 LOS ANGELES CA 90054-0078 USA	0.00	0.00	0.00	449,662.48	449,662.48 USD	No
	Date Filed:	8/25/2020								
13	41	No	Aerovías de México, S.A. de C.V.	COMERCIAL DE TRAJES, S.A. DE C.V. TRANSFEROR: INTERNATIONAL SEWING COMPANY CALZADA DE TLALPAN 1134/COLONIA DEL CARMEN, DELEGACION BENITO JUAREZ MEXICO CITY, CDMX 03540 MEXICO	0.00	0.00	0.00	201,745.41	201,745.41 USD	No
	Date Filed:	8/5/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
14	20012	No	Aerovías Empresa de Cargo, S.A. de C.V.	CONTINENTAL DE UNIFORMES SA DE CV JOSE MARIA CORREA 300 COLONIA VIADUCTO PIEDAD ALCALDIA IZTACALCO CDMX 08200 MEXICO	0.00	0.00	0.00	26,530.31	26,530.31 USD	No
Date Filed:	8/20/2020									
15	20013	No	Aerovías de México, S.A. de C.V.	CONTINENTAL DE UNIFORMES SA DE CV JOSE MARIA CORREA 300 COLONIA VIADUCTO PIEDAD ALCALDIA IZTACALCO CDMX 08200 MEXICO	0.00	0.00	0.00	30,546.11	30,546.11 USD	No
Date Filed:	8/20/2020									
16	13130	No	Aerovías de México, S.A. de C.V.	CONTRERAS, ALBERTO GONZALEZ PRIV PAPALOAPAN NO. 15 COL SAN ADRES, AZCAPOTZALCO CDMX 02240 MEXICO	0.00	0.00	0.00	18,643.24	18,643.24 USD	No
Date Filed:	1/12/2021									
17	10182	No	Aerovías de México, S.A. de C.V.	COOPESA R.L APDO 24-2060 MALL INTERNACIONAL DE ALAJUELA COSTA RICA	0.00	0.00	0.00	6,748.50	6,748.50 USD	No
Date Filed:	8/19/2020									
18	561034200	No	Aerovías de México, S.A. de C.V.	ELITETELECOM PLC DAWSON HOUSE MATRIX BUSINEE HOUSE LONDON PR7 7NA GREAT BRITAIN	0.00	0.00	0.00	3,044.15	3,044.15 USD	No
Date Filed:	8/25/2020									
19	561036540	No	Aerovías de México, S.A. de C.V.	EQUIPMENT SUPPORT AIRCRAFT SA DE CV 31 DE JULIO DE 1859 LEYES DE REFORMA 3A SECCION IZTAPALAPA CDMX 9310 MEXICO	0.00	0.00	0.00	42,410.34	42,410.34 USD	No
Date Filed:	8/25/2020									

