

HEARING DATE AND TIME: May 30, 2013 at 11:00 a.m. (Eastern Time)
OBJECTION DEADLINE: May 23, 2013 at 4:00 p.m. (Eastern Time)

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

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

**NOTICE OF HEARING ON DEBTORS' MOTION FOR AN ORDER (I) APPROVING
NOTICE OF DISCLOSURE STATEMENT HEARING; (II) APPROVING DISCLOSURE
STATEMENT; (III) ESTABLISHING A RECORD DATE; (IV) ESTABLISHING NOTICE
AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN;
(V) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR
DISTRIBUTION THEREOF; (VI) APPROVING THE FORMS OF BALLOTS AND
ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN; AND (VII) APPROVING
THE FORM OF NOTICE TO NON-VOTING CLASSES UNDER THE PLAN**

PLEASE TAKE NOTICE that a hearing on the annexed motion, dated April 15, 2013 (the "**Motion**"), of AMR Corporation and its related debtors, as debtors and debtors in possession (collectively, the "**Debtors**"), 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 **May 30, 2013 at 11:00 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. and Alfredo R. Pérez, 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 Official 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 **May 23, 2013 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
April 15, 2013

/s/ Alfredo R. Pérez

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Alfredo R. Pérez

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Attorneys for Debtors
and Debtors in Possession

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: Debtors. : (Jointly Administered)
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OF DISCLOSURE STATEMENT HEARING; (II) APPROVING DISCLOSURE
STATEMENT; (III) ESTABLISHING A RECORD DATE; (IV) ESTABLISHING
NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN;
(V) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION
THEREOF; (VI) APPROVING THE FORMS OF BALLOTS AND ESTABLISHING
PROCEDURES FOR VOTING ON THE PLAN; AND (VII) APPROVING THE
FORM OF NOTICE TO NON-VOTING CLASSES UNDER THE PLAN**

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

AMR Corporation (“**AMR**”) and its related debtors, as debtors and debtors in possession (collectively, the “**Debtors**” or “**American**”), respectfully represent:

Summary of Relief Requested

1. On April 15, 2013 the Debtors filed their Joint Chapter 11 Plan (as it may be further amended, modified, and supplemented, the “**Plan**”)¹ (ECF No. 7631), and their related Proposed Disclosure Statement for Debtors’ Joint Chapter 11 Plan (as it may be amended, modified, and supplemented, the “**Disclosure Statement**”) (ECF No. 7632). In accordance with Rule 3017(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Debtors obtained from the Court a date and time for a hearing to consider, inter alia, approval of the Disclosure Statement, which will be held at 11:00 a.m. (Eastern Time) on May 30, 2013 (the “**Disclosure Statement Hearing**”).

2. The Plan, which was filed with the support of the Official Committee of Unsecured Creditors (the “**UCC**”) and the Ad Hoc Committee, provides, among other things, that effective upon the confirmation and consummation of the Plan, Merger Sub, a wholly owned subsidiary of AMR formed for the purpose of effecting a merger, will be merged with and into US Airways Group, Inc. (“**US Airways**”), with US Airways continuing as the surviving entity as a direct, wholly owned subsidiary of AMR (the “**Merger**”). The Plan maximizes value for parties holding allowed Claims against, and allowed Equity Interests in, the Debtors. Annexed hereto as **Exhibit “A”** is a list of all Classes of Claims and Equity Interests set forth in the Plan and Disclosure Statement.

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

3. By this Motion and pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11, United States Code (the “**Bankruptcy Code**”), Bankruptcy Rules 2002, 3017, 3018, and 3020, and Rules 3017-1, 3018-1, and 3020-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the Debtors seek an order (the “**Proposed Order**”):

- (i) approving the notice of the Disclosure Statement Hearing provided by the Debtors in connection with the filing of this Motion, a copy of which is annexed hereto as **Exhibit “B,”**
- (ii) approving the Disclosure Statement under section 1125 of the Bankruptcy Code;
- (iii) establishing a record date for notice of the Confirmation Hearing (as defined below) and for voting on the Plan;
- (iv) establishing notice and objection procedures for the Confirmation Hearing, including the form of notice annexed hereto as **Exhibit “C;”**
- (v) approving the Notice Packages (as defined below) and procedures for the distribution thereof;
- (vi) approving the forms of ballots, substantially in the form annexed hereto collectively as **Exhibit “D,”** and establishing procedures for voting on the Plan;
- and (vii) approving the form of notice to non-voting classes, substantially in the form annexed hereto as **Exhibit “E.”**

4. A Proposed Order approving the relief requested in this Motion is annexed hereto as **Exhibit “F.”** The following table provides dates related to specific relief requested in the Motion. As demonstrated herein, the proposed procedures are fair and equitable and should be approved.

Disclosure Statement Objection Deadline:	May 23, 2013 at 4:00 p.m. (Eastern Time)
Disclosure Statement Hearing:	May 30, 2013 at 11:00 a.m. (Eastern Time)
Voting Record Date:	May 1, 2013 for the Debtors' Securities and May 23, 2013 for all other Claims
Solicitation Deadline:	June 20, 2013
Voting Deadline:	July 29, 2013
Publication Deadline:	Not less than 28 days before the Plan Confirmation Objection Deadline
Plan Confirmation Objection Deadline:	August 1, 2013 at 4:00 p.m. (Eastern Time)
Voting Certification Deadline:	August 8, 2013
Deadline to Reply to Plan Objection(s):	August 12, 2013 at 4:00 p.m. (Eastern Time)
Plan Confirmation Hearing:	August 15, 2013

Jurisdiction

5. This 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).

I. APPROVAL OF FORM OF NOTICE OF DISCLOSURE STATEMENT HEARING AND PROCEDURES FOR FILING OF OBJECTIONS TO THE PROPOSED DISCLOSURE STATEMENT

A. Approval of Notice of Disclosure Statement Hearing

6. In accordance with Bankruptcy Rules 3017(a) and 2002 and Local Rule 3017-1, in connection with the filing of this Motion, on or before April 22, 2013, the Debtors will serve a notice of the hearing on this Motion (the "**Disclosure Statement Notice**"), substantially in the form annexed hereto as **Exhibit "B,"** by electronic transmission, by overnight mail, or by first class mail upon all required parties (the "**Notice Parties**").² The

² The Notice Parties include: (i) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, 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 (the "**U.S. Trustee**"), 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.); (iv) Skadden, Arps, Slate, Meagher & Flom LLP, attorneys for the UCC, 155 North Wacker Drive, Chicago, Illinois 60606

Disclosure Statement Notice provides the Notice Parties with at least 28 days' notice of the time, date, and place for filing objections to the proposed Disclosure Statement. The Debtors request that the Court approve the Disclosure Statement Notice and the notice given thereby as adequate.

7. The Debtors will provide, at their expense, copies of the proposed Disclosure Statement and Plan to any party in interest upon request made to GCG, Inc. ("GCG"), the Debtors' voting agent (the "**Voting Agent**"), at the following address:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Moreover, copies of the Disclosure Statement and Plan are on file with the Office of the Clerk of the Bankruptcy Court for review during normal business hours and are also available on the Debtors' website at www.amrcaseinfo.com.

8. The Debtors submit that the foregoing procedures provide adequate notice of the Disclosure Statement Hearing for all purposes and, accordingly, request that the Court approve such procedures as adequate.

**B. Approval of Procedures for Filing
Objections to the Disclosure Statement**

9. The Disclosure Statement Notice provides that objections to the proposed Disclosure Statement, if any, must:

(Attn: John Wm. Butler, Jr., Esq.) and Four Times Square, New York, New York 10036 (Attn: Jay M. Goffman, Esq.); (v) Jenner & Block LLP, attorneys for the Section 1114 Committee of Retired Employees (the "**Retiree Committee**"), 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.); (vi) the Securities and Exchange Commission; (vii) all known holders of Claims listed on the Debtors' Schedules (as defined herein) at the addresses stated therein (as amended or supplemented from time to time), other than scheduled Claims that have been superseded by a filed proof of Claim; (viii) all parties who filed proofs of Claim against any of the Debtors' estates that have not been expunged and disallowed by final order; (ix) all parties who have requested notice pursuant to Bankruptcy Rule 2002; and (x) the registered holders of the Debtors' Securities (as defined herein).

- (a) Be in writing;
- (b) State the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party;
- (c) State with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be incorporated into the Disclosure Statement to resolve any such objection or response;
- (d) Conform to the Bankruptcy Rules and the Local Rules;
- (e) Be filed with the Bankruptcy Court (i) 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 (ii) 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
- (f) Be served in accordance with General Order M-399 no later than 4:00 p.m. (Eastern Time), on May 23, 2013 (which is seven days prior to the Disclosure Statement Hearing), on the following parties —
 - (i) The Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.);
 - (ii) The attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, Esq.);
 - (iii) The U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.);
 - (iv) The attorneys for the UCC, 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.); and
 - (v) The attorneys for the Retiree Committee, 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.).

10. The Debtors request that the Court approve, pursuant to Bankruptcy Rule 3017, the procedure and timing for filing objections to the proposed Disclosure Statement, as set forth in the Disclosure Statement Notice.

II. THE DISCLOSURE STATEMENT CONTAINS ADEQUATE INFORMATION AND SHOULD BE APPROVED

11. Pursuant to section 1125 of the Bankruptcy Code, a plan proponent must provide holders of impaired claims and equity interests with “adequate information” regarding a proposed chapter 11 plan. In that regard, section 1125(a)(1) of the Bankruptcy Code provides:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1). Thus, a disclosure statement must, as a whole, provide information that is reasonably practicable to permit an informed judgment by impaired creditors or equity interest holders entitled to vote on a plan of reorganization. *See In re Momentum Mfg. Corp.*, 25 F.3d 1132, 1136 (2d Cir. 1994); *Cadle Co. II, Inc. v. PC Liquidation Corp. (In re PC Liquidation Corp.)*, 383 B.R. 856, 866 (E.D.N.Y. 2008) (holding that a disclosure statement was adequate where it “enable[d] a reasonable creditor to make an informed judgment about the [p]lan”); *see also In re Adelpia Commc’ns Corp.*, 352 B.R. 592, 600 (Bankr. S.D.N.Y. 2006) (explaining that “an adequate disclosure determination requires a bankruptcy court to find not just that there is enough information, but also that what is said is not misleading”); *In re Copy Crafters Quickprint, Inc.*, 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (adequacy of disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of

Chapter 11 towards fair settlement through a negotiation process between informed interested parties”).

12. The bottom-line requirement is that the disclosure statement must clearly and succinctly inform the “average unsecured creditor ‘what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.’” *In re Radco Props., Inc.*, 402 B.R. 666, 683 (Bankr. E.D.N.C. 2009) (quoting *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991)). In examining the adequacy of the information contained in a disclosure statement, the Court has broad discretion. *See Menard-Sanford v. Mabey (In re A.H. Robins Co., Inc.)*, 880 F.2d 694, 696 (4th Cir. 1989); *Tex. Extrusion Corp. v. Lockheed Corp. (In re Tex. Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988); *see also In re Oxford Homes, Inc.*, 204 B.R. 264, 269 (Bankr. D. Me. 1997) (Congress intentionally drew vague contours of what constitutes adequate information so that bankruptcy courts may exercise discretion to tailor them to each case’s particular circumstances); *In re Dakota Rail Inc.*, 104 B.R. 138, 143 (Bankr. D. Minn. 1989) (bankruptcy court has “wide discretion to determine . . . whether a disclosure statement contains adequate information, without burdensome, unnecessary, and cumbersome detail”). This grant of discretion was intended to facilitate effective reorganization of a debtor in the broad range of businesses in which chapter 11 debtors engage and the broad range of circumstances that accompany chapter 11 cases. *See* H.R. Rep. No. 595, 95th Cong., 1st Sess. 408–09 (1977). “In reorganization cases, there is frequently great uncertainty. Therefore the need for flexibility is greatest.” *Id.* at 409. Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. *See In re PC Liquidation Corp.*, 383 B.R. at 866; *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

13. In that regard, Courts generally examine whether a disclosure statement contains, if applicable, the following information:

- (a) The circumstances that gave rise to the filing of the bankruptcy petition;
- (b) A description of the available assets;
- (c) The anticipated future of the debtor;
- (d) A disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (e) The condition and performance of the debtor while in chapter 11;
- (f) Information regarding claims against the estate;
- (g) A liquidation analysis setting forth the estimated return that creditors would receive in a liquidation under chapter 7;
- (h) The accounting and other relevant methods used to produce the financial information in the disclosure statement;
- (i) Information regarding the future management of the debtor;
- (j) A summary of the plan of reorganization;
- (k) An estimate of all administrative expenses, including attorneys' fees and accountants' fees;
- (l) The collectability of any accounts receivable;
- (m) Any financial information, valuations, or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (n) Information relevant to the risks being taken holders of claims or equity interests;
- (o) The actual or projected value that can be obtained from any avoidable transfers;
- (p) The existence, likelihood, and possible success of nonbankruptcy litigation;
- (q) The tax consequences of the plan of reorganization; and
- (r) The relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortg. Co., 88 B.R. 168, 170–71 (Bankr. S.D. Ohio 1988); *see also In re Source Enters. Inc.*, No. 06-11707 (AJG), 2007 Bankr. LEXIS 4770, at *7–8 (Bankr. S.D.N.Y. July 31, 2007) (using similar list). This list is not meant to be comprehensive; neither must a debtor provide all the information on the list; rather, the Court must decide what is appropriate and relevant in each case. *See Ferretti*, 128 B.R. at 18–19 (adopting similar list); *see also Phoenix Petroleum*, 278 B.R. at 393 (making use of similar list but cautioning that “no one list of categories will apply in every case”).

