

**HEARING DATE AND TIME: October 30, 2012 at 10:00 a.m. (Eastern Time)**  
**OBJECTION DEADLINE: October 23, 2012 at 4:00 p.m. (Eastern Time)**

Harvey R. Miller  
Stephen Karotkin  
Alfredo R. Pérez  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Attorneys for Debtors and Debtors in Possession

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
Jay M. Goffman  
Telephone: (212) 735-3000  
-and-

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Felicia G. Perlman  
Telephone: (312) 407-0700  
Facsimile: (312) 407-8501  
Attorneys for the Official Committee of Unsecured Creditors

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

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:  
**In re** : **Chapter 11 Case No.**  
:  
**AMR CORPORATION, et al.,** : **11-15463 (SHL)**  
:  
**Debtors.** : **(Jointly Administered)**  
:  
-----X

**NOTICE OF HEARING ON JOINT MOTION OF DEBTORS  
AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
PURSUANT TO 11 U.S.C. § 1121(d) TO EXTEND EXCLUSIVITY PERIODS  
TO JANUARY 28, 2013 AND MARCH 28, 2013, RESPECTIVELY**

PLEASE TAKE NOTICE that a hearing on the annexed joint motion, dated  
October 16, 2012 (the “**Motion**”), of AMR Corporation and its related debtors (collectively, the

“**Debtors**”) and the Official Committee of Unsecured Creditors (the “**UCC**”), will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), One Bowling Green, New York, New York 10004, on **October 30, 2012 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion (the “**Objections**”) must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) and (b) by all other parties in interest, on a 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.), (ii) the Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.), (iv) the attorneys for the statutory committee of unsecured creditors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., Esq.) and Four Times Square, New York, New York 10036 (Attn: Jay M. Goffman, Esq.), (v) the attorneys for the Section 1114 Committee of Retired Employees, Jenner & Block LLP, 353 North Clark Street, Chicago, Illinois 60654 (Attn: Catherine L. Steege, Esq. and Charles B. Sklarsky, Esq.)

and 919 Third Avenue, 37th Floor, New York, New York 10022 (Attn: Marc B. Hankin, Esq.),  
and (vi) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002  
so as to be received no later than **October 23, 2012 at 4:00 p.m. (Eastern Time)** (the  
“**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and  
served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to  
the Bankruptcy Court an order substantially in the form of the proposed order annexed to the  
Motion, which order may be entered with no further notice or opportunity to be heard.

Dated: New York, New York  
October 16, 2012

/s/ Harvey R. Miller  
Harvey R. Miller  
Stephen Karotkin  
Alfredo R. Pérez  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Attorneys for Debtors  
and Debtors in Possession

SKADDEN, ARPS, SLATE, MEAGHER & FLOM  
LLP

By: /s/ John Wm. Butler, Jr.  
Jay M. Goffman  
Four Times Square  
New York, New York 10036  
(212) 735-3000

-and-

155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

John Wm. Butler, Jr.  
John K. Lyons  
Felicia G. Perlman  
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Creditors

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Harvey R. Miller  
Stephen Karotkin  
Alfredo R. Pérez  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors and Debtors in Possession

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
Jay M. Goffman  
Telephone: (212) 735-3000

-and-

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155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Felicia G. Perlman  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
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<b>AMR CORPORATION, et al.,</b>	:	<b>11-15463 (SHL)</b>
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<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
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**JOINT MOTION OF DEBTORS  
AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
PURSUANT TO 11 U.S.C. § 1121(d) TO EXTEND EXCLUSIVITY PERIODS  
TO JANUARY 28, 2013 AND MARCH 28, 2013, RESPECTIVELY**

TO THE HONORABLE SEAN H. LANE,  
UNITED STATES BANKRUPTCY JUDGE:

AMR Corporation (“**AMR Corp.**”) and its related debtors (collectively, the “**Debtors**” or “**American**”), and the Official Committee of Unsecured Creditors (the “**UCC**”) respectfully represent:

**Background**

1. On November 29, 2011 (the “**Commencement Date**”), each of the Debtors commenced a voluntary case under chapter 11 of title 11, United States Code (the “**Bankruptcy Code**”). The Debtors have continued to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.
2. On December 5, 2011, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed the UCC.
3. Information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Affidavit of Isabella D. Goren Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York, sworn to on November 29, 2011. (ECF No. 4)
4. By order dated March 22, 2012, American was granted a six-month extension of the initial 120-day period during which it has the exclusive right to file a chapter 11 plan (the “**Exclusive Filing Period**”) and the 180-day period to obtain acceptances of its plan (the “**Exclusive Solicitation Period**,” and together with the Exclusive Filing Period, the “**Exclusive Periods**”), through and including September 28, 2012 and November 29, 2012, pursuant to section 1121(d) of the Bankruptcy Code (ECF No. 1987). By order dated July 19,

2012, pursuant to the joint motion of American and UCC, and without opposition, American was granted a further extension of the Exclusive Periods through and including December 28, 2012 and February 28, 2013, respectively (together, the “**Extended Exclusive Periods**”) (ECF No. 3635).