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
20	566004210	No	Aerovías Empresa de Cargo, S.A. de C.V.	EQUIPMENT SUPPORT AIRCRAFT SA DE CV 31 DE JULIO DE 1859 LEYES DE REFORMA 3A SECCION IZTAPALAPA CDMX 9310 MEXICO	0.00	0.00	0.00	46,982.06	46,982.06 USD	No
	Date Filed:	8/25/2020								
21	10065	No	Aerovías de México, S.A. de C.V.	ESPACIO CREATIVO GRUPO GRAFICO SA DE CV AV DE LA TURBA MANZANA #176, LOTE 4 COL EL ROSARIO DEL IZTAPALAPA CDMX 09930 MEXICO	0.00	0.00	0.00	52,854.49	52,854.49 USD	No
	Date Filed:	7/28/2020								
22	10067	No	Aerovías Empresa de Cargo, S.A. de C.V.	ESPACIO CREATIVO GRUPO GRAFICO SA DE CV AV DE LA TURBA MANZANA #176, LOTE 4 COL EL ROSARIO DEL IZTAPALAPA CDMX 09930 MEXICO	0.00	0.00	0.00	2,688.83	2,688.83 USD	No
	Date Filed:	7/28/2020								
23	123	No	Aerovías de México, S.A. de C.V.	ETIFLEX SA DE CV C/O THE SAVAGE LAW GROUP PA ATTN GEORGE SAVAGE, ESQ PO BOX 566502 MIAMI FL 33256-6502	0.00	0.00	0.00	127,483.47	127,483.47 USD	No
	Date Filed:	11/11/2020								
24	124	No	Aerovías Empresa de Cargo, S.A. de C.V.	ETIFLEX SA DE CV C/O THE SAVAGE LAW GROUP PA ATTN GEORGE SAVAGE, ESQ PO BOX 566502 MIAMI FL 33256-6502	0.00	0.00	0.00	1,060.57	1,060.57 USD	No
	Date Filed:	11/11/2020								
25	65	No	Aerovías de México, S.A. de C.V.	FORMAS Y SISTEMAS MEXICANOS SA DE CV 932 PONIENTE 150 CDMX 02300 MEXICO	0.00	0.00	0.00	30,338.30	30,338.30 USD	No
	Date Filed:	8/19/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
26	202	No	Aerovías Empresa de Cargo, S.A. de C.V.	FORMAS Y SISTEMAS MEXICANOS SA DE CV PONIENTE 150 NO 932 COL IDUSTRIAL VALLEJO DEL AZCAPOTZALCO CDMX 02300 MEXICO	0.00	0.00	0.00	20,314.18	20,314.18 USD	No
	Date Filed:	12/28/2020								
27	11621	No	Aerovías Empresa de Cargo, S.A. de C.V.	FRANCISCO ARTURO FEDERICO AVILA ANAYA BLVD ADOLFO RUIZ CORTINES #3070 CDMX 01900 MEXICO	0.00	0.00	0.00	148,644.42	148,644.42 USD	No
	Date Filed:	1/4/2021								
28	561040130	No	Aerovías de México, S.A. de C.V.	FUMIGACION Y CONTROL AVIAR SA DE CV LAS ROSAS 48 EL TRIUNFO IZTAPALAPA DISTRITO FEDERAL 9438 MEXICO	0.00	0.00	0.00	6,279.95	6,279.95 USD	No
	Date Filed:	8/25/2020								
29	565014810	No	Aerolitoral, S.A.	FUMIGACION Y CONTROL AVIAR SA DE CV LAS ROSAS 48 EL TRIUNFO IZTAPALAPA DISTRITO FEDERAL 9438 MEXICO	0.00	0.00	0.00	6,279.95	6,279.95 USD	No
	Date Filed:	8/25/2020								
30	566004880	No	Aerovías Empresa de Cargo, S.A. de C.V.	GARRIDO LICONA Y ASOCIADOS SC AV INSURGENTES SUR 863 INT PISO 10 NAPOLES BENITO JUAREZ CIUDAD DE MEXICO 3810 MEXICO	0.00	0.00	0.00	9,144.11	9,144.11 USD	No
	Date Filed:	8/25/2020								
31	561043730	No	Aerovías de México, S.A. de C.V.	GOLDEN TRANSPORTACIONES SA DE CV NUEVO LEON CENTRAL DE CARGA SAN NICOLAS DE LOS GARZA NUEVO LEON 66494 MEXICO	0.00	0.00	0.00	6,467.20	6,467.20 USD	No
	Date Filed:	8/25/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