14. The Debtors submit that the Disclosure Statement contains adequate information regarding the applicable subject matters identified above, including, but not limited to, a discussion of:

- (a) The circumstances that gave rise to the filing of these chapter 11 cases;
- (b) The source of the information provided in the Disclosure Statement;
- (c) Significant events during the course of these chapter 11 cases;
- (d) The condition and performance of the Debtors during these chapter 11 cases;
- (e) Information regarding Claims against the Debtors;
- (f) The Merger;
- (g) Information regarding Claims and Equity Interests to be addressed under the Plan;
- (h) Valuations and projections that would be relevant to determining whether to accept or reject the Plan;
- (i) The accounting and valuation methods used to produce the financial information in the Disclosure Statement;
- (j) Information regarding the future management of the Debtors after the Merger;
- (k) A summary of the Plan;

- (l) Settlements and compromises of certain Claims under the Plan;
- (m) Information relevant to the risks being taken by holders of Claims and/or Equity Interests;
- (n) Tax consequences of the Plan; and
- (o) A liquidation analysis indicating that the estimated return that holders of Claims against, and Equity Interests in, the Debtors will receive under the Plan is not less than what they would receive under a hypothetical chapter 7 liquidation.

15. The Debtors submit that the Disclosure Statement satisfies the requirements of section 1125 of the Bankruptcy Code and respectfully request that the Court approve the Disclosure Statement.

III. ESTABLISHING A RECORD DATE

16. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a chapter 11 plan, “creditors and interest holders shall include holders of stock, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Because certain votes on the Plan will be solicited with respect to securities held in street name, in order to facilitate the voting process a date certain is needed for a record date so that the record holders have adequate time to implement the voting process. Accordingly, the Debtors propose that the record date for purposes of determining which eligible holders of Claims and Equity Interests are entitled to vote on the Plan (the “**Record Date**”) be set on May 1, 2013 for the Debtors’ Securities (as defined herein) and May 23, 2013 for all other Claims against the Debtors. The

retroactive establishment of the Record Date is appropriate to facilitate the determination of which entities are entitled to vote to accept or reject the Plan.³

IV. ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN

A. Setting the Confirmation Hearing

17. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. P. 3017(c).

18. In accordance with Bankruptcy Rules 2002(b) and 3017(c) and in view of the Debtors' proposed solicitation schedule outlined herein, the Debtors request that a hearing on confirmation of the Plan (the "**Confirmation Hearing**") be scheduled on August 15, 2013, which is approximately 75 days after the anticipated date for the entry of the Proposed Order. The Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice, except for adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court. The proposed date for the Confirmation Hearing complies with the Bankruptcy Rules and enables the Debtors to pursue consummation of the Plan in a timely manner.

³ With respect to Equity Interest holders or any Claims based on the Debtors' Securities, any list maintained by the Indenture Trustees (as defined in the Plan) and the list of participants as of the Record Date provided by The Depository Trust Company ("**DTC**"), Euroclear Bank, Clearstream Bank, or other applicable depository will be used to make this determination. The Debtors expect that the DTC will arrange for its participants to vote by providing a Record Date listing of participants entitled to vote, and the Debtors will rely on such listing. In addition, international depositories, such as Euroclear and Clearstream, will validate the Record Date positions of their respective participants that submit votes. Such participants will be authorized to vote their Record Date positions held in the name of such securities clearing agencies.

B. Establishing Procedures for Notice of the Confirmation Hearing

19. Bankruptcy Rules 2002(b) and (d) require not less than 28 days' notice of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. In accordance with Bankruptcy Rules 2002 and 3017(d), the Debtors propose to provide to all known holders of Claims and Equity Interests, simultaneously with the distribution of the Notice Packages (as defined below) to those entities entitled thereto, notice substantially in the form annexed hereto as **Exhibit "C"** (the "**Confirmation Hearing Notice**"), which provides: (i) the Voting Deadline (as defined below) for the submission of Ballots to accept or reject the Plan; (ii) August 1, 2013 at 4:00 p.m. (Eastern Time) as the time fixed for filing objections to confirmation of the Plan (the "**Plan Confirmation Objection Deadline**"); and (iii) the time, date, and place for the Confirmation Hearing.

20. Bankruptcy Rule 2002(l) permits the Court to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l). In addition to mailing the Confirmation Hearing Notice, the Debtors propose to publish the Confirmation Hearing Notice, not less than 28 days before the Plan Confirmation Objection Deadline (the "**Publication Deadline**"), once in *The Wall Street Journal* (Global Edition—North America, Europe, and Asia). Additionally, the Confirmation Hearing Notice will be available electronically on the Debtors' website, www.amrcaseinfo.com. The Debtors believe that publication of the Confirmation Hearing Notice will provide sufficient notice of the time, date, and place of the Confirmation Hearing to persons who do not otherwise receive notice by mail as provided for in the Proposed Order.

21. The Debtors submit that the foregoing procedures will provide adequate notice of the Confirmation Hearing and, accordingly, request that the Court deem such notice adequate.

C. Establishing Procedures for Objections to the Plan

22. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. P. 3020(b)(1). Local Rule 3020-1(a) requires that objections to confirmation of a plan be filed no later than seven days before the Confirmation Hearing. The Confirmation Hearing Notice provides, and the Debtors request that the Court direct, that any objections to confirmation of the Plan:

- (a) Be in writing;
- (b) State the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party;
- (c) State with particularity the basis and nature of any objection;
- (d) Conform to the Bankruptcy Rules and the Local Rules;
- (e) Be filed with the Bankruptcy Court (i) 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 (ii) 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
- (f) Be served in accordance with General Order M-399 so as to be received no later than 4:00 p.m. (Eastern Time), on August 1, 2013 (which is fourteen days prior to the Confirmation Hearing), on the following parties
—
 - (i) The Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.);
 - (ii) The attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, Esq.);
 - (iii) The U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.);

- (iv) The attorneys for the UCC, 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.); and
- (v) The attorneys for the Retiree Committee, 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.).

23. The Debtors further request that the Court set as the deadline for the Debtors, the UCC, and the Ad Hoc Committee to file and serve replies or an omnibus reply to any objections to confirmation of the Plan, 4:00 p.m. (Eastern Time) on August 12, 2013.

24. The proposed timing for service of objections and replies, if any, will afford the Court and the Debtors sufficient time to consider the objections before the Confirmation Hearing and allow the Debtors to file their reply with the Court, if necessary. Accordingly, the Debtors request that the Court approve this schedule pursuant to Bankruptcy Rule 3020 and Local Rule 3020-1(a).

**V. APPROVING SOLICITATION PACKAGES
AND PROCEDURES FOR DISTRIBUTION**

25. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of Claims and Equity Interests for the purpose of soliciting their votes and providing adequate notice of a hearing on confirmation of a chapter 11 plan:

Upon approval of a disclosure statement, -- except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders -- the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;

- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

26. After the Court has approved the Disclosure Statement as containing adequate information as required by section 1125 of the Bankruptcy Code, the Debtors propose to mail, or cause to be mailed, the following materials in connection with voting on the Plan and notice of the Confirmation Hearing (the “**Notice Packages**”) and the filing of objections to confirmation of the Plan:

- (a) With respect to holders of Claims or Equity Interests in AMR Class 3 (AMR General Unsecured Guaranteed Claims), AMR Class 4 (AMR Other General Unsecured Claims), AMR Class 5 (AMR Equity Interests), American Class 4 (American General Unsecured Guaranteed Claims), American Class 5 (American Other General Unsecured Claims), American Class 6 (American Union Claims), American Class 7 (American Convenience Class Claims), Eagle Class 3 (Eagle General Unsecured Claims), and Eagle Class 4 (Eagle Convenience Class Claims):
 - (i) A copy of the Order granting the relief requested herein (without any exhibits) and approving the Disclosure Statement;
 - (ii) The Confirmation Hearing Notice;
 - (iii) The Disclosure Statement (with the Plan annexed thereto);⁴
 - (iv) A copy of any letter from the UCC with respect to its recommendation of the Plan;

⁴ Copies of the materials contained in the Notice Packages (excluding the Confirmation Hearing Notice and the Ballots) may be provided on CD-ROM at the Debtors’ discretion; *provided, however*, that any party may request to receive paper copies of such materials from GCG at no cost to such party.

- (v) Copies of any letter(s) recommending acceptance of the Plan,⁵ and
 - (vi) An appropriate form of Ballot (as defined below) and appropriate return envelope with prepaid postage.⁶
- (b) With respect to holders of Claims or Equity Interests that are unimpaired and not entitled to vote on the Plan:
- (i) The Confirmation Hearing Notice; and
 - (ii) A Notice of Non-Voting Status – Unimpaired Classes (as defined below).

27. The Debtors also propose to mail a copy of the Confirmation Hearing Notice (to the extent not already provided in the distributions set forth above) to (i) all Notice Parties; (ii) all persons or entities that filed proofs of Claim on or before the date of the Disclosure Statement Hearing, except to the extent a Claim was paid pursuant to, or expunged by, prior order of the Court; (iii) all persons or entities listed in the Debtors' schedules of liabilities, dated February 27, 2012 (the "**Schedules**") as holding liquidated, noncontingent, and undisputed claims⁷ in an amount greater than \$0.00, other than scheduled Claims that have been superseded by a filed proof of Claim; (iv) the transfer agent(s) and the registered holders of the Debtors' Securities as of the applicable Record Date; (v) all other parties in interest that have filed a request for notice pursuant to Bankruptcy Rule 2002 in these chapter 11 cases; and (vi) any other known holders of Claims against, or Equity Interests in, the Debtors.

⁵ The UCC letter and any letters recommending acceptance of the Plan have not been attached as exhibits to this Motion. The Debtors intend to file copies of any such letters with the Court before the Disclosure Statement Hearing.

⁶ Consistent with securities industry practice in bankruptcy solicitations, Ballots will be distributed to Master Ballot Agents (as defined below) together with the Notice Packages to be forwarded by them to the beneficial owners. Master Ballots (as defined below) will be distributed to Master Ballot Agents approximately five days after the initial distribution of Notice Packages to the Master Ballot Agents.

⁷ Bankruptcy Rule 3003(c)(2) provides in relevant part that "[a]ny creditor . . . whose claim . . . is not scheduled or scheduled as disputed, contingent, or unliquidated . . . who fails to [timely file a proof of claim] shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution." Fed. R. Bankr. P. 3003(c)(2).

28. The Debtors propose to mail, or cause to be mailed, all of the foregoing distributions no later than 21 days following entry of the Proposed Order (the “**Solicitation Deadline**”).

