

HEARING DATE AND TIME: April 23, 2012 at 10:00 a.m. (Eastern Time)

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

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

**CORRECTIONS TO BRIEFS (PARTS 1-5) AND DECLARATIONS OF JEFFREY
J. BRUNDAGE, CAROLYN E. WRIGHT, JAMES B. WEEL, ALEXANDER
DICHTER, SANDRA LOYAL, MATTHEW NAUGHTON, BRIAN J.
MCMENAMY, DANIEL M. KASPER, AND DENNIS NEWGREN IN SUPPORT
OF MOTION TO REJECT COLLECTIVE BARGAINING AGREEMENTS
PURSUANT TO 11 U.S.C. § 1113(c)**

| Brief or Declarant | Page/¶ | Text | Correction |
|----------------------|----------------------|--|---|
| Brief - Part One (c) | 2/I (first bullet) | AA. Ex. 900 ¶ 43 | AA Ex. 900 ¶ 53 |
| | 7/II | Goren Decl. ¶ 8 | AA Ex. 101 ¶ 8 |
| | 11/D. (second para) | Goulet Decl. ¶ 32 | Goulet Decl. ¶ 23 |
| | 54/2.b. (last line) | McMenamy Decl. ¶ 91 | McMenamy Decl. ¶ 92 |
| | 58/n.37 | Brundage Decl. ¶ 33 n.23 | Brundage Decl. ¶ 33 n.22 |
| | 63/(1) (first line) | "...is approximately \$2,000 more per year than the average employer..." | "...is approximately \$2,000 more per year per employee than the average employer..." |
| | 64/(1) (first para) | Glass Decl. ¶ 275 | Glass Decl. ¶ 281 |
| | 64/(1) (second para) | McMenamy ¶ 24 | McMenamy ¶ 25 |
| | 64/(2) (first para) | Glass Decl. ¶ 278 | Glass Decl. ¶ 284 |
| | 65/(2) (last line) | Wright Decl. ¶ 36, McMenamy Decl. ¶26 | Wright Decl. ¶36 |
| | 66/(3) (first para) | Glass Decl. ¶ 267 | Glass Decl. ¶¶ 273, 276 |
| | 66/n.55 | Glass Decl. ¶¶ 265-270 | Glass Decl. ¶¶ 271-275 |
| | 66/n.56 | Glass Decl. ¶¶ 271-273 | Glass Decl. ¶¶ 276-279 |
| | 67/(3) (first para) | Shelton Decl. AA Ex. 702 | Shelton Decl. AA Ex. 703 |
| | 67/(3) (first para) | Glass Decl. ¶ 267 | Glass Decl. ¶¶ 273, 267 |

| | | | |
|------------------------|--------------------------|---|--|
| | 67/(3) (second para) | Glass Decl. ¶ 280 | Glass Decl. ¶ 279 |
| | 68/(3) (last line) | Glass Decl. ¶ 273 | Glass Decl. ¶ 279 |
| | 69/(3) (first para) | Glass Decl. ¶ 267 | Glass Decl. ¶ 277 |
| | 72/(3)d. (last line) | Newgren Decl. ¶ 60 | Newgren Decl. ¶ 55 |
| | 79-80 | <p>“As described in detail in the Declaration of David Resnick, American can only attract the capital it will need to exit bankruptcy and to thereafter sustain profitable operations if it can achieve the full amount of cost savings it projects from labor and non-labor sources. Upon emerging from Chapter 11, American will require an equity investment to support its restructuring strategy and business plan. American’s recent accommodation to its Unions to freeze rather than terminate all but one of its defined benefit plans (and to work towards that goal with the remaining one) necessitates substantial ongoing cash contributions and further increases American’s long-term obligations post-Chapter 11. The requisite level of equity investment to address these and other obligations cannot be obtained absent the cost reductions requested by this motion.”</p> | <p>“As described in detail in the Declaration of David Resnick, American can only attract the capital it will need to fund its Business Plan and sustain profitable operations if it can achieve the full amount of cost savings it projects from labor and non-labor sources. Upon emerging from Chapter 11, American is estimating an equity investment need to support its restructuring strategy and business plan. American’s accommodation to its Unions to freeze rather than terminate all but one of its defined benefit plans (and to work towards that goal with the remaining one) necessitates substantial ongoing cash contributions and further increases American’s long-term obligations post-Chapter 11. The level of equity investment included in the Business Plan cannot be obtained absent the cost reductions requested by this motion.”</p> |
| Brief – Part Two (APA) | 21/n.15 | Vahidi Decl. ¶ 18 | Vahidi Decl. ¶¶ 18-19 |
| | 26/top of page | Newgren Decl. ¶¶ 116-20 | Newgren Decl. ¶ 116 |
| | 37/first para | Newgren Decl. ¶ 179 | Newgren Decl. ¶¶ 178-79 |
| | 37/first para, last line | <i>Id.</i> | <i>Id.</i> ¶ 179 |
| | 45/2. | <i>Id.</i> ¶ 98 | <i>Id.</i> ¶¶ 98, 108-09 |
| | 50/2. (last line) | <i>Id.</i> | <i>Id.</i> ¶ 114 |