32	565015930	No	Aerolitoral, S.A.	GOLDEN TRANSPORTACIONES SA DE CV NUEVO LEON CENTRAL DE CARGA SAN NICOLAS DE LOS GARZA NUEVO LEON 66494 MEXICO	0.00	0.00	0.00	3,184.80	3,184.80 USD	No
	Date Filed:	8/25/2020								
33	10472	No	Aerovías de México, S.A. de C.V.	GREENON CO LTD ROOM 506, 57-5, YANGSAN- RO YEONGDEUNGPO-GU SEOUL 07271 REPUBLIC OF KOREA	0.00	0.00	0.00	1,830.16	1,830.16 USD	No
	Date Filed:	12/15/2020								
34	10021	No	Aerovías de México, S.A. de C.V.	GRUPO CONFECCIONES ALLEN SA DE CV AV EL CAMPANARIO 2612 ZAPOCAN JAL 45234 MEXICO	0.00	0.00	0.00	34,268.01	34,268.01 USD	No
	Date Filed:	7/20/2020								
35	20438	No	Aerolitoral, S.A. de C.V.	GRUPO CONSULMED SA DE CV CIRCUITO ECONOMISTAS 15- A CUIDAD SATELITE NAUCALPAN DE JUAREZ EDOMEX 53100 MEXICO	0.00	0.00	0.00	23,233.22	23,233.22 USD	No
	Date Filed:	1/15/2021								
36	20440	No	Aerovías de México, S.A. de C.V.	GRUPO CONSULMED SA DE CV CIRCUITO ECONOMISTAS 15- A CUIDAD SATELITE NAUCALPAN DE JUAREZ EDOMEX 53100 MEXICO	0.00	0.00	0.00	139,387.18	139,387.18 USD	No
	Date Filed:	1/15/2021								
37	561046630	No	Aerovías de México, S.A. de C.V.	GRUPO TURISTICO DE LA FRONTERA SA DE CV AVE DEL ALAMO ? 16 AEROPUERTO TIJUANA BAJA CALIFORNIA 22404 MEXICO	0.00	0.00	0.00	1,108.74	1,108.74 USD	No
	Date Filed:	8/25/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
38	561046670	No	Aerovías de México, S.A. de C.V.	GUANTES INDUSTRIALES GASI SA DE CV AV 495 NO 143 SAN JUAN DE ARAGON DISTRITO FEDERAL DISTRITO FEDERAL 7920 MEXICO	0.00	0.00	0.00	321.03	321.03 USD	No
	Date Filed:	8/25/2020								
39	566005400	No	Aerovías Empresa de Cargo, S.A. de C.V.	GUANTES INDUSTRIALES GASI SA DE CV AV 495 NO 143 SAN JUAN DE ARAGON DISTRITO FEDERAL DISTRITO FEDERAL 7920 MEXICO	0.00	0.00	0.00	1,878.66	1,878.66 USD	No
	Date Filed:	8/25/2020								
40	10053	No	Aerovías de México, S.A. de C.V.	IDM SERAG SA DE CV ESCAPE NO 39A COL ALCE BLANCO NAUCALPAN DE JUAREZ EDOMEX 53370 MEXICO	0.00	0.00	0.00	7,513.98	7,513.98 USD	No
	Date Filed:	7/24/2020								
41	10054	No	Aerolitoral, S.A. de C.V.	IDM SERAG SA DE CV ESCAPE NO 39A COL ALCE BLANCO NAUCALPAN DE JUAREZ EDOMEX 53370 MEXICO	0.00	0.00	0.00	70.16	70.16 USD	No
	Date Filed:	7/24/2020								
42	561058350	No	Aerovías de México, S.A. de C.V.	INTERSTUHL LATAM SA DE CV MICHOCAN 20 NAVE 12 RENOVACION IZTAPALAPA CDMX 9209 MEXICO	0.00	0.00	0.00	5,139.31	5,139.31 USD	No
	Date Filed:	8/25/2020								
43	565017320	No	Aerolitoral, S.A.	INTERSTUHL LATAM SA DE CV MICHOCAN 20 NAVE 12 RENOVACION IZTAPALAPA CDMX 9209 MEXICO	0.00	0.00	0.00	2,163.92	2,163.92 USD	No
	Date Filed:	8/25/2020								
44	566006180	No	Aerovías Empresa de Cargo, S.A. de C.V.	INTERSTUHL LATAM SA DE CV MICHOCAN 20 NAVE 12 RENOVACION IZTAPALAPA CDMX 9209 MEXICO	0.00	0.00	0.00	2,299.17	2,299.17 USD	No
	Date Filed:	8/25/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
45	14699	No	Aerovías de México, S.A. de C.V.	JAMCO SINGAPORE PTE LTD NO 8 LOYANG LN SINGAPORE 508915 SINGAPORE	0.00	0.00	0.00	174,700.00	174,700.00 USD	No