29. Consistent with sections 1126(f) and (g) of the Bankruptcy Code and Bankruptcy Rule 3017(d), Notice Packages for holders of Claims or Equity Interests in the following Classes that are conclusively presumed to accept the Plan under section 1126(f) of the Bankruptcy Code will not include a Ballot: AMR Class 1 (AMR Secured Claims), AMR Class 2 (AMR Priority Non-Tax Claims), AMR Class 6 (AMR Other Equity Interests), American Class 1 (American Secured Aircraft Claims), American Class 2 (American Other Secured Claims), American Class 3 (American Priority Non-Tax Claims), American Class 8 (American Equity Interests), Eagle Class 1 (Eagle Secured Claims), Eagle Class 2 (Eagle Priority Non-Tax Claims), and Eagle Class 5 (Eagle Equity Interests).

30. Because such Classes are deemed to have accepted the Plan, in an effort to conserve the resources of the Debtors’ estates, the Debtors propose to send to holders of such unimpaired Claims or Equity Interests a notice of non-voting status, substantially in the form annexed hereto as **Exhibit “E”** (“**Notice of Non-Voting Status – Unimpaired Classes**”), which sets forth the manner in which a copy of the Plan and Disclosure Statement may be obtained. These parties will also receive the Confirmation Hearing Notice. The Debtors submit that such notice satisfies the requirements of Bankruptcy Rule 3017(d). The Debtors request that the Court determine that they are not required to distribute copies of the Plan or Disclosure Statement to any holder of an unimpaired Claim or Equity Interest unless otherwise requested in writing on or before 20 days prior to the Confirmation Hearing.

31. In addition, to avoid duplication and reduce expenses, the Debtors propose that creditors who have filed (a) duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Class or (b) Claims that amend or supersede previously filed Claims should be required to receive only one Notice Package and the appropriate number of Ballots (if applicable) for voting their Claims with respect to that Class.

32. The Debtors also propose that notice need not be sent to creditors whose Claims are based solely on amounts scheduled by the Debtors and whose Claims already have been paid in the full scheduled amount; *provided, however*, if, and to the extent that, any such creditor would be entitled to receive notice for any reason other than by virtue of the fact that the Claim had been scheduled by the Debtors, such creditor will be sent notice in accordance with the procedures set forth above.

33. The Debtors anticipate that some notices may be returned by the United States Postal Service as undeliverable. The Debtors believe that it would be costly and wasteful to mail such notices to the same addresses to which previous notices have been returned as undeliverable. Therefore, the Debtors seek the Court's approval for a departure from the strict notice rule, excusing the Debtors from mailing such notices to those entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities prior to 20 days before the Confirmation Hearing.

34. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures, and request that the Court approve such notice as adequate.

VI. APPROVING FORMS OF BALLOTS AND MASTER BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING ON THE PLAN

A. Approval of Form of Ballots and Distribution Thereof

35. Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, which substantially conforms to Official Form No. 14, only to “creditors and interest holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). The Debtors intend to distribute ballots to holders of Claims and Equity Interests in AMR Class 3 (AMR General Unsecured Guaranteed Claims), AMR Class 4 (AMR Other General Unsecured Claims), AMR Class 5 (AMR Equity Interests), American Class 4 (American General Unsecured Guaranteed Claims), American Class 5 (American Other General Unsecured Claims), American Class 6 (American Union Claims), American Class 7 (American Convenience Class Claims), Eagle Class 3 (Eagle General Unsecured Claims), and Eagle Class 4 (Eagle Convenience Class Claims) under the Plan, which Classes are entitled to vote to accept or reject the Plan. The forms of Ballots are substantially in the form annexed hereto as **Exhibit “D”** (the “**Ballots**”) and are based on Official Form No. 14, but have been modified to address the particular aspects of these chapter 11 cases and to include certain additional information relevant and appropriate for each such voting Class.

B. Approval of Use of Master Ballots and Distributions Thereof

36. With respect to the Ballots that will be sent to certain holders of Claims or Equity Interests in AMR Class 3 (AMR General Unsecured Guaranteed Claims), AMR Class 5 (AMR Equity Interests), American Class 4 (American General Unsecured Guaranteed Claims), American Class 5 (American Other General Unsecured Claims), in particular, Claims or Equity Interests relating to (i) AMR Common Stock (as defined in the Plan); (ii) the notes, bonds, certificates, and debentures that are subject to the Indentures (as defined in the Plan); and (iii) the notes, bonds, certificates, and debentures that are subject to the Special Facility Revenue Bond

Indentures (as defined in the Plan) (collectively, the “**Debtors’ Securities**”), the Debtors request authority to send Ballots to record holders of such Debtors’ Securities, including, without limitation, Euroclear Bank (“**Euroclear**”), Clearstream Bank (“**Clearstream**”), brokers, banks, dealers, or other agents or nominees, or any mailing agents thereof (collectively, the “**Master Ballot Agents**”). Each Master Ballot Agent will be entitled to receive reasonably sufficient copies of beneficial owner Ballots for holders of Debtors’ Securities in substantially the form annexed hereto in **Exhibit “D”** (each, a “**Beneficial Owner Ballot**”) and Notice Packages to distribute to the beneficial owners of the Debtors’ Securities for whom such Master Ballot Agent holds such Debtors’ Securities. The Debtors shall be responsible for each such Master Ballot Agent’s reasonable, documented costs and expenses associated with the distribution of copies of Beneficial Owner Ballots and Notice Packages to the beneficial owners of the Debtors’ Securities and tabulation of the Beneficial Owner Ballots, and accordingly request authority to reimburse the Master Ballot Agents for such expenses without further order of the Court. Additionally, each Master Ballot Agent will receive returned Beneficial Owner Ballots from the beneficial owners, tabulate the results, and return such results to the Voting Agent in a master ballot (a “**Master Ballot**”) by the Voting Deadline, or arrange for beneficial holders to receive “prevalidated” Ballots for direct return to the Voting Agent before the Voting Deadline.

37. A Master Ballot Agent has two options with respect to voting. Under the first option, the Master Ballot Agent will forward the Notice Package to each beneficial owner of the Debtors’ Securities entitled to vote on the Plan and include a return envelope provided by and addressed to the Master Ballot Agent, so that the beneficial owner may return the completed Beneficial Owner Ballot to the Master Ballot Agent. The Master Ballot Agent will then summarize the individual votes of its respective beneficial owners from the individual Beneficial

Owner Ballots on the appropriate Master Ballot, in substantially the form of the Master Ballot (and instructions attached thereto) annexed hereto as **Exhibit “D,”** and then return the Master Ballot to the Voting Agent by the Voting Deadline. The Master Ballot Agent should advise beneficial owners to return Beneficial Owner Ballots to the Master Ballot Agent by a date calculated by the Master Ballot Agent to allow the Master Ballot Agent to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

38. Under the second option, the Master Ballot Agent elects to “prevalidate” the Beneficial Owner Ballot contained in the Notice Package and then forward the Notice Package to the beneficial owner of the Debtors’ Securities for voting within five business days of the receipt by such Master Ballot Agent of the Notice Package, with the beneficial owner then returning such Beneficial Owner Ballot directly to the Voting Agent in the return envelope to be provided in the Notice Package. A Master Ballot Agent “prevalidates” a beneficial owner’s Beneficial Owner Ballot by (i) indicating thereon the name and address of the record holder of the Debtors’ Securities to be voted, the amount of the Debtors’ Securities held by the beneficial owner as of the Record Date, and the appropriate account numbers through which the beneficial owner’s holdings are derived, and (ii) executing the beneficial owner’s Beneficial Owner Ballot. The beneficial owner shall return the “prevalidated” Beneficial Owner Ballot directly to the Voting Agent by the Voting Deadline.

39. Notwithstanding any other provision of this Motion, transmittal of Notice Packages to any holders of the Debtors’ Securities held exclusively through Euroclear or Clearstream shall be deemed good, adequate, and sufficient notice if it is delivered by electronic transmission on or before the Solicitation Date to Euroclear and Clearstream.

C. Establishing a Voting Deadline for Receipt of Ballots

40. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the Court shall fix a time within which the holders of claims or equity interests may accept or reject a plan. Fed. R. Bankr. P. 3017(c). As stated, the Debtors anticipate commencing the solicitation of votes to accept or reject the Plan by the Solicitation Deadline. Based on such schedule, the Debtors propose that, to be counted as a vote to accept or reject the Plan, each Ballot or Master Ballot must be properly executed, completed, and delivered to the Voting Agent, by (i) first-class mail, in the return envelope provided; (ii) overnight courier; or (iii) personal delivery so that it is received by the Voting Agent no later than the Voting Deadline, which shall be July 29, 2013 (the “**Voting Deadline**”). This solicitation period should be a sufficient period within which parties entitled to vote can make an informed decision to accept or reject the Plan.

D. Approval of Procedures for Vote Tabulation

41. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c).

42. Further, Bankruptcy Rule 3018(a) provides that the “court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

i **Ballot Tabulation**

43. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim or Equity Interest, and without prejudice to the rights of the Debtors in any other context, the Debtors propose that each Claim within a Class entitled to vote to accept or reject the Plan be temporarily allowed in an amount equal to the amount of such Claim as set forth in a timely filed proof of Claim, or, if no proof of Claim was filed, the amount of such Claim as set forth in the Schedules. The foregoing general procedure will be subject to the following exceptions:

- (a) If a Claim is deemed Allowed (as defined in the Plan), pursuant to the Plan, such Claim shall be Allowed for voting purposes in the deemed Allowed amount set forth in the Plan;
- (b) If a Claim, for which a proof of Claim has been timely filed, is marked as contingent, unliquidated, or disputed, such Claim shall be allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, unless such Claim is disputed in the manner set forth in subparagraph 43(f) below;
- (c) If a Claim, for which proof of Claim was timely filed, lists an amount that is liquidated and noncontingent, such Claim shall be temporarily allowed in the amount set forth on the proof of Claim, unless such claim is disputed in the manner set forth in subparagraph 43(f) below;
- (d) If a Claim has been estimated for voting purposes or otherwise allowed for voting purposes by order of the Court, such Claim shall be allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution, unless otherwise provided by order of the Court;
- (e) If a Claim is listed in the Schedules as contingent, unliquidated, disputed, in the amount of \$0.00, or unknown, and a proof of Claim was not (i) filed by the applicable bar date for the filing of proofs of Claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such Claim shall be disallowed for voting purposes;

- (f) If the Debtors serve an objection to, or request for estimation of, a Claim at least 20 days before the Voting Deadline, such Claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the objection or request for estimation;
- (g) If the Debtors serve an objection to a Claim at least 20 days before the Voting Deadline, and the relief sought in that objection is to supersede one or more scheduled Claims with a filed Claim, such scheduled Claim shall be temporarily disallowed for voting purposes only and not for purpose of allowance or distribution; *provided, however*, that in the event the holder of such Claims has returned only the Ballot in connection with the scheduled Claim(s), such Ballot shall be counted in the amount of the filed Claim;
- (h) For purposes of voting, classification, and treatment under the Plan, each party that holds or has filed more than one Claim shall be treated as if such entity has only one Claim in each applicable Class, the Claims filed by such entity shall be aggregated in each applicable Class, and the total dollar amount of such Class shall be the sum of the aggregated Claim or of such entity in each applicable Class;
- (i) If a holder of a Claim entitled to vote has Claim against multiple Debtors, including a guarantee Claim against multiple Debtors (either scheduled, filed, or both) based on the same transaction (*e.g.*, a Claim against Debtor “A” that was guaranteed by Debtor “B”), such holder will receive only one Ballot for treatment in accordance with the Plan for the Debtor that is the principal obligor with respect to such Claim;
- (j) A beneficial holder that has filed a proof of Claim on account of the Debtors’ Securities shall not be allowed to vote on account of such filed proof of Claim; *provided, however*, that such holder shall otherwise be entitled to receive a Notice Package and vote in accordance with the procedures set forth in this Order provided that such holder is a holder as of the Record Date;
- (k) Notwithstanding anything contained herein to the contrary, the Voting Agent, in its discretion, may contact entities entitled to vote to cure any defects in the Ballots or Master Ballots and is authorized to so cure any defects;
- (l) There shall be a rebuttable presumption that in the case where more than one timely, properly completed Ballot or Master Ballot is received, only the Ballot or Master Ballot that bears the latest date will be counted unless the holder of the Claim or Equity Interest receives Court approval to have the Ballot or Master Ballot that bears the earliest date counted;

- (m) There shall be a rebuttable presumption that a party who filed a Claim that does not list a specific Debtor filed such Claim against American Airlines, Inc.;
- (n) If a Claim is filed in the amount of \$0.00, the holder of such Claim shall not be entitled to vote on account of such Claim; and
- (o) If a Claim is filed in a currency other than U.S. Dollars and is not Allowed in a sum certain pursuant to the Plan, the holder of such Claim shall be entitled to vote a Claim in the amount of \$1.00.

