

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

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In re	:	Chapter 11 Case No.
	:	
AMR CORPORATION, et al.,	:	11-15463 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
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INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 362 (i) ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS’ ESTATES, AND (ii) SCHEDULING FINAL HEARING

Upon the Motion, dated November 29, 2011 (the “**Motion**”),¹ of AMR Corporation (“**AMR Corp.**”), American Airlines, Inc. (“**American Airlines**”), AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 362 of title 11, United States Code (the “**Bankruptcy Code**”), for entry of an order (i) establishing notification procedures and approving restrictions on certain transfers of Claims against and interests in the Debtors’ estates and (ii) scheduling a final hearing (the “**Final Hearing**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper

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

notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the five largest secured claims against the Debtors (on a consolidated basis), (iii) the holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (iv) the attorneys for the Allied Pilots Association, (v) the attorneys for the Air Line Pilots Association, International, (vi) the attorneys for the Association of Professional Flight Attendants, (vii) the attorneys for the Association of Flight Attendants – CWA, AFL-CIO, and (viii) the attorneys for the Transport Workers Union of America, AFL-CIO (collectively, the “**Notice Parties**”), and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the Affidavit of Isabella D. Goren Pursuant to Local Bankruptcy Rule 1007-2 and the record of the Hearing and all of the proceedings had before the Court; 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 that the Debtors’ net operating loss carryforwards (“**NOLs**”) and certain other tax attributes (together with the NOLs, the “**Tax Attributes**”) are property of the Debtors’ respective estates and are protected by section 362(a) of the Bankruptcy Code; and it is further

FOUND that unrestricted trading in AMR Stock (as hereinafter defined) and Claims (as hereinafter defined) before the Debtors’ emergence from chapter 11 could limit the ability of one or more of the Debtors to use the Tax Attributes for purposes of the Internal

Revenue Code of 1986, as amended (the “**Tax Code**”), as set forth in the Motion; and it is further

FOUND that the Procedures are necessary and proper to preserve the Tax Attributes and are therefore in the best interests of the Debtors, their estates, and their creditors; and it is further

FOUND that the relief requested in the Motion is authorized under sections 105(a) and 362 of the Bankruptcy Code.

THEREFORE, IT IS:

ORDERED that the Motion is granted on an interim basis as provided herein, *nunc pro tunc* to the Commencement Date; and it is further

ORDERED that until further order of this Court to the contrary, any acquisitions, dispositions, or trading of AMR Stock or Claims in violation of the Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to this Court’s equitable powers under section 105(a) of the Bankruptcy Code; and it is further

ORDERED that the following Procedures shall apply to trading in AMR Stock and Claims and are approved:

(a) ***AMR Stock Ownership and Acquisition.***

- (i) Notice of Substantial Stock Ownership. Any person or Entity (as such term is defined in section 1.382-3(a) of the U.S. Department of Treasury Regulations promulgated under the Tax Code (the “**Treasury Regulations**”), including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition) that beneficially owns, at any time on or after the Commencement Date, AMR Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder (as hereinafter defined) shall file with this Court, and

serve upon the Debtors, the attorneys for the Debtors, and the attorneys for any statutory committee of unsecured creditors appointed in these cases (the “**Creditors’ Committee**”), a Notice of Substantial Stock Ownership (a “**Substantial Ownership Notice**”), in the form annexed hereto as **Exhibit “B,”** which describes in detail the AMR Stock ownership of such person or Entity, on or before the date that is the later of: (a) ten (10) business days after the entry of this Interim Order and (b) ten (10) business days after that person or Entity qualifies as a Substantial Equityholder. At the election of the Substantial Equityholder, the Substantial Ownership Notice to be filed with this Court (but not the Substantial Ownership Notice that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Substantial Equityholder’s taxpayer identification number and the number of shares of AMR Stock that the Substantial Equityholder beneficially owns.

- (ii) Acquisition of AMR Stock or Options. At least twenty (20) business days prior to the proposed date of any transfer of equity securities (including Options (as hereinafter defined) to acquire such securities) that would result in an increase in the amount of AMR Stock beneficially owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a “**Proposed Equity Acquisition Transaction**”), such person, Entity, or Substantial Equityholder (a “**Proposed Equity Transferee**”) shall file with this Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee, a Notice of Intent to Purchase, Acquire, or Otherwise Accumulate AMR Stock (an “**Equity Acquisition Notice**”), in the form annexed hereto as **Exhibit “C,”** which describes in detail the proposed transaction in which AMR Stock is to be acquired. At the election of the Proposed Equity Transferee, the Equity Acquisition Notice that is filed with this Court (but not the Equity Acquisition Notice that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Proposed Equity Transferee’s taxpayer identification number and the number of shares of AMR Stock that the Proposed Equity Transferee beneficially owns and proposes to purchase or otherwise acquire.
- (iii) Approval Procedures. The Debtors may determine, in furtherance of the purposes of the Procedures and in consultation with the attorneys for the Creditors’ Committee, whether or not to approve

