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

In re:	Chapter 11
AMR CORPORATION, <i>et al.</i> ,	Case No. 11-15463 (SHL)
Debtors.	Related Doc: 8590
	(Jointly Administered)

**STATEMENT OF TRANSPORT WORKERS UNION OF AMERICA, AFL-CIO IN
SUPPORT OF CONFIRMATION OF DEBTORS' SECOND AMENDED JOINT
CHAPTER 11 PLAN**

The Transport Workers Union of America, AFL-CIO (the "**TWU**") submits this statement (the "**Statement**") in support of the confirmation of the Debtors' Second Amended Joint Chapter 11 Plan (Docket No. 8590) (the "**Plan**"), and respectfully represents as follows:

STATEMENT IN SUPPORT OF CONFIRMATION

1. The Plan embodies a series of settlements (including new collective bargaining agreements) between and among the various unions representing the Debtors' employees (including TWU), other interrelated settlements with other major stakeholders the Debtors and is centered around the merger of the Debtors and US Airways Group, Inc. The Plan

enjoys the broad support of nearly every constituency in these cases – from labor, to financial creditors, to trade creditors, to the PBGC.

2. On the eve of confirmation, the Department of Justice and certain other government plaintiffs filed suit to enjoin the proposed merger. *See United States of America, et al. v. US Airways Group, Inc., et al.*, Case No. 13-1236 (D.D.C.). The complaint (the “**DOJ Complaint**”) contends that the proposed merger would have anticompetitive effects by reducing competition for air travel in local markets and result in passengers paying more for less service.

3. TWU believes that the government’s analysis of the proposed merger misses the mark because the combined carrier will increase competition with the other major carriers (i.e., Delta Airlines and United Airlines, both of which underwent similar mergers in the recent past), offer passengers more options and better service, and protect good-paying U.S. jobs. Ultimately, as set forth in the merger agreement and the Plan, the closing of the merger itself is conditioned on the receipt of all necessary regulatory approvals. TWU believes the antitrust litigation will be resolved in favor of the merger and the transaction will close.

4. Crucially, neither the filing of the DOJ Complaint nor the outcome of the antitrust litigation is relevant to whether the Plan is confirmable. Thus, this Court should approve confirmation. Receipt of all necessary regulatory approvals, which now includes resolution of the antitrust litigation, is a condition precedent to the Plan becoming effective. Issues relating to confirmation – i.e., the feasibility of the plan, the classification and treatment of claims and interests, acceptance of the Plan by the voting classes, and the other requirements of section 1129 of the Bankruptcy Code – are not impacted by the antitrust litigation. Based on the evidence admitted into the record at the confirmation hearing held on August 15, 2013, and the legal arguments propounded by counsel for the Debtors and other parties, TWU submits that the Plan satisfies all of the Bankruptcy Code’s requirements for confirmation, and implores this Court to enter an order confirming the Plan.