44. The Debtors believe that the foregoing proposed procedures provide for a fair and equitable voting process. If any party seeks to challenge the allowance of a Claim for voting purposes in accordance with the above procedures, the Debtors request that the Court direct such creditor to serve on the Debtors and file with the Court (with a copy to Chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan on or before the tenth day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation of such Claim, if any. The Debtors further propose, in accordance with Bankruptcy Rule 3018, that as to any creditor filing such a motion, such creditor's Ballot should not be counted unless allowed by the Court for voting purposes, after notice and a hearing, pursuant to an order entered at least six days prior to the Voting Deadline or as otherwise directed by the Court.

45. The Debtors also request that (i) if no votes to accept or reject the Plan are received with respect to a particular Class, such Class be deemed to have voted to accept the Plan and (ii) creditors must vote all of their Claim(s) within a particular Class under the Plan, whether or not such Claims are asserted against the same or multiple Debtors, either to accept or reject the Plan and may not split their vote(s), and a Ballot that partially rejects and partially accepts the Plan will not be counted.

46. The Debtors further propose that, for holders of Claims subject to the May 23, 2013 Record Date, no transfer of Claim(s) pursuant to Bankruptcy Rule 3001 shall be recognized unless (i) documentation evidencing such transfer was filed with the Court on or before 22 days prior to the Record Date, (ii) the transfer is not defective, and (iii) no timely objection with respect to such transfer was filed by the transferor. In instances where a Claim has been the subject of one or more partial transfers, each holder of a portion of said Claim shall be deemed to hold one Claim for numerosity purposes.

47. The Debtors further propose that the following Ballots not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the Claim or Equity Interest holder; (iii) any Ballot cast by a person or entity that does not hold a Claim or Equity Interest in a Class that is entitled to vote to accept or reject the Plan; (iv) any Ballot that is unsigned or without an original signature; and (v) any Ballot transmitted to the Voting Agent by facsimile, electronic transmission, or other electronic means. Ballots that are properly completed, executed, and timely returned to the Voting Agent, but do not indicate an acceptance or rejection of the Plan, partially accept and partially reject the Plan, or indicate both an acceptance and rejection of the Plan, will not be counted.

ii Master Ballot Tabulation

48. With respect to the tabulation of Master Ballots and Ballots cast by Master Ballot Agents and beneficial owners of the Debtors' Securities, for purposes of voting, the amount that will be used to tabulate acceptance or rejection of the Plan will be the principal amount held as of the Record Date (the "**Record Amount**"). The following additional rules will

apply to the tabulation of Master Ballots and Ballots cast by Master Ballot Agents and beneficial owners of the Debtors' Securities:

- (a) Votes cast by beneficial owners through a Master Ballot Agent will be applied against the positions held by such entities in the applicable Debtors' Security as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Master Ballot Agent, whether pursuant to a Master Ballot or prevalidated Ballots, will not be counted in excess of the Record Amount of such Debtors' Securities held by such Master Ballot Agent; *provided, however*, that the Voting Agent may adjust such Record Amount to reflect the amount in accordance with subparagraph 48(c) below;
- (b) To the extent that conflicting votes or "overvotes" are submitted by a Master Ballot Agent, whether pursuant to a Master Ballot or prevalidated Ballots, the Voting Agent will attempt to reconcile discrepancies with the Master Ballot Agent;
- (c) To the extent that overvotes on a Master Ballot or prevalidated Ballots are not reconcilable prior to the preparation of the Voting Certification (as defined below), the Voting Agent will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or prevalidated Ballots that contained the overvote, but only to the extent of the Master Ballot Agent's position in the applicable Debtors' Security;
- (d) Multiple Master Ballots may be completed by a single Master Ballot Agent and delivered to the Voting Agent. Votes reflected by multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the Master Ballot that bears the latest date will be counted; and
- (e) For purposes of tabulating votes, each record holder or beneficial owner will be deemed to have voted the Record Amount, although the Voting Agent may be asked to make adjustments to reflect the Record Amount.

iii Vote Certification

49. In accordance with Local Rule 3018-1(a), at least seven days prior to the Confirmation Hearing, the Voting Agent shall certify in writing (the "**Voting Certification**") the amount and number of Allowed Claims and Equity Interests in each Class that vote to accept or reject the Plan, and shall serve the Voting Certification upon, among others, (i) the Court; (ii) the

attorneys for the Debtors; (iii) the U.S. Trustee; (iv) the attorneys for the UCC; and (v) the attorneys for the Retiree Committee.

50. The Debtors submit that such procedures provide for a fair and equitable voting process and should be approved by the Court.

Notice

51. 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). The Debtors submit that such notice is sufficient and no other or further notice need be provided.

52. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
April 15, 2013

/s/ Alfredo R. Pérez

Stephen Karotkin
Alfredo R. Pérez

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New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession

Exhibit A

List of Classes of Claims and Equity Interests

The following table designates the Classes of Claims against and Equity Interests in the Debtors and specifies which of those Classes are (i) impaired or unimpaired by the Plan, (ii) entitled to vote to accept or reject the Plan in accordance with section 1126 of the Bankruptcy Code, and (iii) deemed to accept the Plan:

<u>Class</u>	<u>Designation</u>	<u>Impairment</u>	<u>Entitled to Vote</u>
AMR Class 1	AMR Secured Claims	Unimpaired	No (deemed to accept)
AMR Class 2	AMR Priority Non-Tax Claims	Unimpaired	No (deemed to accept)
AMR Class 3	AMR General Unsecured Guaranteed Claims	Impaired	Yes
AMR Class 4	AMR Other General Unsecured Claims	Impaired	Yes
AMR Class 5	AMR Equity Interests	Impaired	Yes
AMR Class 6	AMR Other Equity Interests	Unimpaired	No (deemed to accept)
American Class 1	American Secured Aircraft Claims	Unimpaired	No (deemed to accept)
American Class 2	American Other Secured Claims	Unimpaired	No (deemed to accept)
American Class 3	American Priority Non-Tax Claims	Unimpaired	No (deemed to accept)
American Class 4	American General Unsecured Guaranteed Claims	Impaired	Yes
American Class 5	American Other General Unsecured Claims	Impaired	Yes
American Class 6	American Union Claims	Impaired	Yes
American Class 7	American Convenience Class Claims	Impaired	Yes
American Class 8	American Equity Interests	Unimpaired	No (deemed to accept)
Eagle Class 1	Eagle Secured Claims	Unimpaired	No (deemed to accept)
Eagle Class 2	Eagle Priority Non-Tax Claims	Unimpaired	No (deemed to accept)
Eagle Class 3	Eagle General Unsecured Claims	Impaired	Yes
Eagle Class 4	Eagle Convenience Class Claims	Impaired	Yes
Eagle Class 5	Eagle Equity Interests	Unimpaired	No (deemed to accept)

Exhibit B

Disclosure Statement Notice

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

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

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DEBTORS' PROPOSED
DISCLOSURE STATEMENT FOR DEBTORS' JOINT CHAPTER 11 PLAN**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

PLEASE TAKE NOTICE that on [_____, 2013, AMR Corporation and its affiliated debtors set forth above (collectively, the “**Debtors**”), filed the Debtors’ Joint Chapter 11 Plan, dated [_____, 2013 (as it may be amended, the “**Plan**”) (ECF No. ____), and the proposed Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [_____, 2013 (as it may be amended, the “**Disclosure Statement**”) (ECF No. ____), pursuant to section 1125 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing (the “**Hearing**”) will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, **on May 30, 2013 at 11:00 a.m. (Eastern Time)** 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, or as soon thereafter as counsel can be heard, to consider the entry of an order, among other things, finding that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. The Disclosure Statement and Plan are on file with the Clerk of the Bankruptcy Court (the “**Clerk**”) and may be examined by interested parties on the Bankruptcy Court’s electronic docket for the Debtors’ chapter 11 cases, which can be found at www.amrcaseinfo.com and <http://nysb.uscourts.gov> (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov).

3. Copies of the Disclosure Statement and Plan may also be examined by interested parties during normal business hours at the office of the Clerk. Copies of the Disclosure Statement and Plan may also be obtained by written request to the Debtors’ voting agent (“**GCG**”) at the address set forth below:

If by overnight or hand delivery:

AMR Corporation, *et al.* c/o GCG
5151 Blazer Parkway, Suite A
Dublin, OH 43017

If by standard mailing:

AMR Corporation, *et al.* c/o GCG
P.O. Box 9852
Dublin, OH 43017-5752

GCG IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.

4. Responses and objections, if any, to the approval of the Disclosure Statement or any of the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must (i) be in writing, (ii) state the name and address of the objecting or responding party and the amount and nature of the claim or equity interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be incorporated into the Disclosure Statement to resolve any such objection or response, (iv) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, (v) be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) by registered users of the Bankruptcy Court’s filing system, 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 (vi) served in accordance with General Order M-399 so as to be actually received **on or before 4:00 p.m. (Eastern Time) on May 23, 2013** on

the following parties (a) the Clerk, One Bowling Green, New York, New York 10004; (b) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, Esq.); (c) the Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.); (d) 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.); (e) the attorneys for the Official 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.); and (f) 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.).

5. IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE HEARING.

6. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against, or equity interests in, the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

7. The Hearing may be adjourned from time to time without further notice to creditors, equity interests holders, or parties in interest other than by an announcement in Bankruptcy Court of such adjournment on the date scheduled for the Hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court.

Dated: New York, New York
[_____], 2013

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

Exhibit C

Confirmation Hearing Notice

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

-----x
:

: **Chapter 11 Case No.**

:

: **11-15463 (SHL)**

:

: **(Jointly Administered)**

:

-----x

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;
(II) ESTABLISHMENT OF RECORD DATE; (III) HEARING ON CONFIRMATION
OF THE PLAN AND PROCEDURES FOR OBJECTING TO CONFIRMATION
OF THE PLAN; AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

PLEASE TAKE NOTICE that:

1. **Approval of Disclosure Statement.** By order dated [____], 2013 (ECF No.) (the “**Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated _____, 2013 (as it may be amended, the “**Disclosure Statement**”) filed by AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified above. The Bankruptcy Court directed the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ Joint Chapter 11 Plan, dated _____, 2013 (as it may be amended, the “**Plan**”), annexed as **Exhibit “A”** to the Disclosure Statement. Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

2. **Confirmation Hearing.** A hearing (the “**Confirmation Hearing**”) to consider the confirmation of the Plan will be held at [_:_.m.] (**Eastern Time**) on **August 15, 2013**, 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, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

3. **Record Date for Voting Purposes.** Eligible parties who hold Claims against, or Equity Interests in, the Debtors based on the Debtors’ publicly traded debt and/or equity securities as of _____, 2013 are entitled to vote on the Plan. In addition, eligible parties who hold Claims against the Debtors as of _____, 2013 that are **not** based on the Debtors’ publicly traded debt and/or equity securities are entitled to vote on the Plan.

4. **Voting Deadline.** All votes to accept or reject the Plan must be actually received by the Debtors’ voting agent, GCG, Inc. (“**GCG**”), by no later than July 29, 2013 (the “**Voting Deadline**”). Any failure to follow the voting instructions included with your ballot may disqualify your ballot and your vote.

5. **Parties in Interest Not Entitled to Vote.** The following holders of Claims and Equity Interests are not entitled to vote on the Plan: (i) holders of unimpaired Claims or Equity Interests or (ii) holders of Claims that are the subject of filed objections or requests for estimation. If you have timely filed a proof of Claim and disagree with the Debtors’ classification of, objection to, or request for estimation of, your Claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors at the address set forth below and file with the Bankruptcy Court (with a copy to chambers) a motion (a “**Rule 3018(a) Motion**”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan.