	Date Filed:	1/16/2021								
46	14710	No	Aerovías de México, S.A. de C.V.	JAMCO SINGAPORE PTE LTD ATTN ADELINE KAN NO 8, LOYANG LANE SINGAPORE 508915 SINGAPORE	0.00	0.00	0.00	102,447.00	102,447.00 USD	No
	Date Filed:	1/18/2021								
47	14213	No	Aerovías de México, S.A. de C.V.	JEPPESEN SYSTEMS AB C/O PERKINS COIE LLP ATTN JOHN PENN 500 N AKARD ST, STE 3300 DALLAS TX 75201	0.00	0.00	0.00	3,121,880.97	3,121,880.97 USD	No
	Date Filed:	1/14/2021								
48	14970	No	Aerovías de México, S.A. de C.V.	LA COUNTY TREASURER AND TAX COLLECTOR PO BOX 54110 LOS ANGELES CA	24,890.86	0.00	0.00	0.00	24,890.86 USD	No
	Date Filed:	11/19/2021								
49	561064340	No	Aerovías de México, S.A. de C.V.	LAVA TAP SA DE CV SIN DIRECCION DISTRITO FEDERAL DISTRITO FEDERAL MEXICO 999999 MEXICO	0.00	0.00	0.00	105,470.64	105,470.64 USD	No
	Date Filed:	8/25/2020								
50	12747	No	Aerovías de México, S.A. de C.V.	LONGPORT ARGENTINA SA AUTOPISTA RICCHIERI S/N, AEROPUERTO EZEIZA , CIUDAD LOGISTICA , OFICINA 001. EZEIZA 1802 ARGENTINA	0.00	0.00	0.00	60,877.12	60,877.12 USD	Yes
	Date Filed:	1/11/2021								
51	10048	No	Aerovías de México, S.A. de C.V.	MUEBLES DE OFICINA BADEN BADEN SA DE CV MOLIERE 113 COL POLANCO CDMX 11550 MEXICO	0.00	0.00	0.00	6,351.61	6,351.61 USD	No
	Date Filed:	7/24/2020								
52	10049	No	Aerovías Empresa de Cargo, S.A. de C.V.	MUEBLES DE OFICINA BADEN BADEN SA DE CV MOLIERE 113 COL POLANCO CDMX 11550 MEXICO	0.00	0.00	0.00	1,529.80	1,529.80 USD	No
	Date Filed:	7/24/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
53	20042	No	Aerovías de México, S.A. de C.V.	NESPRESSO MEXICO S.A DE C.V MIGUEL DE CERVANTES SAAVEDRA 301 CDMX, MX 11520 MEXICO	0.00	0.00	0.00	9,352.38	9,352.38 USD	No
	Date Filed:	10/27/2020								
54	10092	No	Aerolitoral, S.A. de C.V.	OPERADORA DE MOTELES Y RESTAURANTES PROLONGACION PASEO DE LA REFORMA 1015 PISO 9 TORRE A SANTA FE CDMX 05348 MEXICO	0.00	0.00	0.00	9,589.00	9,589.00 USD	No
	Date Filed:	7/31/2020								
55	13032	No	Aerovías de México, S.A. de C.V.	PASSUR AEROSPACE INC C/O GREENBERG TRAURIG LLP ATTN NANCY A PETERMAN 77 WACKER DR, STE 3100 CHICAGO IL 60601	0.00	0.00	0.00	200,673.66	200,673.66 USD	No
	Date Filed:	1/12/2021								
56	561082190	No	Aerovías de México, S.A. de C.V.	PAXZU COMUNICACION SAPI DE CV PROLONGACION REFORMA 1232 PISO 2 LOMAS DE BEZARES MIGUEL HIDALGO DISTRITO FEDERAL 11910 MEXICO	0.00	0.00	0.00	66,286.13	66,286.13 USD	No
	Date Filed:	8/25/2020								
57	561083190	No	Aerovías de México, S.A. de C.V.	PORT OF SEATTLE 2711 ALASKAN WAY SEATTLE WA 98121-1107 USA	0.00	0.00	0.00	17,038.08	17,038.08 USD	No
	Date Filed:	8/25/2020								
58	10555	No	Aerovías de México, S.A. de C.V.	PRODIN INTERNACIONAL SA DE CV SAN FEDERICO MANZANA 1 LOTE 26 COL PEDREGAL DE SANTA URSULA CDMX 04600 MEXICO	0.00	0.00	0.00	13,297.53	13,297.53 USD	No