### **Jurisdiction**

5. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

### **Relief Requested**

6. American and the UCC request that the Debtors be granted further extensions of the Exclusive Periods for thirty days to and including January 28, 2013 and March 28, 2013, respectively, pursuant to section 1121(d) of the Bankruptcy Code, without prejudice to the Debtors’ right to seek additional extensions thereof.

7. The requested further extensions of the Exclusive Periods in these large, complex, and difficult reorganization cases are essential and appropriate. Ample cause exists to grant American the requested thirty-day extensions of the Exclusive Periods, including the support of the creditors as evidenced by the joinder of the UCC in the instant Motion. Cause to extend includes, inter alia, that (i) the Debtors’ cases are large and complex, involving worldwide businesses and many faceted legal and business issues that require substantial time and diligence to resolve; (ii) American needs additional time to negotiate the terms of a chapter 11 plan; and (iii) substantial time has been expended on the extensive section 1113 proceedings, mediation, and negotiations involving the Allied Pilots Association (“**APA**”), the Association of Professional Flight Attendants (“**APFA**”), and the Transport Workers Union of America, AFL-CIO (“**TWU**”); although new collective bargaining agreements have been entered into with the

APFA and the seven TWU unions that resolved the section 1113 motion relating to such unions, APA members rejected the proposal of American despite the APA's recommendations and, as a consequence, considerable time and effort have been dedicated by American and the UCC in the continuing effort to resolve the labor situation with the APA; (iv) resolution of labor issues involving AMR's American Eagle subsidiary are in the process of resolution but still require dedication of time and resources; (v) substantial good faith progress has been made in a collaborative, cooperative, viable working relationship with the UCC; (vi) American is continuing the process of refining its business plan with the UCC; (vii) American and the UCC are pursuing their collaborative review of strategic alternatives that might be beneficial to American's economic stakeholders and the enterprise; (viii) American is continuing to work with the Pension Benefit Guaranty Corporation ("**PBGC**") regarding the freezing of American's defined benefit pension programs; (ix) American is continuing to work with the UCC and with the Committee of Retired Employees (the "**Retirees Committee**") to address and resolve American's retiree health and life insurance benefits; and (x) American has been paying postpetition obligations as they become due.

8. Extensions of the Exclusive Periods are warranted and appropriate given the size and high-level complexity of these chapter 11 cases and the progress made as to American's business and operations. The relief requested will allow American to continue focusing on preserving and enhancing going concern values and restructuring American's financial condition and operations to achieve a competitive and sustainable cost structure and, thus, achieve the objectives of chapter 11 – a successful rehabilitation. Extensions of the Exclusive Periods will enable American to further the cooperative relationship with the UCC, permit the satisfactory resolution of labor issues, including pension obligations, refresh

American's fleet, take other actions to enable the attainment of a competitive cost structure, analyze potential recoveries after thorough review and analysis of claims filed in accordance with the bar date order, and thoroughly review with the UCC all strategic alternatives.

9. Finally, and most importantly, based on the facts and circumstances that exist as of the date of this Motion, American and the UCC have agreed to jointly seek the requested thirty-day extensions of the Exclusive Periods. American and the UCC believe that the requested extensions are necessary in the face of the many tasks that must be pursued, reviewed, and completed. At this juncture, American and the UCC believe that the proposed thirty-day extensions will facilitate the expedition of the chapter 11 cases and benefit all parties in interest. However, the requested extensions are without prejudice to such further requests that may be made pursuant to section 1121(d) of the Bankruptcy Code by the Debtors or any party in interest, for cause shown, upon notice and a hearing.

