



Modified B 10 (GCC) (12-11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK PROOF OF CLAIM

Name of Debtor (Check Only One):	Case No.		
<input checked="" type="checkbox"/> American Airlines, Inc.	(11-15464)	<input type="checkbox"/> Eagle Aviation Services, Inc.	(11-15472)
<input type="checkbox"/> AMR Corporation	(11-15463)	<input type="checkbox"/> Admirals Club, Inc.	(11-15473)
<input type="checkbox"/> AMR Eagle Holding Corporation	(11-15465)	<input type="checkbox"/> Business Express Airlines, Inc.	(11-15474)
<input type="checkbox"/> American Airlines Realty (NYC) Holdings, Inc.	(11-15462)	<input type="checkbox"/> Reno Air, Inc.	(11-15475)
<input type="checkbox"/> Americas Ground Services, Inc.	(11-15466)	<input type="checkbox"/> AA Real Estate Holding GPLLC	(11-15476)
<input type="checkbox"/> PMA Investment Subsidiary, Inc.	(11-15467)	<input type="checkbox"/> AA Real Estate Holding L.P.	(11-15477)
<input type="checkbox"/> SC Investment, Inc.	(11-15468)	<input type="checkbox"/> American Airlines Marketing Services LLC	(11-15478)
<input type="checkbox"/> American Eagle Airlines, Inc.	(11-15469)	<input type="checkbox"/> American Airlines Vacations LLC	(11-15479)
<input type="checkbox"/> Executive Airlines, Inc.	(11-15470)	<input type="checkbox"/> American Aviation Supply LLC	(11-15480)
<input type="checkbox"/> Executive Ground Services, Inc.	(11-15471)	<input type="checkbox"/> American Airlines IP Licensing Holding, LLC	(11-15481)

**PROOF OF CLAIM**  
**Your Claim is Scheduled As Follows:**

If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.

NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503 (other than a claim under 11 U.S.C. § 503(b)(9) which is subject to a separate bar date of February 13, 2012).

Name of Creditor (the person or other entity to whom the Debtor owes money or property): **All Bargaining Unit Members:**

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:  
**Past And Future, Active And Retired, Surviving Spouses And QUADRO, OF TWU LOCAL 514 11945 E. Pine St Tulsa OK 74116**

Telephone number: **918-437-4300**  
 E-mail:

Court Claim Number:  
 \_\_\_\_\_  
 (If known)

Filed on: \_\_\_\_\_

Name and address where payment should be sent (if different from above):

Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

Telephone number:  
 E-mail:

1. Amount of Claim as of Date Case Filed (November 29, 2011): \$ **7.5 Billion est. \***  
 (See instruction #1)  
 If all or part of the claim is secured, complete item 4.  
 If all or part of the claim is entitled to priority, complete item 5.  
 Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

**\* Total Estimated Amount of Liability, Division of General and Priority Creditor claim Amount's NOT DETERMINED AS OF YET.**

2. Basis for Claim: **Pension, Stock Options, All Retiree Benefits, All Active Benefits, FMLA, Workers Compensation Claims, All CBA Rights, Death Benefits, Discrimination**

3. Last four digits of any number by which creditor identifies Debtor:  
 (See instruction #3)

3a. Debtor may have scheduled account as:  
 \_\_\_\_\_  
 (See instruction #3a)

**Retaliation Claims, ETC**

4. Secured Claim (See instruction #4)  
 Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Nature of property or right of setoff:  Real Estate  Equipment  Other \_\_\_\_\_

Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_

Annual Interest Rate \_\_\_\_\_ %  Fixed or  Variable

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ \_\_\_\_\_

Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_

Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. (See instruction #5)

Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).  Wages, salaries, or commissions (up to \$11,725\*) earned within 180 days before the case was filed or the Debtor's business ceased, whichever is earlier - 11 U.S.C. § 507 (a)(4).  Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5).  Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)(2).