	Date Filed:	12/18/2020								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
59	10556	No	Aerovías Empresa de Cargo, S.A. de C.V.	PRODIN INTERNACIONAL SA DE CV SAN FEDERICO MANZANA 1 LOTE 26 COL PEDREGAL DE SANTA URSULA CDMX 04600 MEXICO	0.00	0.00	0.00	10,365.59	10,365.59 USD	No
	Date Filed:	12/18/2020								
60	10557	No	Aerolitoral, S.A. de C.V.	PRODIN INTERNACIONAL SA DE CV SAN FEDERICO MANZANA 1 LOTE 26 COL PEDREGAL DE SANTA URSULA CDMX 04600 MEXICO	0.00	0.00	0.00	1,614.20	1,614.20 USD	No
	Date Filed:	12/18/2020								
61	10163	No	Aerovías de México, S.A. de C.V.	PRODUCTOS METALICOS STEELE S A DE C V BLVD MIGUEL DE CERVANTES SAAVEDRA #183 COL GRANADA DEL MIGUEL HIDALGO CDMX 11520 MEXICO	0.00	0.00	0.00	3,117.77	3,117.77 USD	No
	Date Filed:	8/17/2020								
62	10165	No	Aerolitoral, S.A. de C.V.	PRODUCTOS METALICOS STEELE S A DE C V BLVD MIGUEL DE CERVANTES SAAVEDRA #183 COL GRANADA DEL MIGUEL HIDALGO CDMX 11520 MEXICO	0.00	0.00	0.00	534.47	534.47 USD	No
	Date Filed:	8/17/2020								
63	561090960	No	Aerovías de México, S.A. de C.V.	SERVICIOS WFSE ECUADOR AEROPUERTO INTERNACIONAL MARISCAL SUCRE QUITO QUITO ECUADOR	0.00	0.00	0.00	262,416.23	262,416.23 USD	No
	Date Filed:	8/25/2020								
64	20417	No	Aerovías de México, S.A. de C.V.	SKYTEAM AGENCIAS DE VIAGENS E TURISMO RUA GENERAL CAMARA PORTO ALEGRE RS 90010230 BRAZIL	0.00	0.00	0.00	1,804.69	1,804.69 USD	No
	Date Filed:	1/15/2021								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
65	14920	No	Aerovías de México, S.A. de C.V.	SR TECHNICS SWITZERLAND AG ATTN ANDRE HUBER, LEGAL & COMPLIANCE FLUGHOFSTRASSE KLOTEN 8302 SWITZERLAND	0.00	0.00	0.00	334,017.83	334,017.83 USD	No
	Date Filed:	8/30/2021								
66	14826	No	Aerovías de México, S.A. de C.V.	TARRANT COUNTY C/O LINEBARGER GOGGAN BLAIR & SAMPSON 2777 N STEMMONS FWY, STE 1000 DALLAS TX 75207	53.43	0.00	0.00	0.00	53.43 USD	No
	Date Filed:	3/24/2021								
67	14981	No	Aerovías de México, S.A. de C.V.	TARRANT COUNTY C/O LINEBARGER GOGGAN BLAIR & SAMPSON ATTN LAURIE A SPINDLER 2777 N STEMMONS FWY, STE 1000 DALLAS TX 75207	22.46	0.00	0.00	0.00	22.46 USD	No
	Date Filed:	1/5/2022								
68	561096920	No	Aerovías de México, S.A. de C.V.	THE GRAND HOTEL TORONTO CORPORATION 225 JARVIS STREET TORONTO ONTARIO M5B2C1 CANADA	0.00	0.00	0.00	123,879.46	123,879.46 USD	No
	Date Filed:	8/25/2020								
69	13932	No	Aerovías de México, S.A. de C.V.	TOUR HOUSE RUA DA CONSOLACAO, 247 SAO PAULO SP 01301903 BRAZIL	0.00	0.00	0.00	16,377.59	16,377.59 USD	No
	Date Filed:	1/14/2021								
70	561097630	No	Aerovías de México, S.A. de C.V.	TRANSPORTES JANGADA LTDA RUA DOM VILARES N 122 SAO PAULO SAO PAULO 4160000 BRAZIL	0.00	0.00	0.00	11,748.98	11,748.98 USD	No
	Date Filed:	8/25/2020								
71	20433	No	Aerovías de México, S.A. de C.V.	TRAVEL SECURITY SA ISIDORA GOYENECHEA 3365 PISO 10 LAS CONDES SANTIAGO 7550120 CHILE	0.00	0.00	0.00	11,633.16	11,633.16 USD	No
	Date Filed:	1/15/2021								