#### **Basis for Relief Requested**

10. Pursuant to section 1121(d) of the Bankruptcy Code, the Court may extend the Exclusive Periods for cause. *See* 11 U.S.C. § 1121(d) (“on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section”). However, the 120-day period “may not be extended beyond a date that is 18 months after the [commencement] date” and the 180-day period “may not be extended beyond a date that is 20 months after the [commencement] date.” *Id.* § 1121(d)(2). Ample cause exists to further extend the Exclusive Periods for American.

11. The Exclusive Periods established by Congress were incorporated in the Bankruptcy Code to afford a full and fair opportunity to propose a chapter 11 plan and enable



solicitation of acceptances of the plan without the deterioration and disruption of a debtor's business that might be caused by the filing of multiple competing plans. Indeed, the primary objective of a chapter 11 case is the formulation, confirmation, and consummation of a consensual chapter 11 plan. American intends to achieve this objective. At this juncture, cause exists to extend the Exclusive Periods in these chapter 11 cases to facilitate the (i) comprehensive stabilization of American's business; (ii) resolution of very important pending issues relating to labor, post-employment medical and life insurance benefits ("**OPEB**"), and cost structure, (iii) continued exploration of strategic alternatives, (iv) determination of the allowed claims pool, and (v) plan negotiation process. To do otherwise would defeat the very purpose of section 1121 of the Bankruptcy Code, i.e., affording the Debtors the full and fair opportunity to formulate and prosecute their proposed chapter 11 plan.

12. Section 1121(d) of the Bankruptcy Code empowers a Bankruptcy Court to further extend the Extended Exclusive Periods "for cause." 11 U.S.C. § 1121(d). The Bankruptcy Code neither defines the term "cause" for purposes of section 1121(d) nor establishes formal criteria for an extension. The legislative history of section 1121 indicates, however, that it is intended to be a flexible standard to balance the competing interests of a debtor and its creditors. *See* H.R. Rep. No. 95-595, at 231-32 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5963 (noting that Congress intended to give Bankruptcy Courts great flexibility to protect a debtor's interests by allowing a debtor unimpeded opportunity to negotiate settlement of debts without interference from other parties in interest).

13. In exercising its broad discretion, the Bankruptcy Court may consider a variety of factors to assess the totality of circumstances in each case. *See In re Borders Group, Inc.*, 460 B.R. 818, 821-22 (Bankr. S.D.N.Y. 2011) ("The determination of cause under section

1121(d) is a fact-specific inquiry and the court has broad discretion in extending or terminating exclusivity.”); *In re Adelpia Commc’ns Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006) (identifying objective factors courts historically have considered in determining whether cause exists to extend or terminate exclusivity); *see also In re McLean Indus., Inc.*, 87 B.R. 830, 834 (Bankr. S.D.N.Y. 1987) (identifying factors used by courts to determine whether cause exists to extend exclusivity); *In re Dow Corning Corp.*, 208 B.R. 661, 664 (Bankr. E.D. Mich. 1997); *In re Express One Int’l, Inc.*, 194 B.R. 98 (Bankr. E.D. Tex. 1996). Those factors include, without limitation:

- (i) the size and complexity of the debtor’s case;
- (ii) the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;
- (iii) the existence of good faith progress towards reorganization;
- (iv) the fact that the debtor is paying its bills as they become due;
- (v) whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- (vi) whether the debtor has made progress in negotiations with its creditors;
- (vii) the amount of time which has elapsed in the case;
- (viii) whether the debtor is seeking an extension of exclusivity in order to pressure creditors to submit to the debtor’s reorganization demands; and
- (ix) whether an unresolved contingency exists.

*Adelpia Commc’ns*, 352 B.R. at 587 (noting that the nine factors listed above are “objective factors which courts historically have considered in making determinations of this character”); *see also Borders*, 460 B.R. at 822 (evaluating the nine factors set forth in *Adelpia* to hold that

debtor established cause to extend exclusivity); *McLean Indus.*, 87 B.R. at 834. The exercise of the Court's discretion is not simply a check-off process, but is based upon the totality of the circumstances. The above factors are not exclusive bases for such exercise. Application of the established standards to the indisputable facts of these chapter 11 cases demonstrates more than ample cause to grant this joint request for the thirty-day extensions of the Extended Exclusive Periods.

**A. The Debtors' Cases Are Patently Large and Very Complex, And There Has Not Been Sufficient Time to Permit the Debtors To Resolve Major Issues Critical to the Chapter 11 Process, Complete Negotiations, and Prosecute a Reorganization Pursuant to Chapter 11**

14. It is well-established that the size and complexity of a debtor's case alone may constitute cause to extend the Exclusive Filing Period. The legislative history provides that "if an unusually large company were to seek reorganization under chapter 11, the court would probably need to extend the time in order to allow the debtor to reach an agreement." H.R. Rep. No. 95-595, at 232 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5963. Similarly, this Court has stated: "The large size of a debtor and the consequent difficulty in formulating a plan . . . for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods." *In re Texaco Inc.*, 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987).