Amount entitled to priority: **\$ 7.5 Billion est \***

\*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim \_\_\_\_\_

E.I 155292822US

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: \_\_\_\_\_

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor
- I am the creditor's authorized agent. (Attach copy of power of attorney, if any.)
- I am the trustee, or the Debtor, or their authorized agent. (See Bankruptcy Rule 3004.)
- I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: DAnn Johnson

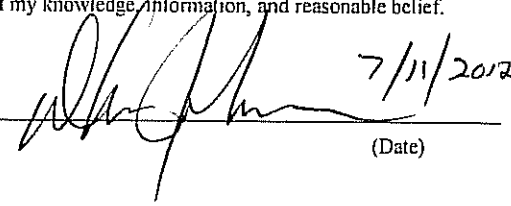
Title: Executive Board Officer

Company: Transport Workers Union Local 514

Address and telephone number (if different from notice address above):

11945 E PINE ST.  
TULSA OK 74055

(Signature)



(Date)

7/11/2012

Telephone number: 918 437-4300 e-mail: djohnson@TWUmail.ORG

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not led voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their Court-appointed claims agent, GCG, Inc. ("GCG"), are not authorized to provide, and are not providing, you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: IF BY FIRST CLASS MAIL: AMR Corporation, et al., c/o GCG, P.O. Box 9852, Dublin, Ohio 43017-5752. IF BY HAND DELIVERY OR OVERNIGHT MAIL: AMR Corporation, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.

THE GENERAL AND GOVERNMENTAL BAR DATES IS JULY 16, 2012 AT 5:00 P.M. (PREVAILING EASTERN TIME)

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on November 29, 2011 (the "Commencement Date"). You should select the Debtor against which you are asserting your claim.

**A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.**

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid e-mail address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the Court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing (using the exchange rate, if applicable, as of the Commencement Date.) Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a):**

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

**7. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is led electronically, FRBP 5005(a)(2) authorizes Courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is led electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the creditor's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is led by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.



Shipment Receipt

Transaction Date: 11 Jul 2012

Tracking Number:

1Z5AY4212997231387

<b>1</b> Address Information		
<b>Ship To:</b> AMR CORPORATION, ET AL C/O GCG 5151 BLAZER PARKWAY, SUITE A DUBLIN OH 430179306	<b>Ship From:</b> TRANSPORT WORKERS UNION LOCAL 514 MIKE MCDONALD 11945 E. PINE ST. TULSA OK 74116 Telephone:9184374300	<b>Return Address:</b> TRANSPORT WORKERS UNION LOCAL 514 MIKE MCDONALD 11945 E. PINE ST. TULSA OK 74116 Telephone:9184374300

<b>2</b> Package Information			
Weight	Dimensions / Packaging	Declared Value	Reference Numbers
1. Letter	UPS Letter		Reference#1 - BANKRUPTCY FORMS/KH

<b>3</b> UPS Shipping Service and Shipping Options			
<b>Service:</b>	UPS Next Day Air Saver		
<b>Guaranteed By:</b>	3:00 PM Thursday, Jul 12, 2012		
<b>Shipping Fees Subtotal:</b>	28.45 USD	<b>Additional Shipping Options</b>	
Transportation	25.40 USD	<b>Delivery Confirmation:</b>	
Fuel Surcharge	3.05 USD	Package 1: Signature Required	3.50 USD
		<b>Total Shipping Charges</b>	<b>31.95 USD</b>

<b>4</b> Payment Information	
<b>Bill Shipping Charges to:</b>	Shipper's Account 5AY421
Daily rates were applied to this shipment	
<b>Total Charged:</b>	31.95 USD

Note: Your invoice may vary from the displayed reference rates.

\* For delivery and guarantee information, see the UPS Service Guide. To speak to a customer service representative, call 1-800-PICK-UPS for domestic services and 1-800-782-7892 for international services.

**Responsibility for Loss or Damage**

Unless a greater value is recorded in the declared value field as appropriate for the UPS shipping system used, the shipper agrees that the released value of each package covered by this receipt is no greater than \$100, which is a reasonable value under the circumstances surrounding the transportation. If additional protection is desired, a shipper may increase UPS's limit of liability by declaring a higher value and paying an additional charge. UPS does not accept for transportation and shipper's requesting service through the Internet are prohibited from shipping packages with a value of more than \$50,000. The maximum liability per package assumed by UPS shall not exceed \$50,000, regardless of value in excess of the maximum. Claims not made within nine months after delivery of the package (sixty days for international shipments), or in the case of failure to make delivery, nine months after a reasonable time for delivery has elapsed (sixty days for international shipments), shall be deemed waived. The entry of a C.O.D. amount is not a declaration of value for carriage purposes. All checks or other negotiable instruments tendered in payment of C.O.D. will be accepted by UPS at shipper's risk. UPS shall not be liable for any special, incidental, or consequential damages. All shipments are subject to the terms and conditions contained in the UPS Tariff and the UPS Terms and Conditions of Service, which can be found at www.ups.com.