6. All Rule 3018(a) Motions must be filed on or before the tenth day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such Claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court at least six days prior to the Voting Deadline or as the Bankruptcy Court may direct. Creditors may contact GCG at 1-888-285-9438 (domestic) or 1-440-389-7498 (international) to receive an appropriate ballot for any Claim for which a proof of Claim has been timely filed and a Rule

3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

7. **Objections to Confirmation.** Responses and objections, if any, to confirmation of the Plan must:

- (a) Be in writing;
- (b) State the name and address of the objecting party and the amount and nature of the claim or equity interest of such party;
- (c) Conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court;
- (d) State with particularity the basis and nature of any objection to confirmation of the Plan;
- (e) Be filed with the Bankruptcy Court either (i) *electronically* or (ii) *conventionally*, as noted below:
 - (i) *Electronic Filing*: the filer must be an attorney in possession of passwords and logins to both PACER and the Bankruptcy Court's Electronic Case Filing System; electronic filing must be in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>); or
 - (ii) *Conventional Filing*: the filer must send the response or objection by mail, courier, or messenger to the Bankruptcy Court's clerk at the following address: United States Bankruptcy Court, One Bowling Green, New York, NY 10004; the hard copy of the response or objection should be accompanied by a 3.5 in disk containing the response or objection in text-searchable portable document format (PDF);

[NOTE: *All filers* – those filing electronically as well as those filing conventionally – must provide Bankruptcy Court Chambers with a separate hard copy of the response or objection; any proposed order should be accompanied by a 3.5 in disk containing the response or objection in text-searchable portable document format (PDF).]; and

- (f) Be served in accordance with General Order M-399 so as to be received no later than **August 1, 2013 at 4:00 p.m. (Eastern Time)**, and on the following parties:
 - (i) The Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.);
 - (ii) The attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, 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 Official 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.); and
- (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.).

IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE HEARING. THE DEBTORS, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, AND THE AD HOC COMMITTEE MAY SERVE REPLIES TO SUCH RESPONSES OR OBJECTIONS BY NO LATER THAN AUGUST 12, 2013 AT 4:00 P.M. (EASTERN TIME).

8. **Parties Who Will Not Be Treated as Creditors.** Any holder of a Claim that (i) is scheduled in the Debtors' schedules of assets and liabilities at \$0.00, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of Claim or a proof of Claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of Claim or a proof of Claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such Claim for purposes of voting on the Plan.

9. **Executory Contracts and Unexpired Leases.** All executory contracts and unexpired leases to which any of the Debtors are parties shall be deemed rejected as of the Effective Date, except for those executory contracts or unexpired leases: (i) that have been assumed or rejected pursuant to a Bankruptcy Court order entered prior to the Effective Date, (ii) that are the subject of a separate motion to assume or reject pending on the date the Clerk of the Bankruptcy Court enters an order confirming the Plan, (iii) that are assumed, rejected, or otherwise treated pursuant to Sections 8.3, 8.4, or 8.5 of the Plan, (iv) that are listed on Schedule 8.1 of the Plan Supplement, which represents the Debtors' then good-faith belief regarding the intended treatment of executory contracts and unexpired leases, or (v) as to which a Treatment Objection has been filed and served by the Treatment Objection Deadline (each as defined in the Plan). The Debtors shall file an initial version of Schedule 8.1 of the Plan Supplement, and any amendments thereto, with the Bankruptcy Court and shall serve all applicable notices thereof on the appropriate parties no later than 10 days prior to the Voting Deadline.

10. **Additional Information.** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact the Debtors' voting agent, GCG, at 1-888-285-9438 (domestic) or 1-440-389-7498 (international), or may view such documents by accessing the Debtors' website: www.amrcaseinfo.com or the Bankruptcy Court's website: <http://nysb.uscourts.gov>. As previously noted above, a PACER (www.pacer.psc.uscourts.gov) password and login are needed to access documents on the Bankruptcy Court's website (<http://nysb.uscourts.gov>). **GCG IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Dated: New York, New York
[____], 2013

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

Exhibit D

Forms of Ballots

AMR General Unsecured Guaranteed Claims
AMR Other General Unsecured Claims

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

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

**BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
AMR CORPORATION AND ITS AFFILIATED DEBTORS**

BALLOT FOR: [*Class Description*]

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

This Ballot is to be used for voting by holders of [Class Description]. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, [Class Description].

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by [Class Description] if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in [Class Description] voting on the Plan. In the event that [Class Description] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in [Class Description] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold a Claim in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Check the appropriate box in Item 3;
- d. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 4. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- e. If you hold Claims in a Class other than [*Class Description*], you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for such Class of Claims in accordance with the instructions on that Ballot;
- f. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- g. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- h. Provide your name, mailing address, and any remaining information requested;
- i. Sign and date your Ballot; and
- j. Return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of [Class Description] Claim. For purposes of voting to accept or reject the Plan, the undersigned certifies that as of ____, 2013, the undersigned holds a [Class Description] Claim against the Debtor listed below in the amount set forth below.

Claim Amount:	\$[_____]
Debtor:	[_____]

Item 2. Vote on the Plan. The undersigned holder of a [Class Description] Claim in the amount set forth in Item 1 above hereby votes to:

- Check one box:**
- Accept the Plan
- Reject the Plan

Item 3. U.S. Citizenship. The holder of the [Class Description] Claim identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

- Check one box:**
- Yes – I am a U.S. Citizen
- No – I am not a U.S. Citizen

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

- (A) an individual who is a citizen of the United States;
- (B) a partnership each of whose partners is an individual who is a citizen of the United States; or
- (C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that (i) it is the holder of the [Class Description] Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State, Zip Code: _____
Telephone Number: _____
Email Address: _____
Date Completed: _____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- Future notice mailings in these chapter 11 cases; and/or
- Distributions, if any, upon your Claim in these chapter 11 cases

American/Eagle Other General Unsecured Claims
American General Unsecured Guaranteed Claims

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

-----X
:

In re : Chapter 11 Case No.

:

AMR CORPORATION, *et al.*, : 11-15463 (SHL)

:

Debtors. : (Jointly Administered)

:

-----X

**BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
AMR CORPORATION AND ITS AFFILIATED DEBTORS**

BALLOT FOR: [*Class Description*]

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

This Ballot is to be used for voting by holders of [Class Description]. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, [Class Description].

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by [Class Description] if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in [Class Description] voting on the Plan. In the event that [Class Description] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in [Class Description] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold a Claim in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Check the appropriate box in Item 3;
- d. If you wish to make the optional election in Item 4, check the appropriate box.
- e. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 5. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. If you hold Claims in a Class other than [*Class Description*], you may receive more than one Ballot, labeled for a different class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
- g. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- h. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- i. Provide your name, mailing address, and any remaining information requested;
- j. Sign and date your Ballot; and
- k. Return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE BOTH A COPY OF THE DISCLOSURE STATEMENT AND THE PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of [Class Description] Claim. For purposes of voting to accept or reject the Plan, the undersigned certifies that as of ____, 2013, the undersigned holds a [Class Description] Claim against the Debtor listed below in the amount set forth below.

Claim Amount:	\$[_____]
Debtor:	[_____]

Item 2. Vote on the Plan. The undersigned holder of a [Class Description] Claim in the amount set forth in Item 1 above hereby votes to:

- Check one box:**
- Accept the Plan
- Reject the Plan

Item 3. U.S. Citizenship. The holder of the [Class Description] Claim identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

- Check one box:**
- Yes – I am a U.S. Citizen
- No – I am not a U.S. Citizen

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

- (A) an individual who is a citizen of the United States;
- (B) a partnership each of whose partners is an individual who is a citizen of the United States; or
- (C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

Item 4. OPTIONAL – Convenience Class Election. By checking the box below, you elect to have your Claim (if Allowed) reduced to \$10,000 and be treated as a Convenience Class Claim against the Debtors, meaning that you will receive cash in the amount of 100% of such Allowed Convenience Class Claim on or as soon as reasonably practicable after the later of (i) the Initial Distribution Date (for Claims that are Allowed as of the Effective Date) and (ii) the Distribution Date that is at least 20 calendar days after such Convenience Class Claim becomes an Allowed Convenience Class Claim.

Check the box: Elect to have Claim treated as a Convenience Class Claim

Item 5. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that (i) it is the holder of the [Class Description] Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order Approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State, Zip Code: _____
Telephone Number: _____
Email Address: _____
Date Completed: _____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- Future notice mailings in these chapter 11 cases; and/or
- Distributions, if any, upon your Claim in these chapter 11 cases

American/Eagle Convenience Class Claims

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

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

**BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
AMR CORPORATION AND ITS AFFILIATED DEBTORS**

BALLOT FOR: [*Class Description*]

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

This Ballot is to be used for voting by holders of [Class Description]. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, [Class Description].

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by [Class Description] if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in [Class Description] voting on the Plan. In the event that [Class Description] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in [Class Description] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold a Claim in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 3. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- d. If you hold Claims in a Class other than [*Class Description*], you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;
- e. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- f. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- g. Provide your name, mailing address, and any remaining information requested;
- h. Sign and date your Ballot; and
- i. Return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of [Class Description] Claim. For purposes of voting to accept or reject the Plan, the undersigned certifies that as of ____, 2013, the undersigned holds a [Class Description] Claim against the Debtor listed below in the amount set forth below.

Claim Amount:	\$[_____]
Debtor:	[_____]

Item 2. Vote on the Plan. The undersigned holder of an [Class Description] Claim in the amount set forth in Item 1 above hereby votes to:

- Check one box:**
- Accept the Plan
- Reject the Plan

Item 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that (i) it is the holder of the [Class Description] Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State, Zip Code: _____
Telephone Number: _____
Email Address: _____
Date Completed: _____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- Future notice mailings in these chapter 11 cases; and/or
- Distributions, if any, upon your Claim in these chapter 11 cases

American Union Claims

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

-----X
:

In re : Chapter 11 Case No.

:

AMR CORPORATION, *et al.*, : 11-15463 (SHL)

:

Debtors. : (Jointly Administered)

:

-----X

**BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
AMR CORPORATION AND ITS AFFILIATED DEBTORS**

BALLOT FOR: AMERICAN CLASS 6 (AMERICAN UNION CLAIMS)

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

This Ballot is to be used for voting by holders of American Class 6 (American Union Claims). In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, American Union Claims.

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”). The terms of the Plan are described in the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by American Class 6 if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in American Class 6 voting on the Plan. In the event that American Class 6 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in American Class 6 and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

To properly complete the Ballot, you must follow the procedures described below:

- a. If you hold a Claim in American Class 6, cast one vote to accept or reject the Plan by checking the appropriate box in Item 1;
- b. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 2. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- c. If you hold Claims in a Class other than American Class 6, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for such Class of Claims in accordance with the instructions on that Ballot;
- d. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- e. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- f. Provide your name, mailing address, and any remaining information requested;
- g. Sign and date your Ballot; and
- h. Return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Vote on the Plan. The undersigned holder of an American Class 6 Claim hereby votes to:

- Check one box:**
- Accept the Plan
- Reject the Plan

Item 2. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that (i) it is the holder of the American Class 6 Claim and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State, Zip Code: _____
Telephone Number: _____
Email Address: _____
Date Completed: _____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- Future notice mailings in these chapter 11 cases; and/or
- Distributions, if any, upon your Claim in these chapter 11 cases

AMR Equity Interest

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

-----X
:

: **Chapter 11 Case No.**

:

: **11-15463 (SHL)**

:

: **(Jointly Administered)**

:

-----X

In re

AMR CORPORATION, et al.,

Debtors.

**BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11 PLAN OF
AMR CORPORATION AND ITS AFFILIATED DEBTORS**

BALLOT FOR: AMR CLASS 5 (AMR EQUITY INTERESTS)

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

This Ballot is to be used for voting by holders of AMR Class 5 (AMR Equity Interests). In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, AMR Equity Interests.

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by AMR Class 5 if it is accepted by the holders of two-thirds (2/3) in amount of Equity Interests in AMR Class 5 voting on the Plan. In the event that AMR Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Equity Interests in AMR Class 5 and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold an Equity Interest in AMR Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Check the appropriate box in Item 3;
- d. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 4. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- e. If you hold Claims against a Debtor you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for such Class of Claims in accordance with the instructions on that Ballot;
- f. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- g. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- h. Provide your name, mailing address, and any remaining information requested;
- i. Sign and date your Ballot; and
- j. Return your Ballot with an original signature to the Voting Agent.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. AMR Equity Interests. For purposes of voting to accept or reject the Plan, the undersigned certifies that as of [____, 2013], the undersigned holds Equity Interests in AMR as set forth below.