15. The size, complexity, and legal issues of these chapter 11 cases warrant an extension of the Exclusive Periods. American has long been America's premier flagship airline. As of November 1, 2011, American Airlines had a fleet of over 600 jet aircraft and provided approximately 1,800 scheduled daily departures to approximately 160 destinations throughout North America, the Caribbean, Latin America, Europe, and Asia. As of September 30, 2011,

AMR had consolidated reported assets and liabilities of approximately \$24.72 billion and \$29.55 billion, respectively. As of the Commencement Date, AMR employed more than 88,000 people domestically and abroad. A majority of AMR's U.S.-based employees are unionized and subject to collective bargaining agreements.

16. The Debtors have approximately 43,000 creditors and equity security holders and are parties to more than 28,000 executory contracts. Since the establishment of July 16, 2012 as the bar date for filing claims (the "**Bar Date**"), approximately 13,000 proofs of claim, including protective proofs of claim of Indenture Trustees for large issues of funded debt, have been filed against the Debtors. The filed claims aggregate approximately \$292 billion. By any reasonable measure, these chapter 11 cases remain among the large and more complex chapter 11 cases.

17. In cases of the size and complexity of American, the Exclusive Periods are inadequate to evaluate the universe of assets belonging to, and claims asserted against, the Debtors, as well as the numerous issues and circumstances being pursued by American and the UCC, to enable the Debtors to prepare a disclosure statement containing adequate information for solicitation purposes. The instant chapter 11 cases are indisputably of the size and complexity that have been recognized to warrant extensions of the Exclusive Periods.

**B. Substantial Good Faith Progress Has Been Made to Achieve the Objectives of Chapter 11**

18. American has made significant progress in pursuing a competitive cost structure in order to achieve viability in its marketplace. These encompass labor cost savings, managerial efficiencies, and other economies which, when fully achieved, will assist in making American cost competitive. The execution of these efforts requires substantial time and

dedication of resources, but is necessary to maximize the value of American. The work proceeds on many fronts concurrently but is time and resource demanding, and therefore, additional time is necessary.

19. In addition to American's good faith efforts towards reorganization as set forth in prior motions to extend the Exclusive Periods, since July 2012 American

- presented an updated comprehensive company business plan to the UCC and commenced the evaluation of strategic alternatives in the context of the company's business plan;
- agreed to nondisclosure agreements with US Airways Group and others as part of the strategic alternative evaluations;
- has undertaken an evaluation of its numerous aircraft and equipment leases as part of its accelerated fleet renewal strategy;
- filed five omnibus motions to assume thirty unexpired leases of nonresidential real property;
- has been proceeding expeditiously pursuant to section 1110(a) of the Bankruptcy Code to deal with aircraft issues;
- conducted negotiations with the respective collective bargaining agents for American's nonsalaried workforce to deal with its noncompetitive cost structure, reached agreements on new collective bargaining agreements with the APFA and with the TWU, and obtained an order authorizing the rejection of its collective bargaining agreement with the APA;
- responded to several appeals of the order authorizing the rejection of its collective bargaining agreement with the APA;
- continued to work with the PBGC to resolve the issues of underfunded qualified pension plans and issues peculiar to the APA pension plan;
- commenced an adversary proceeding for a judgment declaring that retirees have no vested right to retiree health and welfare benefits and that retiree health and welfare benefits may be unilaterally modified by the Debtors;
- has been analyzing the more than 13,000 proofs of claim filed in an aggregate amount of approximately \$292 billion to date and has filed nine omnibus objections to claims;

- enhanced the working relationship with the UCC and its professionals, inclusive of extended and continuing due diligence programs with such professionals;
- completed the organizational redesign of the management structure; and
- responded to extensive inquiries related to the status and progress of these cases and specific contract counterparty demands.

