

CANADA
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL
COURT No.: 500-11-039418-104

SUPERIOR COURT
Commercial Division

**IN THE MATTER OF THE JUDICIAL
REORGANIZATION PROCEEDINGS OF:**

**COMPANÍA MEXICANA DE AVIACIÓN, S.A. DE
C.V.**, a legal person incorporated under the laws of
Mexico, having its head office at av. Xola 535 Col.,
Del Valle, Mexico D.F., Mexico 03100 and a place of
business at 975 Romeo-Vachon Street North, Suite 413,
Dorval, Quebec, H4Y 1H1

Debtor

– and –

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.,
having a place of business at 1 Place Ville Marie,
Suite 3000, Montreal, Quebec, H3B 4T9

Information Officer

FOURTEENTH INFORMATION OFFICER'S REPORT

INTRODUCTION

1. On August 2, 2010, Compañía Mexicana de Aviación, S.A. de C.V. ("**Mexicana**" or the "**Company**") commenced proceedings under Mexico's *Ley de Concursos Mercantiles* ("**Mexican Proceedings**").
2. On August 2, 2010, Maru E. Johansen (the "**Foreign Representative**") sought certain protections in the United States pursuant to Chapter 15 of Title 11 of the United States Bankruptcy Code ("**Bankruptcy Code**"). On August 3, 2010, the U.S. Bankruptcy Court granted an interim recognition order recognizing the Foreign Representative and the Mexican Proceedings as a foreign main proceeding pursuant to Chapter 15 of the U.S. Bankruptcy Code ("**Chapter 15 Proceedings**").
3. On August 5, 2010, the Foreign Representative brought an application (the "**CCAA Proceedings**") before the Canadian Court pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 195, c. C-36, as amended ("**CCAA**"), and obtained an order (the "**Canadian Recognition Order**"), which among other things: (i) recognized the Mexican Proceedings as a "foreign main proceedings"; (ii) recognized Maru E. Johansen as a foreign representative as defined in section 45 of the amended CCAA; (iii) granted a stay of proceedings

against the Company until November 10, 2010; (iv) appointed Samson Bélair/Deloitte & Touche Inc. ("**Deloitte**") as Information Officer; and (v) declared an administrative charge of \$250,000.

4. On November 5, 2010, in accordance with the Canadian Recognition Order of August 5, 2010, the Information Officer filed a First Report to the Court. A copy of the First Report was made available on the Information Officer's website.
5. On November 10, 2010, Mexicana obtained an interim first stay of period extension order (the "**Interim First Stay Extension Order**") until November 16, 2010. A copy of the Interim First Stay Extension Order was made available on the Information Officer's website.
6. On November 16, 2010, in accordance with the Canadian Recognition Order of August 5, 2010, the Information Officer filed a Second Report to the Court. A copy of the Second Report was made available on the Information Officer's website.
7. On November 16, 2010, Mexicana obtained a first stay of period extension order (the "**First Stay Extension Order**") until January 14, 2011. A copy of the First Stay Extension Order was made available on the Information Officer's website.
8. On January 13, 2011, Mexicana obtained a second stay of period extension order (the "**Second Extension Order**") until April 15, 2011. A copy of the Second Extension Order was made available on the Information Officer's website.
9. On April 14, 2011, Mexicana obtained a third stay of period extension order (the "**Third Extension Order**") until July 15, 2011. A copy of the Third Extension Order was made available on the Information Officer's website.
10. On July 8, 2011, Mexicana obtained a fourth stay of period extension order (the "**Fourth Extension Order**") until September 20, 2011. A copy of the Fourth Extension Order was made available on the Information Officer's website.
11. On July 27, 2011, the Mexican Court overseeing the Mexican Proceedings suspended, temporarily, the 90-day stay period. Consequently, a Sixth Report was filed and was made available on the Information Officer's website.
12. On September 20, 2011, Mexicana obtained a fifth stay of period extension order (the "**Fifth Extension Order**") until November 30, 2011. A copy of the Fifth Extension Order was made available on the Information Officer's website.
13. On November 28, 2011, Mexicana obtained a sixth stay of period extension order (the "**Sixth Extension Order**") until February 20, 2012. A copy of the Sixth Extension Order was made available on the Information Officer's website.
14. On February 15, 2012, Mexicana obtained a seventh stay of period extension order (the "**Seventh Extension Order**") until May 21, 2012. A copy of the Seventh Extension Order was made available on the Information Officer's website.

15. On May 17, 2012, Mexicana obtained an eighth stay of period extension order (the “**Eighth Extension Order**”) until August 22, 2012. A copy of the Eighth Extension Order was made available on the Information Officer’s website.
16. On August 23, 2012, Mexicana obtained a ninth stay of period extension order (the “**Ninth Extension Order**”) until November 23, 2012. A copy of the Ninth Extension Order was made available on the Information Officer’s website.
17. On November 20, 2012, Mexicana obtained a tenth stay of period extension order (the “**Tenth Extension Order**”) until November 20, 2013. A copy of the Tenth Extension Order was made available on the Information Officer’s website.
18. The Canadian Recognition Order requires that the Information Officer deliver a report to the Court at such times and intervals as it deems appropriate and, in any event, at least once every three months on the status of the proceedings, the foreign proceedings and such other information that the Information Officer deem to be material. This report is filed pursuant to the requirements of the Canadian Recognition Order.
19. This fourteenth report of the Information Officer (the “**Fourteenth Report**”) has been prepared in view of providing the Canadian Court with information on the status of the Mexican Proceedings. The purpose of this Fourteenth Report is to provide the Canadian Court and Mexicana’s stakeholders with an update on the Mexican Proceedings since the filing of the Information Officer’s Thirteenth Report. This Fourteenth Report is to be read in conjunction with the previous reports of the Information Officer available on the Information Officer’s website.