Satisfied Claims

Ref	Claim #	Transferred	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	Unliquidated
72	20374	No	Aerovías de México, S.A. de C.V.	TRAVELIEER SAPI DE CV FUENTE DE PIRAMIDE 16 - PISO 6 NAUCALPAN DE JAREZ EM 53950 MEXICO	0.00	0.00	0.00	531.07	531.07 USD	No
Date Filed:		1/14/2021								
Satisfied Claim Totals			Count:	USD	72	24,966.75	245,010.71	0.00	6,294,179.38	6,564,156.84

Exhibit 2 to Objection

Sánchez Declaration

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

In re:

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

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**DECLARATION OF RICARDO JAVIER SÁNCHEZ BAKER
IN SUPPORT OF THE DEBTORS' THIRTY-SECOND OMNIBUS CLAIMS
OBJECTION TO PROOFS OF CLAIM (SATISFIED CLAIMS)**

I, Ricardo Javier Sánchez Baker, hereby declare that the following is true to the best of my knowledge, information and belief:

Background

1. I am the Chief Financial Officer of Grupo Aeroméxico, S.A.B. de C.V. (“**Grupo Aeroméxico**”), and its affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**,” the Debtors collectively with their direct and indirect non-Debtor subsidiaries, the “**Company**”). I have held several other positions at the Company since 2006, including serving as advisor to the Chief Executive Officer and Director of Revenue Management. I have been the chairman of the board of directors of the SABRE Corporation, a member of the SEAT Technical Committee, and a member of the Aeromexpress, CECAM, and PLM boards of directors. I have held various positions within the Federal Public Administration (*Administración Pública Federal*), including deputy director general of public debt for the Ministry of Finance and Public Credit in 2003 and 2005. I hold a bachelor’s degree in economics from the Universidad

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.

Iberoamericana, a diploma in finance from Instituto Tecnológico Autónomo de México, and master's and doctorate degrees in economics from the University of California, Los Angeles. I am familiar with the day-to-day operations, business, and financial affairs of the Debtors.

2. I submitted the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings* [ECF No. 20] (the “**Sánchez First Day Declaration**”). I make this declaration (the “**Declaration**”) in support of the *Debtors' Thirty-Second Omnibus Claims Objection to Proofs of Claim (Satisfied Claims)* (the “**Objection**”). I have reviewed the Objection or have otherwise had its contents explained to me, and the Objection is, to the best of my knowledge, accurate.

3. Except as otherwise indicated, all facts set forth in the Objection and this Declaration are based upon my personal knowledge, my review of relevant documents, information provided to me by employees working under my supervision, or my opinion based upon experience, knowledge, and information concerning the operations of the Debtors and the aviation industry as a whole. If I were called upon to testify, I could and would testify to each of the facts set forth herein.