20. Fleet Renewal Strategy. Consistent with the opportunities presented by chapter 11, an analysis of American's aircraft fleet has been ongoing and is not yet complete. American is analyzing the benefits of lease rejections and selling and/or returning aircraft and engines in a manner that will enhance ongoing operations and the interests of all of its economic stakeholders. It is valuing aircraft based on current lease rates, aircraft market values, required maintenance, as well as the need to phase out older aircraft to achieve necessary fleet efficiencies. As a result, American has filed five omnibus motions for approval of the rejection of leases and other relief to implement the fleet renewal strategy. In addition, American has continued, pursuant to Court authorization, to acquire new aircraft from The Boeing Company and execute related sale-leaseback or financing transactions. Since the Commencement Date, American has taken possession of twenty-two new 737-800 aircraft and put those aircraft into service. In addition, American is scheduled to take delivery of fourteen new 737-800 aircraft during the next six months.

21. American continues to negotiate modifications to existing arrangements pursuant to section 1110 of the Bankruptcy Code and has obtained Court approval to enter into section 1110(a) agreements and section 1110(b) stipulations to extend the time to comply with section 1110 in order to continue analyzing the pertinent agreements and continue to negotiate with aircraft parties. This is an essential process that will enable American to achieve the

creation of the most efficient, economical, and, together with the new aircraft acquisitions, the most modern air fleet among its domestic competitors.

22. Labor and Pension Issues. Negotiations between American and the APA are continuing. They are intensive and resource demanding. The requested thirty-day extensions will facilitate such negotiations.

23. Part of the reorganization process is the necessary resolution of American's underfunded pension obligations. That resolution implicates the positions of the PBGC. Resolution of the pension and OPEB issues is critical to the ultimate success of the reorganization process. Since the Commencement Date, the Debtors have achieved consensus with the PBGC as to the status of the underfunded pension plans. Although this represents substantial progress, there remain issues that need to be resolved as to the APA pension plan that involve numerous federal entities. That process is being actively pursued with the PBGC, the Internal Revenue Service, and the United States Treasury in collaboration with the APA and the UCC.

24. In addition to reaching a resolution of its defined benefit pension plans, American intends to modify OPEB because of its noncompetitive cost structure. On July 6, 2012, American commenced an adversary proceeding for a judgment declaring that, although it has historically chosen to provide retiree health and welfare benefits, it is under no legal compulsion to do so and, therefore, American's retirees hold no vested right to such benefits, which may be unilaterally modified. American also has engaged in discussions with, and made proposals to, the Retiree Committee. American desires to avoid protracted proceedings if possible. Additional time to explore resolution of OPEB issues is necessary to facilitate the reorganization process.

25. The thirty-day extensions of the Exclusive Periods as requested are necessary and appropriate to afford American as well as the UCC additional time to achieve the objectives of chapter 11 on a consensual basis. The requested extensions are de minimis, reasonable, and necessary in the context of the existing facts and circumstances.

**C. The Debtors Have Made Progress in Pursuing the Objectives of Chapter 11 and Are Not Seeking to Use Exclusivity to Pressure Creditors to Submit to the Debtors' Demands**

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26. This is American's third request for extensions of the Exclusive Periods. The requested thirty-day extensions are appropriate and more than reasonable given American's progress to date and the current posture of these chapter 11 cases. Patently, the Debtors and the UCC are not seeking the extensions to artificially delay the conclusion of these chapter 11 cases or to hold creditors hostage to an unsatisfactory plan proposal. Rather, it is the recognition that there is a need for additional time to seek a consensual chapter 11 plan.

27. The requested extensions of the Exclusive Periods will not harm any economic stakeholder. The additional thirty days will be used to develop and build consensus for a feasible chapter 11 plan. Moreover, should any events occur or there be a significant change in circumstances, a party in interest may move to reduce the Exclusive Periods. *See* 11 U.S.C. § 1121(d). In addition, American and the UCC have preserved their earlier agreement that American shall bear the burden in accordance with 11 U.S.C. § 1121(d) to show cause to retain or further extend such Exclusive Periods in the event that the UCC files a motion to terminate exclusivity in the future or opposes any further extensions of the Exclusive Periods.

**D. Important Contingencies Must Be Resolved by the Debtors**

28. Courts have recognized the need to resolve important contingencies as justification for extending the Exclusive Periods. *See, e.g., Borders*, 460 B.R. at 826; *Adelphia*



*Commc'ns*, 352 B.R. at 587. American has made substantial progress in the prosecution of the chapter 11 cases; however, there remain significant contingencies, including those relating to collective bargaining agreements at American's operating subsidiaries, pension, OPEB, fleet, the determination and allowance of rejection damage claims associated with rejected aircraft and facilities agreements, and the determination and allowance of labor-related claims associated with settlement of the section 1113 process.