No. of Shares of AMR Equity: [_____]

Item 2. Vote on the Plan. The undersigned holder of an AMR Class 5 Equity Interest in the amount set forth in Item 1 above hereby votes to:

- Check one box:**
- Accept the Plan
 - Reject the Plan

Item 3. U.S. Citizenship. The holder of the AMR Class 5 Equity Interest identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

- Check one box:**
- Yes – I am a U.S. Citizen
 - No – I am not a U.S. Citizen

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

- (A) an individual who is a citizen of the United States;
- (B) a partnership each of whose partners is an individual who is a citizen of the United States; or
- (C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

Item 4. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that (i) it is the holder of the AMR Equity Interest identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State, Zip Code: _____
Telephone Number: _____
Email Address: _____
Date Completed: _____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- Future notice mailings in these chapter 11 cases; and/or
- Distributions, if any, upon your AMR Equity Interest in these chapter 11 cases

Form Beneficial Owner Ballot

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

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

**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR REJECTING JOINT
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

BENEFICIAL OWNER BALLOT FOR: [Class Description]

[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]

	Debt or Equity Instruments	CUSIP, ISIN, or other identification number
1		

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]

This Beneficial Owner Ballot is to be used for voting of Claims held by the record or beneficial owners of [*Type of Claim/Equity Interest*].

	Debt or Equity Instruments	CUSIP, ISIN, or other identification number
1		

This Beneficial Owner Ballot is to be used for voting by holders of [*Type of Claim/Equity Interest*]. In order for your vote to be counted, this Beneficial Owner Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Voting Agent of all Ballots (including Beneficial Owner Ballots and Master Ballots cast on behalf of beneficial owners) is no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.**

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, TOGETHER WITH ANY MAILING AGENTS THEREOF, A “NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of [*Type of Claim/Equity Interest*].

INSTRUCTIONS FOR COMPLETING THE BALLOT

This Beneficial Owner Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors' Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the "**Disclosure Statement**"), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by [*Class Description*] if it is accepted by the holders of two-thirds (2/3) in amount [and more than one-half (1/2) in number] of Claims or Equity Interests in [*Class Description*] voting on the Plan. In the event that [*Class Description*] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims or Equity Interests in [*Class Description*] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

In order for your [*Class Description*] vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned in the envelope provided.

IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, TOGETHER WITH ANY MAILING AGENTS THEREOF, A "NOMINEE"), PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT ON OR BEFORE JULY 29, 2013 (THE "VOTING DEADLINE"), UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS. IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO THE VOTING AGENT, YOU ARE A REGISTERED HOLDER OF THE DEBTORS' DEBT OR EQUITY INSTRUMENTS, OR YOUR MASTER BALLOT AGENT HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. SUCH BENEFICIAL OWNER BALLOTS MUST BE DELIVERED TO THE VOTING AGENT AT THE APPROPRIATE ADDRESS LISTED BELOW:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Beneficial Owner Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

To properly complete the Beneficial Owner Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you have a Claim/Equity Interest in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Provide the information required by Item 3, if applicable to you;
- d. Check the appropriate box in Item 4;
- e. If you are completing this Beneficial Owner Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 5. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. If you hold Claims or Equity Interests in a Class other than [*Class Description*], you may receive more than one Ballot, labeled for a different Class. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign, and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
- g. If more than one timely, properly completed Beneficial Owner Ballot is received, only the Beneficial Owner Ballot that bears the latest date will be counted, unless the holder of the Claim or Equity Interest receives Bankruptcy Court approval to have the Beneficial Owner Ballot that bears the earliest date counted;
- h. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- i. Provide your name, mailing address, and any remaining information requested;
- j. Sign and date your Beneficial Owner Ballot; and
- k. Return your Beneficial Owner Ballot with an original signature using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BENEFICIAL OWNER BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF BOTH THE DISCLOSURE STATEMENT AND THE PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BENEFICIAL OWNER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT YOUR NOMINEE OR THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Amount of [Type of Claim/Equity Interest]. The undersigned hereby certifies that as of [, 2013], the undersigned was the beneficial owner (or authorized signatory for a beneficial owner) or the Nominee of a beneficial owner of [Type of Claim/Equity Interest] in the following amount (insert amount in box below). If your [Type of Claim/Equity Interest] is held by a Nominee on your behalf and you do not know the amount of [Type of Claim/Equity Interest] held, please contact your Nominee immediately.

Amount of [Type of Claim/Equity Interest]: \$[] or [Shares]
--

Item 2. Vote on the Plan. The beneficial owner of the [Type of Claim/Equity Interest] identified in Item 1 hereby votes to:

- Check one box:**
- Accept the Plan
 Reject the Plan

Item 3. Certification as to [Type of Claim/Equity Interest] held in Additional Accounts. By completing and returning this Beneficial Owner Ballot, the beneficial owner certifies that either (i) it has not submitted any other Beneficial Owner Ballots for other [Class Description] Claims held in other accounts or other record names or (ii) it has provided the information specified in the following table for all other [Type of Claim/Equity Interest] for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED [Class Description] BENEFICIAL OWNER BALLOTS OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Master Ballot Agent (if applicable)	Name of Registered Holder or Other Master Ballot Agent (if applicable)	Principal Amount of other [Type of Claim/Equity Interest] Voted	CUSIP of other [Type of Claim/Equity Interest] Voted	Name of other Debt Instrument or Equity Interest Voted

Item 4. U.S. Citizenship. The holder of the [*Type of Claim/Equity Interest*] identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

- Check one box:**
- Yes – I am a U.S. Citizen
- No – I am not a U.S. Citizen

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

- (A) an individual who is a citizen of the United States;
- (B) a partnership each of whose partners is an individual who is a citizen of the United States; or
- (C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

Item 5. Acknowledgements and Certification. By returning this Beneficial Owner Ballot, the Beneficial Owner of the [Type of Claim/Equity Interest] identified in Item 1 above acknowledges that it has been provided with a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that (i) it is the holder of the [Type of Claim/Equity Interest] identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____
Social Security or Federal Tax I.D. No. of Claimant: _____
Signature: _____
Name of Signatory (if different than claimant): _____
If by Authorized Agent, Title of Agent: _____
Street Address: _____
City, State, Zip Code: _____
Telephone Number: _____
Email Address: _____
Date Completed: _____

Form Master Ballot

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

-----X
:

In re : Chapter 11 Case No.

:

AMR CORPORATION, *et al.*, : 11-15463 (SHL)

:

Debtors. : (Jointly Administered)

:

-----X

**MASTER BALLOT FOR ACCEPTING OR REJECTING JOINT CHAPTER 11
PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

MASTER BALLOT FOR: [Class Description]

[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]

	Debt or Equity Instruments	CUSIP, ISIN, or other identification number
1		

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Joint Chapter 11 Plan, dated [_____], 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, or Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT PROVIDE, LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, together with any mailing agents thereof, a “**Voting Nominee**”); or as the proxy holder of a Voting Nominee or beneficial owner for the [Type of Claim/Equity Interest], to transmit to the Voting Agent the votes of such beneficial holders in respect of their [Type of Claim/Equity Interest] to accept or reject the Plan.

	Debt or Equity Instruments	CUSIP, ISIN, or other identification number
1		

This Master Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Voting Agent of all Ballots (including Master Ballots cast on behalf of beneficial owners and Beneficial Owner Ballots) is no later than July 29, 2013 (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Master Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of [Type of Claim/Equity Interest].

INSTRUCTIONS FOR COMPLETING THE BALLOT

VOTING DEADLINE/VOTING AGENT:

To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned to the Voting Agent so that it is actually received no later than the Voting Deadline, unless such time is extended by the Debtors. Master Ballots must be delivered to the Voting Agent at the appropriate address listed below:

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Master Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

HOW TO VOTE:

If you are both the registered owner and the beneficial owner of any principal amount of the [*Type of Claim/Equity Interest*] and you wish to vote any [*Type of Claim/Equity Interest*] held on account thereof, you may complete, sign, and return to the Voting Agent either an individual Beneficial Owner Ballot or a Master Ballot.

If you are transmitting the votes of any beneficial owners of [*Type of Claim/Equity Interest*] other than yourself, you may either:

1. “Prevalidate” the individual Beneficial Owner Ballot contained in the solicitation materials and then forward the solicitation materials to the beneficial owner of the [*Type of Claim/Equity Interest*] for voting within five Business Days after the receipt by such Voting Nominee of the solicitation materials, along with clear instructions stating that beneficial owners must return their pre-validated Beneficial Owner Ballots directly to the Voting Agent so that they are actually received by the Voting Agent on or before the Voting Deadline. The beneficial owner will then return the individual Beneficial Owner Ballot directly to the Voting Agent in the return envelope provided in the solicitation materials, which must be addressed to: GCG, Inc., P.O. Box 9852, Dublin, OH 43017-5752, Attn: AMR Corp. Balloting Center. A Voting Nominee “prevalidates” a Beneficial Owner Ballot by indicating thereon the record holder of the [*Type of Claim/Equity Interest*] voted, the amount of the [*Type of Claim/Equity Interest*] held by the beneficial owner, the appropriate account numbers through which the beneficial owner’s holdings are derived, and executing the Beneficial Owner Ballot. The beneficial owner shall return the “prevalidated” Beneficial Owner Ballot directly to the Voting Agent;

OR

2. Within five Business Days after the receipt by such Voting Nominee of the solicitation materials, forward the solicitation materials to the beneficial owner of the [*Type of Claim/Equity Interest*] for voting along with a return envelope provided by and addressed to the Voting Nominee, with the beneficial owner then returning the individual Beneficial Owner Ballot to the Voting Nominee. In such case, the Voting Nominee will tabulate the votes of its respective beneficial owners on the Master Ballot that has been provided to the Voting Nominee separately, in accordance with these instructions, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Owner Ballots to the Voting Nominee by a

date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Provide the information requested in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the [*Type of Claim/Equity Interest*]. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF ITS [*Type of Claim/Equity Interest*] EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Beneficial Owner Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan, by order of the Bankruptcy Court, will not be counted;
- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Owner Ballot relating to other [*Type of Claim/Equity Interest*] voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot with an original signature so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Owner Ballot returned to you by a beneficial owner, either forward such Beneficial Owner Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Owner Ballot in your files for one year from the Voting Deadline and produce the same upon the written request of the Debtors, the Reorganized Debtors, or their respective counsel.

PLEASE NOTE:

The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan. At this time, holders should not surrender certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Owner Ballot or Master Ballot shall constitute or be deemed a proof of Claim or Equity Interest or an assertion of a Claim or Equity Interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to the beneficial owners of [*Type of Claim/Equity Interest*] held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Owner Ballots.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF THE DEBTORS OR THE VOTING AGENT WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.

IF YOU HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR MASTER BALLOT, OR IF YOU DID NOT RECEIVE BOTH A COPY OF THE DISCLOSURE STATEMENT AND THE PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

PLEASE COMPLETE THE FOLLOWING:

Item 1. Certification of Authority to Vote. The undersigned certifies that as of [____, 2013], (the “**Voting Record Date**”), the undersigned (please check appropriate box):

- Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the [Type of Claim/Equity Interest] listed in Item 2 below, and is the registered holder of such securities; or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee, or a beneficial owner that is the registered holder of the aggregate principal amount of [Type of Claim/Equity Interest] listed in Item 2 below; or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of [Type of Claim/Equity Interest] listed in Item 2 below;

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the [Type of Claim/Equity Interest] held by the beneficial owners of the [Type of Claim/Equity Interest] described in Item 2.

Item 2. Vote. The undersigned transmits the following votes of beneficial owners in respect of their [Type of Claim/Equity Interest], and certifies that the following beneficial owners of the [Type of Claim/Equity Interest], as identified by their respective customer account numbers set forth below, of the [Type of Claim/Equity Interest] indicated below in the document footer are beneficial owners of such securities as of the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, Beneficial Owner Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial owner must vote all of its [Type of Claim/Equity Interest] to accept or to reject the Plan and may not split such vote or vote to both accept and reject the Plan.

Your Customer Account Number for Each Beneficial Owner of Voting [Type of Claim/Equity Interest]	Principal Amount of [Type of Claim/Equity Interest] Voted to ACCEPT or REJECT Plan [Indicate if \$ or shares]*		Check Column if Beneficial Owner Indicated U.S. Citizenship
	ACCEPT	REJECT	
1.			
TOTALS:			

* In order to vote on the Plan, the beneficial owner must have checked a box in Item 2 to ACCEPT or REJECT the Plan on its individual Beneficial Owner Ballot. If the beneficial owner did not check a box in Item 2 on its individual Beneficial Owner Ballot, by order of the Bankruptcy Court its vote will not be counted.