| | | | |
|---------------------------|------------------------------|--|--|
| | 52/I. (first para) | Newgren Decl. ¶¶ 155-56 | Newgren Decl. ¶ 155 |
| | 52/I. (first para last line) | <i>Id.</i> | <i>Id.</i> ¶ 156 |
| Brief - Part Three (APFA) | 8/III (line 2) | Brundage Decl. ¶ 26; AA Ex. 508 | Brundage Decl. ¶ 26; AA Ex. 507 |
| | 28/4. (last line) | Vaughn Decl. ¶ 10 | Vaughn Decl. ¶¶ 8, 10 |
| Brief - Part Four (TWU) | 4/n.6 | (Weel Decl.) <i>Id.</i> ¶ 21 n.33 | (Weel Decl.) <i>Id.</i> ¶ 21 n.32 |
| | 7/III (second para) | (Weel Decl.) ... <i>Intralinks. Id.</i> ¶ 35 | (Weel Decl.) ... <i>Intralinks. Id.</i> ¶ 36 |
| | 13/n.11 | Weel Decl. ¶ 38 | Weel Decl. ¶ 43 n.44 |
| | 14/2. (first para) | Weel Decl. ¶ 42 n.43 | Weel Decl. ¶ 42 n.42 |
| | 15/n.14 | Weel Decl. ¶ 47 n.46 | Weel Decl. ¶ 47 n.45 |
| | 25/E.1. (middle para) | (Weel Decl.) <i>Id.</i> ¶ 63 | (Weel Decl.) <i>Id.</i> ¶ 55 |
| | 34/4. (first para) | (Weel Decl.) <i>Id.</i> ¶ 85 n.48 | (Weel Decl.) <i>Id.</i> ¶ 85 n.47 |
| | 38/n.29 | Weel Decl. ¶ 97, 97 n.53 | Weel Decl. ¶ 97 n.51 |
| Brief - Part Five (TWU) | 17/b. (first para) | Burdette Decl. ¶ 29 | Burdette Decl. ¶ 31 |
| | 26/3. (middle para) | ...straight time wage. Burdette Decl. ¶ 50 | ...straight time wage. Burdette Decl. ¶ 51 |
| Jeffrey Brundage | 6/10. | <i>See</i> Wright Decl. ¶ 42 n.28 | <i>See</i> Wright Decl. ¶ 42 n.27 |
| | 7/11. | Kasper Decl. ¶ 6; Goulet Decl. ¶ 6 | Goulet Decl. ¶ 6 |
| | 9/n.13 | <i>See</i> Vaughn Decl. ¶ 31 | <i>See</i> Vaughn Decl. ¶ 36 |
| Carolyn Wright | 8/12. | AA Ex. 712D | AA Ex. 703D |
| James Weel | 30/49 | Glass Decl. ¶¶ 228-232 | Glass Decl. ¶¶ 233-238 |
| | 35/60 | Weel Decl. ¶ 60 ...cost reduction of \$104 million six years after implementation. | Weel Decl. ¶ 60 ...cost reduction of \$10 million six years after implementation. |
| | 44/82 | Weel Decl. ¶ 82 ...annual cost reduction of \$275,000. | Weel Decl. ¶ 82 ...annual cost reduction of \$270,000. |
| Alexander Dichter | 9/n.6 | Kasper ¶¶ 40, 43 | Kasper ¶ 43 |
| | 18/n.20 | “From 1992-2010, US carrier RASMs grew by 1.7% while capacity grew by 2.8% (Source: Innovata)” | “From 1980-2011, US carrier RASMs grew by 1.9% while capacity grew by 2.8% (Source: Innovata)” |
| Sandra Loyal | 2/n.1 | Wright ¶¶ 20-31 | Wright ¶¶ 17-33 |
| Matthew | 2/n.2 | AA Ex. 713B | AA Ex. 704B |

| | | | |
|----------------|---------------------------|--|--|
| Naughton | | | |
| | 3/8 (second to last line) | AA Ex. 713B | AA Ex. 704B |
| Brian McMenamy | 7/n.2 | 1030 (APFA) | 1004 (APFA) |
| | 21/n.10 | AA Ex. 1030 | AA Ex. 1004 |
| | 36/89 (fifth line) | Weel Decl. ¶ 86 | Weel Decl. ¶ 88 |
| Daniel Kasper | 100/119 n.143 | See Declaration of Jerrold A. Glass at ¶ 196 | See Declaration of Jerrold A. Glass at ¶ 191 |
| | 103/122 n. 150 | See Declaration of Mark Burdette at ¶¶ 47 and 79 | See Declaration of Mark Burdette at ¶¶ 45 and 76 |
| Dennis Newgren | 3/7 n.4 | Glass Decl. ¶¶ 42-55 | Glass Decl. ¶¶ 39-55 |
| | 3/7 n.5 | Wright Decl. ¶ 42 n.28 | Wright Decl. ¶ 42 n.26 |
| | 4/8 | Glass Decl. ¶¶ 85-91 | Glass Decl. ¶¶ 82-90 |
| | 17/32 n.23 | “APA New York Base Blast, Sept. 15, 2011” | “APA New York Base Blast, Sept. 14, 2011” |
| | 24/48 | See generally Lynn Declaration ¶¶ 23-37 | See generally Lynn Declaration ¶¶ 22-37 |
| | 25/50 n.36 | Goulet Decl. ¶ 54 n.20 | Goulet Decl. ¶¶ 43-61 |
| | 26/54 | See Declaration of Virasb Vahidi ¶ 19 | See Declaration of Virasb Vahidi ¶¶ 17-19 |
| | 33/68 n.46 | Glass Decl. ¶ 62-63 | Glass Decl. ¶¶ 58-68 |