29. An early expiration of the Exclusive Periods at a time when American and the UCC are working collaboratively and cooperatively to address unresolved issues and contingencies and evaluate strategic alternatives likely would lead to the threat of multiple plans, unnecessary adversarial situations and confrontations, and a deterioration of the orderly chapter 11 process in contravention of the intent and objectives of chapter 11.

**E. The Debtors Are Making Required Postpetition Administrative Expense Payments As They Come Due and Have the Ability to Continue to Do So**

30. Courts considering an extension of exclusivity also may assess a debtor's liquidity and solvency. *See Adelpia Commc'ns*, 352 B.R. at 587; *Texaco*, 76 B.R. at 322. Here the Debtors have sufficient liquidity and are paying their administrative expenses as they come due and will continue to do so.

**Conclusion**

31. The Debtors have responded to the exigent demands of these chapter 11 cases and have worked diligently with the UCC to advance the reorganization process. American should be afforded a full, fair, and reasonable opportunity to negotiate, propose, file, and solicit acceptances of a chapter 11 plan. The requested thirty-day extensions of the Exclusive Periods are limited but warranted and necessary to afford the parties a meaningful

opportunity to continue to pursue the chapter 11 reorganization process and build a consensus among economic stakeholders, all as contemplated by chapter 11 of the Bankruptcy Code.

32. The thirty-day extensions of the Exclusive Periods to January 28, 2013 and March 28, 2013, respectively, will enable American, the UCC, and others to harmonize the diverse and competing interests that exist and seek to resolve any conflicts in a reasoned and balanced manner for the benefit of all parties in interest.

**Notice**

33. Notice of this Motion has been provided to parties in interest in accordance with the Amended Order Pursuant to 11 U.S.C. §§ 105(a) and (d) and Bankruptcy Rules 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures, dated August 8, 2012 (ECF No. 3952). In view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

34. No previous request for the relief sought by this Motion has been made by the Debtors to this or any other Court other than the prior requests for extensions of the Exclusive Periods that were granted on March 22, 2012 and July 19, 2012.

WHEREFORE the Debtors respectfully request that the thirty-day extensions of  
the Exclusive Periods be granted together with such other and further relief as is just.

Dated: New York, New York  
October 16, 2012

/s/ Harvey R. Miller

Harvey R. Miller  
Stephen Karotkin  
Alfredo R. Pérez

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
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SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

Jay M. Goffman  
Four Times Square  
New York, New York 10036  
(212) 735-3000

-and-

155 North Wacker Drive  
Chicago, Illinois 60606  
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John Wm. Butler, Jr.  
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Attorneys for the Official Committee of  
Unsecured Creditors

HEARING DATE AND TIME: October 30, 2012 at 10:00 a.m. (Eastern Time)  
OBJECTION DEADLINE: October 23, 2012 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.  
AMR CORPORATION, *et al.*, : 11-15463 (SHL)  
Debtors. : (Jointly Administered)  
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THIRD ORDER PURSUANT TO 11 U.S.C. § 1121(d)  
EXTENDING EXCLUSIVITY PERIODS

Upon the Motion, dated October 16, 2012 (the “**Motion**”),<sup>1</sup> of AMR Corporation and its related debtors (collectively, the “**Debtors**”) and the UCC, pursuant to section 1121(d) of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order extending the Debtors’ exclusive periods in which to file a chapter 11 plan (the “**Exclusive Filing Period**”) and solicit acceptances thereof (the “**Exclusive Solicitation Period**,” and together with the Exclusive Filing Period, the “**Exclusive Periods**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and the

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Debtors' Exclusive Filing Period in which to file a chapter 11 plan is extended to and including January 28, 2013; and it is further

ORDERED that, pursuant to section 1121(d) of the Bankruptcy Code, the Debtors' Exclusive Solicitation Period in which to solicit acceptances of their chapter 11 plan is extended to and including March 28, 2013; and it is further

ORDERED that the extensions of the Exclusive Filing Periods granted herein are without prejudice to such further requests that may be made pursuant to section 1121(d) of the Bankruptcy Code by the Debtors or any party in interest, for cause shown, upon notice and a hearing; *provided, however*, that should the UCC file a motion to shorten the Debtors' Exclusive Periods, the Debtors shall bear the burden in accordance with 11 U.S.C. § 1121(d) to show cause to retain or further extend such Exclusive Periods; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
[\_\_\_\_\_], 2012

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United States Bankruptcy Judge