TERMS OF REFERENCE

20. In preparing the Fourteenth Report, Deloitte has relied upon unaudited financial information, the Company’s books and records, financial information prepared by the Company and its advisors, discussions with management of Mexicana and its representatives and advisors. In addition, Deloitte has reviewed the publicly available information filed in the Mexican Proceedings and the CCAA Proceedings. Deloitte has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information and, accordingly, Deloitte expresses no opinion or other form of assurance on the information contained in this report.
21. Some of the information referred to in this Fourteenth Report may consist of or include forecasts and/or projections. An examination or review of financial forecasts and projections, as outlined in the Canadian Institute of Chartered Accountants Handbook, has not been performed. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
22. Deloitte has requested that Mexicana bring to its attention any significant matters that were not addressed in the course of its specific inquiries. Accordingly, this Fourteenth Report is based solely on the information (financial or otherwise) made available to Deloitte. Some information provided by Mexicana had yet to be translated from Spanish at the date of the issuance of this report and some facts could be reported differently once an official translation is provided to Deloitte.

23. All references to dollars in this Fourteenth Report are in Canadian currency unless otherwise noted. Capitalized terms not defined in this Fourteenth Report are defined in the Initial Order, the Gonzales Affidavit, the First Report, the Second Report, the Third Report, the Fourth Report, the Fifth Report, the Sixth Report, the Seventh Report, the Eighth Report, the Ninth Report, the Tenth Report, the Eleventh Report, the Twelfth Report or the Thirteenth Report.

UPDATE ON THE MEXICAN PROCEEDINGS

24. As mentioned in the Thirteenth Report, given the unsuccessful negotiation with BF International to conclude a transaction, the Mexican Court decided to start a bidding process. Any interested investor was required by the Mexican Court to submit a proposal directly to the Mexican Court by no later than January 25, 2013.
25. The Mexican Court has not revealed any information on the progress of the bidding process since January 25, 2013. According to Mexicana's management, the Mexican Court is still currently reviewing the proposals received and it has not indicated when it might conclude.
26. The Information Officer learned on June 20, 2013 that on or about June 4, 2013, Mexicana filed a creditor agreement ("**Creditor Agreement**") with the Mexican Court. According to Mexicana's management, the Creditor Agreement has yet to be approved by the Mexican Court.
27. The Creditor Agreement contains information related to the payment of which each creditor will be entitled under a potential plan of arrangement, assuming that the Company is successful in concluding a transaction with a potential investor. The Information Officer has yet to be provided with an official translated copy of the Creditor Agreement.
28. The Creditor Agreement has been filed with the Mexican Court by Mexicana without, prior to it, advising its American and Canadian legal counsels and the Information Officer. Although it is not clear as to the information provided to the Information Officer, as per Mexicana's management, the delay to provide comments or objections on the Creditor Agreement has elapsed.
29. The Information Officer will submit another report to this Court within the next weeks to provide additional information to the creditors on the Creditor Agreement and its impact on their claims once all relevant information will have been gathered.
30. As mentioned in the Thirteenth Report, Mexicana and IATA finally came to an agreement in regard to a process on how to settle Mexicana's outstanding balance with IATA Clearing House. A partial distribution from IATA to Mexicana occurred. The final distribution should occur within the next weeks.
31. Mexicana was not able to confirm that it presently has the financial capabilities to pay the Post-filing debt and ongoing costs. Mexicana was not able to advise the Information Officer that the Company is processing payments to suppliers presently, providing post-filing goods and services.

ACTIVITIES OF THE INFORMATION OFFICER

32. Since August 5, 2010, the Information Officer's activities have included:

- Reviewing the draft materials for the CCAA Proceedings and communicating with Mexicana's Canadian counsel, BLG, regarding same;
- Posting a copy of the Court-filed documents in these CCAA Proceedings to the Information Officer's website at <http://www.deloitte.com/ca/mexicana-airlines>;
- Various discussions and correspondence with BLG;
- Responding to inquiries of Mexicana's stakeholders;
- Preparing and mailing a notice to creditors entitled *Supplemental Disclosure Regarding the Credit Recognition Application Process*;
- Preparing and updating the service list and posting same to the Information Officer's website;
- Participating in conference calls with management of the Company, BLG and the Foreign Representative to discuss matters relevant to the Mexican Proceedings and CCAA Proceedings;
- Preparing the Information Officer's reports and communicating with BLG regarding the same; and
- Attendance at Court hearings.

CONCLUSION

33. Since the Company was not able to provide the Information Officer with any financial information, the Information Officer is not in a position to conclude on the financial and liquidity situation of the Company.

The Information Officer respectfully submits to the Court, this, its Fourteenth Report.

DATED AT MONTREAL, this 26st day of June, 2013.

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

In its capacity as Information Officer of Compañía Mexicana de Aviación, S.A. de C.V.

Per:



Pierre Laporte, CPA, CA, CIRP
President



Jean-François Nadon, CPA, CA, CIRP
Senior Vice-President