Item 3. Certification as to Transcription of Information from Item 3 as to [Type of Claim/Equity Interest] Voted Through Other Beneficial Owner Ballots. The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the beneficial owner’s original Beneficial Owner Ballot, identifying any [Type of Claim/Equity Interest] that such beneficial owners have submitted other Beneficial Owner Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Owner Who Completed Item 3 of the Beneficial Owner Ballots	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:			
	Account Number with other Master Ballot Agent (if applicable)	Name of Registered Holder or Other Master Ballot Agent (if applicable)	CUSIP of Other [Type of Claim/Equity Interest] Voted	Name of Other Debt or Equity Instrument Voted
1.				

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that each beneficial owner of the [Type of Claim/Equity Interest] listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Name of Voting Nominee:

(Print or Type)

Participant Number: _____

Name of Proxy Holder or Agent for Voting Nominee (if applicable):

(Print or Type)

Social Security or Federal Tax I.D. No.:

Signature:

By: _____

(If Appropriate)

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: (____) _____
(Including Area Code)

Email Address: _____

Date Completed: _____

Exhibit E

Notice of Non-Voting Status – Unimpaired Classes

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

-----X
:

In re : **Chapter 11 Case No.**
:

AMR CORPORATION, et al., : **11-15463 (SHL)**
:

: **(Jointly Administered)**
:

Debtors. :
:

-----X

NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES

PLEASE TAKE NOTICE THAT on [____], 2013, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement for the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Disclosure Statement**”) filed by AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), for use by the Debtors in soliciting acceptances or rejections of the Debtors’ Joint Chapter 11 Plan, dated [____], 2013 (as it may be amended, the “**Plan**”), from holders of impaired claims and equity interest who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST, OR EQUITY INTEREST(S) IN, THE DEBTORS ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11, UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), OR TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, CONTACT THE DEBTORS’ VOTING AGENT, GCG, INC., AT THE ADDRESS BELOW, OR BY TELEPHONE AT 1-888-285-9438 (DOMESTIC) OR 1-440-389-7498 (INTERNATIONAL). THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.

If by overnight or hand delivery:	If by standard mailing:
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

Exhibit F

Proposed Order

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

-----X
: **Chapter 11 Case No.**
: **11-15463 (SHL)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
-----X

**ORDER (I) APPROVING NOTICE OF DISCLOSURE STATEMENT HEARING;
(II) APPROVING DISCLOSURE STATEMENT; (III) ESTABLISHING A
RECORD DATE; (IV) ESTABLISHING NOTICE AND OBJECTION
PROCEDURES FOR CONFIRMATION OF THE PLAN; (V) APPROVING
SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF;
(VI) APPROVING THE FORMS OF BALLOTS AND ESTABLISHING
PROCEDURES FOR VOTING ON THE PLAN; AND (VII) APPROVING THE FORM
OF NOTICE TO NON-VOTING CLASSES UNDER THE PLAN**

Upon the Motion, dated April 15, 2013 (the “**Motion**”),¹ of AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11, United States Code (the “**Bankruptcy Code**”); Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 3017-1, 3018-1, and 3020-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) for entry of an order (i) approving notice of the Disclosure Statement Hearing provided by the Debtors; (ii) approving the Disclosure Statement under section 1125 of the Bankruptcy Code; (iii) establishing a record date for notice of the Confirmation Hearing (as defined below) and for voting on the Plan; (iv) establishing notice and objection procedures with respect to confirming the Plan; (v) approving the Notice Packages (as defined below) and procedures for

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

the distribution thereof; (vi) approving the forms of ballots and establishing procedures for voting on the Plan; and (vii) approving the form of notice to non-voting classes under the Plan, all as more fully described in the Motion; and due and proper notice of the Motion having been provided pursuant to Bankruptcy Rule 2002 and 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), and it appearing that no other or further notice need be provided; and the 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

FOUND AND DETERMINED THAT:²

A. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.

B. The forms of Ballots and Master Ballots (each as defined below) annexed as **Exhibit “D”** to the Motion are sufficiently consistent with Official Form No. 14 and adequately address the particular needs of these cases and are appropriate for each class entitled to vote on the Plan.

C. Ballots need not be provided to the holders of Claims and Equity Interests in (i) AMR Class 1 (AMR Secured Claims); (ii) AMR Class 2 (AMR Priority Non-Tax Claims); (iii) AMR Class 6 (AMR Other Equity Interests); (iv) American Class 1 (American Secured Aircraft Claims); (v) American Class 2 (American Other Secured Claims); (vi) American Class 3

² Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. *See* Fed. R. Bankr. P. 7052.

(American Priority Non-Tax Claims); (vii) American Class 8 (American Equity Interests); (viii) Eagle Class 1 (Eagle Secured Claims); (ix) Eagle Class 2 (Eagle Priority Non-Tax Claims); and (x) Eagle Class 5 (Eagle Equity Interests), because they are unimpaired and, therefore, conclusively presumed to accept the Plan.

D. The period, set forth below, during which the Debtors may solicit acceptances to the Plan, is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision to either accept or reject the Plan.

E. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The procedures for transmitting the documents and information required by Bankruptcy Rule 3017(d) to any beneficial holders of the Debtors' Securities are adequate and appropriate.

G. The procedures set forth below regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the "**Confirmation Hearing**") and the filing of objections thereto, and the distribution and contents of the Notice Packages comply with Bankruptcy Rules 2002 and 3017, and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND
DECREED THAT:

1. The Motion is granted as provided herein.
2. The Disclosure Statement is approved.

3. The form and manner of notice of the time set for filing objections to, and the hearing to consider approval of, the Disclosure Statement as described in the Motion and reflected in the Affidavit of Service by [] (ECF No. []) was proper, adequate, and sufficient notice thereof.

4. The Ballots and Master Ballots, as appropriate, are to be distributed to the holders of Claims and Equity Interests in AMR Class 3 (AMR General Unsecured Guaranteed Claims), AMR Class 4 (AMR Other General Unsecured Claims), AMR Class 5 (AMR Equity Interests), American Class 4 (American General Unsecured Guaranteed Claims), American Class 5 (American Other General Unsecured Claims), American Class 6 (American Union Claims), American Class 7 (American Convenience Class Claims), Eagle Class 3 (Eagle General Unsecured Claims), and Eagle Class 4 (Eagle Convenience Class Claims) under the Plan, which Classes are entitled to vote to accept or reject the Plan.

5. May 1, 2013, for holders of the Debtors' Securities (as defined below), and May 23, 2013 for all other Claims, shall be the Record Date for purposes of (determining) (i) which parties are entitled to vote on the Plan, (ii) which parties will receive a Notice of Non-Voting Status, and (iii) which parties will receive the Confirmation Hearing Notice.

6. With respect to holders of (i) AMR Common Stock (as defined in the Plan); (ii) the notes, bonds, certificates, and debentures that are subject to the Indentures (as defined in the Plan) (the "**Note Claims**"), and (iii) the notes, bonds, certificates, and debentures that are subject to the Special Facility Revenue Bond Indentures (as defined in the Plan) (the "**Special Facility Revenue Bond Claims**," and together with the AMR Common Stock and the Note Claims, the "**Debtors' Securities**"), the Debtors are authorized to send Ballots to record holders of such Debtors' Securities, including, without limitation, Euroclear Bank, Clearstream

Bank, brokers, banks, dealers, or other agents or nominees, or any mailing agents thereof (collectively, the “**Master Ballot Agents**”), and each Master Ballot Agent shall be entitled to receive reasonably sufficient copies of Ballots and Notice Packages to distribute to the beneficial owners of the Debtors’ Securities for whom such Master Ballot Agent holds such Debtors’ Securities. The Debtors shall be responsible for each Master Ballot Agent’s actual, documented and reasonable costs and expenses associated with the distribution of copies of Beneficial Owner Ballots and appropriate Notice Packages to the beneficial owners of such Debtors’ Securities and tabulation of such Ballots.

7. Each Master Ballot Agent shall either (i) forward the appropriate Notice Package together with the Beneficial Owner Ballot to each beneficial owner of the Debtors’ Securities entitled to vote on the Plan for voting and include a return envelope provided by and addressed to the Master Ballot Agent, so that the beneficial owner may return the completed Beneficial Owner Ballot to the Master Ballot Agent by a date calculated by the Master Ballot Agent to allow it to prepare and return the Master Ballot to the debtors’ Voting Agent, GCG, Inc. (“**GCG**”), so that the Master Ballot is actually received by GCG by the Voting Deadline, or (ii) “prevalidate” the Beneficial Owner Ballots contained in the Notice Package by (a) indicating thereon the name and address of the record holder of the Debtors’ Securities to be voted, the amount of the Debtors’ Securities held by the beneficial owner as of the Record Date, and the appropriate account numbers through which the beneficial owner’s holdings are derived, and (b) executing the beneficial owner’s Beneficial Owner Ballot, and then forwarding the Notice Package to the beneficial owner of the Debtors’ Securities for voting within five business days after the receipt by such Master Ballot Agent of the Notice Package, with the beneficial owner

then returning the Beneficial Owner Ballots directly to GCG in the return envelope to be provided in the Notice Package by the Voting Deadline.

8. The Master Ballot Agents shall complete the Master Ballots according to the instructions set forth in the Master Ballots.

9. All Ballots or Master Ballots must be properly executed, completed, and delivered to GCG by (i) mail, in the return envelope provided with each Ballot or Master Ballot, (ii) overnight courier, or (iii) personal delivery so that they are received by GCG no later than July 29, 2013 (the “**Voting Deadline**”).

10. On or before ____, 2013, the Debtors shall distribute a Notice of Non-Voting Status – Unimpaired Classes, substantially in the form annexed as **Exhibit “E”** to the Motion, and the Confirmation Hearing Notice to the holders of Claims in AMR Class 1 (AMR Secured Claims), AMR Class 2 (AMR Priority Non-Tax Claims), AMR Class 6 (AMR Other Equity Interests), American Class 1 (American Secured Aircraft Claims), American Class 2 (American Other Secured Claims), American Class 3 (American Priority Non-Tax Claims), American Class 8 (American Equity Interests), Eagle Class 1 (Eagle Secured Claims), Eagle Class 2 (Eagle Priority Non-Tax Claims), and Eagle Class 5 (Eagle Equity Interests) as of the close of business on the Record Date, which Classes are unimpaired and therefore not entitled to vote to accept or reject the Plan.

11. The Notice of Non-Voting Status – Unimpaired Classes (the “**Notice of Non-Voting Status**”), satisfies the requirements of the Bankruptcy Code and the Bankruptcy Rules, and the Debtors therefore are not required to distribute copies of the Plan and the Disclosure Statement to any holder of a Claim or Equity Interest in AMR Class 1 (AMR Secured Claims), AMR Class 2 (AMR Priority Non-Tax Claims), AMR Class 6 (AMR Other Equity

Interests), American Class 1 (American Secured Aircraft Claims), American Class 2 (American Other Secured Claims), American Class 3 (American Priority Non-Tax Claims), American Class 8 (American Equity Interests), Eagle Class 1 (Eagle Secured Claims), Eagle Class 2 (Eagle Priority Non-Tax Claims), and Eagle Class 5 (Eagle Equity Interests), unless such party otherwise makes a request in writing to the Debtors on or before July 26, 2013 for copies of such documents.

12. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim and without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan is to be temporarily allowed (in an amount equal to the amount of such Claim as set forth in a timely filed proof of Claim, or, if no proof of Claim was filed, the amount of such Claim as set forth in the applicable Debtor's schedules of liabilities, dated February 27, 2012, (as amended, the "**Schedules**")), provided that:

- (a) If a Claim is deemed Allowed (as defined in the Plan), pursuant to the Plan, such Claim shall be Allowed for voting purposes in the deemed Allowed amount set forth in the Plan;
- (b) If a Claim, for which a proof of Claim has been timely filed, is marked as contingent, unliquidated, or disputed, such Claim shall be allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, unless such Claim is disputed in the manner set forth in subparagraph 12(f) below;
- (c) If a Claim, for which proof of Claim was timely filed, lists an amount that is liquidated and noncontingent, such Claim shall be temporarily allowed in the amount set forth on the proof of Claim, unless such claim is disputed in the manner set forth in subparagraph 12(f) below;
- (d) If a Claim has been estimated for voting purposes or otherwise allowed for voting purposes by order of the Court, such Claim shall be allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution, unless otherwise provided by order of the Court;

- (e) If a Claim is listed in the Schedules as contingent, unliquidated, disputed, in the amount of \$0.00, or unknown, and a proof of Claim was not (i) filed by the applicable bar date for the filing of proofs of Claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such Claim shall be disallowed for voting purposes;
- (f) If the Debtors serve an objection to, or request for estimation of, a Claim at least 20 days before the Voting Deadline, such Claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the objection or request for estimation;
- (g) If the Debtors serve an objection to a Claim at least 20 days before the Voting Deadline, and the relief sought in that objection is to supersede one or more scheduled Claims with a filed Claim, such scheduled Claim shall be temporarily disallowed for voting purposes only and not for purpose of allowance or distribution; *provided, however*, that in the event the holder of such Claims has returned only the Ballot in connection with the scheduled Claim(s), such Ballot shall be counted in the amount of the filed Claim;
- (h) For purposes of voting, classification, and treatment under the Plan, each party that holds or has filed more than one Claim shall be treated as if such entity has only one Claim in each applicable Class, the Claims filed by such entity shall be aggregated in each applicable Class, and the total dollar amount of such Class shall be the sum of the aggregated Claim or of such entity in each applicable Class;
- (i) If a holder of a Claim entitled to vote has Claim against multiple Debtors, including a guarantee Claim against multiple Debtors (either scheduled, filed, or both) based on the same transaction (*e.g.*, a Claim against Debtor “A” that was guaranteed by Debtor “B”), such holder will receive only one Ballot for treatment in accordance with the Plan for the Debtor that is the principal obligor with respect to such Claim;
- (j) A beneficial holder that has filed a proof of Claim on account of the Debtors’ Securities shall not be allowed to vote on account of such filed proof of Claim; *provided, however*, that such holder shall otherwise be entitled to receive a Notice Package and vote in accordance with the procedures set forth in this Order provided that such holder is a holder as of the Record Date;
- (k) Notwithstanding anything contained herein to the contrary, the Voting Agent, in its discretion, may contact entities entitled to vote to cure any defects in the Ballots or Master Ballots and is authorized to so cure any defects;

- (l) There shall be a rebuttable presumption that in the case where more than one timely, properly completed Ballot or Master Ballot is received, only the Ballot or Master Ballot that bears the latest date will be counted unless the holder of the Claim or Equity Interest receives Court approval to have the Ballot or Master Ballot that bears the earliest date counted;
- (m) There shall be a rebuttable presumption that a party who filed a Claim that does not list a specific Debtor filed such Claim against American Airlines, Inc.;
- (n) If a Claim is filed in the amount of \$0.00, the holder of such Claim shall not be entitled to vote on account of such Claim; and
- (o) If a Claim is filed in a currency other than U.S. Dollars and is not Allowed in a sum certain pursuant to the Plan, the holder of such Claim shall be entitled to vote a Claim in the amount of \$1.00.

13. If any holder of a Claim holder to challenge the allowance (or disallowance) of its Claim for voting purposes, in accordance with the above procedures, such claimant is directed to serve on the Debtors and file with the Court (with a hard copy delivered directly to Chambers) on or before the tenth day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, to such Claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting to accept or reject the Plan.

14. As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes pursuant to an Order entered at least six days prior to the Voting Deadline or as otherwise directed by the Court.

15. Any Ballot that is properly completed, executed, and timely returned to GCG but does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, shall not be counted.

16. If no votes to accept or reject the Plan are received with respect to a particular Class, such Class is deemed to have voted to accept the Plan.

17. If more than one timely, properly completed Ballot or Master Ballot is received, only the Ballot or Master Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot or Master Ballot that bears the earliest date counted.

18. Creditors must vote all of their Claims within a particular Class under the Plan, whether or not such Claims are asserted against the same or multiple Debtors, either to accept or reject the Plan and may not split their vote(s), and thus a Ballot that partially rejects and partially accepts the Plan shall not be counted.

19. The following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot, (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the Claim holder, (iii) any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan, (iv) any Ballot cast for a Claim identified as unliquidated, contingent, or disputed for which no proof of Claim was timely filed, (v) any Ballot that is unsigned or without an original signature, and (vi) any Ballot transmitted to GCG by facsimile, electronic transmission, or other electronic means.

20. For holders of Claims subject to the May 23, 2013 Record Date, no transfer of Claim(s) pursuant to Bankruptcy Rule 3001 shall be recognized unless (i) documentation evidencing such transfer was filed with the Court on or before 22 days prior to the Record Date, (ii) the transfer is not defective, and (iii) no timely objection with respect to

such transfer was filed by the transferor. In instances where a Claim has been the subject of one or more partial transfers, each holder of a portion of said Claim shall be deemed to hold one Claim for numerosity purposes.

21. With respect to the tabulation of Master Ballots and Ballots cast by Master Ballot Agents and beneficial owners of the Debtors' Securities, for purposes of voting, the amount used to tabulate acceptance or rejection of the Plan will be the principal amount held as of the Record Date (the "**Record Amount**"). The following additional rules will apply to the tabulation of Master Ballots cast by Master Ballot Agents and beneficial owners of the Debtors' Securities:

- (a) Votes cast by beneficial owners through a Master Ballot Agent will be applied against the positions held by such entities in the applicable Debtors' Security as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Master Ballot Agent, whether pursuant to a Master Ballot or prevalidated Ballots, will not be counted in excess of the Record Amount of such Debtors' Securities held by such Master Ballot Agent; provided, however, that GCG may adjust such Record Amount to reflect the amount in accordance with subparagraph 21(c) below;
- (b) To the extent that conflicting votes or "overvotes" are submitted by a Master Ballot Agent, whether pursuant to a Master Ballot or prevalidated Ballots, GCG will attempt to reconcile discrepancies with the Master Ballot Agent;
- (c) To the extent that overvotes on a Master Ballot or prevalidated Ballots are not reconcilable prior to the preparation of the vote certification, GCG will apply the votes to accept and to reject the Plan in the same proportion as the votes to accept and reject the Plan submitted on the Master Ballot or prevalidated Ballots that contained the overvote, but only to the extent of the Master Ballot Agent's position in the applicable Debtors' Security;
- (d) Multiple Master Ballots may be completed by a single Master Ballot Agent and delivered to GCG. Votes reflected by multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the Master Ballot that bears the latest date will be counted; and

- (e) For purposes of tabulating votes, each record holder or beneficial owner will be deemed to have voted the Record Amount, although GCG may be asked to make adjustments to reflect the Record Amount.

22. The Confirmation Hearing will be held at [_:___.m.] (Eastern Time) on August 15, 2013; *provided, however*, that the Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than through adjournments announced in open court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court.

23. Any objections to confirmation of the Plan must:

- (a) Be in writing;
- (b) State the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party;
- (c) State with particularity the basis and nature of any objection;
- (d) Conform with the Bankruptcy Rules and Local Rules;
- (e) 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
- (f) Served in accordance with General Order M-399 so as to be received no later than 4:00 p.m. (Eastern Time), on August 1, 2013 (the "**Plan Confirmation Objection Deadline**") and on the following parties —
 - (i) The Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.);
 - (ii) The attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, Esq.);
 - (iii) The U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.);

- (iv) The attorneys for the UCC, 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.); and
- (v) The attorneys for the Retiree Committee, 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.).

24. Objections to confirmation of the Plan not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

25. The Debtors, the UCC, and the Ad Hoc Committee are authorized to file responsive pleadings to any objection to confirmation of the Plan by no later than 4:00 p.m. (Eastern Time), on August 12, 2013.

26. The Confirmation Hearing Notice substantially in the form annexed to the Motion as **Exhibit “C”** is approved.

27. On or before [____ _], 2013, the Debtors shall mail or caused to be mailed the following materials in connection with voting on the Plan, notice of the Confirmation Hearing (the “**Notice Packages**”), and the filing of objections to confirmation of the Plan:

- (a) With respect to holders of Claims or Equity Interests in AMR Class 3 (AMR General Unsecured Guaranteed Claims), AMR Class 4 (AMR Other General Unsecured Claims), AMR Class 5 (AMR Equity Interests), American Class 4 (American General Unsecured Guaranteed Claims), American Class 5 (American Other General Unsecured Claims), American Class 6 (American Union Claims), American Class 7 (American Convenience Class Claims), Eagle Class 3 (Eagle General Unsecured Claims), and Eagle Class 4 (Eagle Convenience Class Claims):
 - (i) A copy of this Order (without any exhibits);
 - (ii) The Confirmation Hearing Notice;
 - (iii) The Disclosure Statement (with the Plan annexed thereto);

- (iv) A copy of any letter from the UCC with respect to its recommendation on the Plan;
 - (v) Copies of any letter(s) recommending acceptance of the Plan; and
 - (vi) An appropriate form of Ballot and/or Master Ballot and appropriate return envelope with prepaid postage.
- (b) With respect to holders of Claims or Equity Interests that are unimpaired and not entitled to vote on the Plan:
- (i) The Confirmation Hearing Notice; and
 - (ii) A Notice of Non-Voting Status – Unimpaired Classes.

28. On or before [____ _], 2013, the Debtors shall mail or cause to be mailed a copy of the Confirmation Hearing Notice (to the extent not already provided) to:

- (i) All Notice Parties;
- (ii) All persons or entities that filed proofs of Claim on or before the date of the Disclosure Statement Hearing, except to the extent a Claim was paid pursuant to, or expunged by, prior order of the Bankruptcy Court;
- (iii) All persons or entities listed in the Schedules as holding liquidated, noncontingent, and undisputed Claims in an amount greater than \$0.00, other than scheduled Claims that have been superseded by a filed proof of Claim;
- (iv) The transfer agent(s) and the registered holders of the Debtors' Securities as of the Record Date;
- (v) All other parties in interest that have filed a request for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases; and
- (vi) Any other known holders of Claims against, or Equity Interests in, the Debtors.

29. Pursuant to section 1126(f) of the Bankruptcy Code and Bankruptcy Rule 3017(d), Notice Packages for holders of a Claim or Equity Interest in (i) AMR Class 1 (AMR Secured Claims), (ii) AMR Class 2 (AMR Priority Non-Tax Claims), (iii) AMR Class 6 (AMR Other Equity Interests), (iv) American Class 1 (American Secured Aircraft Claims),

(v) American Class 2 (American Other Secured Claims), (vi) American Class 3 (American Priority Non-Tax Claims), (vii) American Class 8 (American Equity Interests), (viii) Eagle Class 1 (Eagle Secured Claims), (ix) Eagle Class 2 (Eagle Priority Non-Tax Claims), and (x) Eagle Class 5 (Eagle Equity Interests), which Classes are conclusively presumed to have accepted the Plan under section 1126(f) of the Bankruptcy Code, will not include a Ballot.

30. The Debtors shall not be required to send Notice Packages or any other notice to creditors that have Claims that have already been paid in full; *provided, however*, that if, and to the extent that, any such creditor would be entitled to receive a Notice Package or any other notice for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, then such creditor shall be sent a notice in accordance with the procedures set forth herein.

31. The Debtors shall publish the Confirmation Hearing Notice not less than 28 days before the Plan Confirmation Objection Deadline once in *The Wall Street Journal* (Global Edition—North America, Europe, and Asia). Additionally, the Debtors will post the Confirmation Hearing Notice electronically on their website www.amrcaseinfo.com.

32. With respect to addresses from which notices in these chapter 11 cases have been returned as undeliverable by the United States Postal Service, the Debtors are excused from mailing Notice Packages or other notice to those entities listed at such addresses, unless the Debtors are provided with accurate addresses for such entities at least 20 days before the Confirmation Hearing. Failure to mail Notice Packages to such entities will not constitute inadequate notice of the Confirmation Hearing, the Voting Deadline, or violation of Bankruptcy Rule 3017(d).

33. The Debtors 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.

34. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, the Notice Packages, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among such documents.

35. The notice to be provided pursuant to the procedures set forth herein is good and sufficient notice to all parties in interest and no other for further notice need be provided.

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

Dated: New York, New York
_____, 2013

United States Bankruptcy Judge