4. I am generally familiar with the Debtors' day-to-day operations, financing arrangements, business affairs, and Books and Records² that reflect, among other things, the Debtors' liabilities, and the amount thereof owed to their creditors as of the Petition Date. I have read the Objection and corresponding Proposed Order, each filed contemporaneously herewith.

5. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. In evaluating the Claims, the Debtors and other reviewing parties have reviewed the Debtors' Books and Records, the relevant Proofs of Claim, as well as the supporting documentation provided by the claimants, and determined that the Satisfied Claims should be

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Objection.

disallowed and expunged as set forth in the Objection and Proposed Order, and I concur with this determination.

Satisfied Claims

6. To the best of my knowledge, information, and belief, based on the Debtors' review of the Claims Register, the Books and Records, and each Satisfied Claim, the Debtors have determined that each Satisfied Claim has been paid and/or otherwise satisfied.

7. If the Satisfied Claims are not disallowed and expunged, the claimants identified on Schedule 1 may obtain double recovery from the same alleged liability, at the expense of the Debtors and other creditors. Accordingly, I believe it is proper for the Court to enter the Proposed Order disallowing and expunging the Satisfied Claims as set forth therein and in the Objection.

Conclusion

7. I am authorized to submit this Declaration on behalf of the Debtors. In my opinion, and for the reasons set forth in this Declaration and in the Objection, disallowing and expunging the Satisfied Claims is in the best interest of the Debtors' estates.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed: February 7, 2022

By: /s/ Ricardo Javier Sánchez Baker
Ricardo Javier Sánchez Baker
Chief Financial Officer

Exhibit B

Omnibus Claims Hearing Procedures

**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)

COURT-ORDERED OMNIBUS CLAIMS HEARING PROCEDURES

The Omnibus Claims Hearing Procedures (the “**Omnibus Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) to apply to the chapter 11 cases of Grupo Aeroméxico, S.A.B. de C.V. and its affiliated debtors.

Omnibus Claims Hearing Procedures

1. Pursuant to the Order Establishing Certain Notice, Case Management, and Administrative Procedures, entered on July 8, 2020 [ECF No. 79] (the “**Case Management Order**”), the Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Court.

2. The Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)² is

¹ The Debtors in these cases, along with the last four digits of 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 Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Omnibus Claims Hearing Procedures.

properly filed and served or pursuant to a certificate of no objection in accordance with the Case Management Order.

3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (each, an “**Omnibus Claims Hearing**”) to be scheduled by the Debtors, in their discretion, as set forth herein.

4. The Debtors shall schedule an Omnibus Claims Hearing for a Contested Claim as follows:

- A. For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors that can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the claimant with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Omnibus Claims Hearing Procedures. The legal standard of review that will be applied by the Court at a Sufficiency Hearing will be equivalent to the standard applied by the Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
- B. For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their discretion, serve upon the relevant claimant, by email or overnight delivery, with a copy to the Official Committee of Unsecured Creditors, Apollo Management Holdings, L.P., and the Ad Hoc Group of Senior Noteholders,³ and file with the Court, a notice substantially in the form attached to the Claims Objections Procedures Order as **Exhibit 2** (a “**Notice of Merits Hearing**”) at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in a scheduling order issued by the Court in connection therewith.

5. Discovery with respect to a Contested Claim will not be permitted until either (a) the Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012 or (b) the Debtors have served on the relevant claimant a Notice of Merits Hearing with respect to the Contested Claim.

³ As identified in the *Third Amended Verified Statement of the Ad Hoc Group of Senior Noteholders Pursuant to Bankruptcy Rule 2019* [ECF No. 1731].

6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m., prevailing Eastern Time, on the day that is two (2) calendar days prior to the date of the applicable hearing (which may fall on a Saturday, Sunday, or legal holiday notwithstanding Bankruptcy Rule 9006 or equivalent provisions).

7. The Debtors, in their discretion, are authorized to adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the claimants.