a Proposed Equity Acquisition Transaction. If the Debtors do not approve an Equity Acquisition Notice in writing within fifteen (15) business days after the Equity Acquisition Notice is filed with the Court, the Equity Acquisition Notice shall be deemed rejected and the related Proposed Equity Acquisition Transaction shall not be effective, unless the Proposed Equity Transferee files a motion with this Court for approval of the Proposed Equity Acquisition Transaction, which motion is approved by a final and nonappealable order of this Court. If the Proposed Equity Acquisition Transaction is approved by the Debtors, then such Proposed Equity Acquisition Transaction may proceed solely as specifically described in the Equity Acquisition Notice. Any further Proposed Equity Acquisition Transaction must be the subject of additional Equity Acquisition Notices and approval procedures set forth in the Procedures.

- (iv) Unauthorized Transactions in AMR Stock or Options. Effective as of the Commencement Date and until further order of this Court to the contrary, any acquisition, disposition, or other transfer of AMR Stock (including Options to acquire AMR Stock) of the Debtors in violation of the Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.
- (v) Definitions. For purposes of this Interim Order, the following terms have the following meanings:
- (1) AMR Stock. “AMR Stock” means AMR’s Common Stock. For the avoidance of doubt, by operation of the definition of beneficial ownership (as hereinafter defined), an owner of an Option to acquire AMR Stock may be treated as the owner of such AMR Stock under certain circumstances.
 - (2) Beneficial Ownership. “Beneficial ownership” (or any variation thereof) of AMR Stock and Options to acquire AMR Stock shall be determined in accordance with applicable rules under section 382 of the Tax Code, Treasury Regulations, and rulings issued by the Internal Revenue Service (the “IRS”), and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal

understanding to make a coordinated acquisition of stock, and (C) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire AMR Stock.

- (3) Option. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.
- (4) Substantial Equityholder. A “Substantial Equityholder” means any person or Entity that beneficially owns at least 14,964,345 shares of AMR Stock (representing approximately 4.5% of all AMR Stock issued and outstanding).

(b) Trading in Claims.

(i) Notice of Substantial Claimholder Status; Notice of 382(l)(5) Plan.

- (1) Any person or Entity (as such term is defined in Treasury Regulations section 1.382-3(a), including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition) that currently is or becomes a Substantial Claimholder (as hereinafter defined) shall file with this Court and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee, a notice of such status (a “**Notice of Substantial Claimholder Status**”), in the form annexed hereto as **Exhibit “D,”** within ten (10) business days of the later of (A) the entry of this Interim Order and (B) the date on which such person or Entity becomes a Substantial Claimholder. At the election of the Substantial Claimholder, the Notice of Substantial Claimholder Status that is filed with this Court (but not the Notice of Substantial Claimholder Status that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Substantial Claimholder’s taxpayer identification number and the aggregate dollar amount of Claims (as hereinafter defined) that the Substantial Claimholder beneficially owns.

- (2) Upon filing a plan and disclosure statement that contemplates the potential utilization of section 382(l)(5) of

the Tax Code (the “**382(l)(5) Plan**”), the Debtors shall (A) publish (or arrange for publication of) a notice and provide a written notice to the Notice Parties and Electing Claimholders (each as hereinafter defined), disclosing the filing of such 382(l)(5) Plan and the potential issuance of a Sell-Down Notice (as hereinafter defined) in connection therewith on the website to be established by the Debtors’ claims and noticing agent (the “**Claims and Noticing Agent**”) and in the national edition of *The Wall Street Journal* (a “**Notice of 382(l)(5) Plan**”), (B) identify the applicable Threshold Amount (as hereinafter defined, by class or other applicable breakdown) of Claims for status as a Substantial Claimholder and (C) request from each Electing Claimholder (including a Deemed Electing Claimholder (as hereinafter defined)) updated information regarding the aggregate amount of Claims beneficially owned by such Electing Claimholder, which updated information shall be delivered by such Electing Claimholder to the Debtors within ten (10) business days of receipt of the request therefor or, in the case of a Deemed Electing Claimholder, ten (10) business days of the date of the Notice of 382(l)(5) Plan.

For the avoidance of doubt, the Debtors shall have no obligation under this Order to provide notice to any Deemed Electing Claimholder of the matters set forth in this Paragraph (b)(i)(2), and the lack of such notice shall not limit the obligation of a Deemed Electing Claimholder to comply with the requirements of a Sell-Down Notice (as hereinafter defined) or affect the application of the Equity Forfeiture Provision (as hereinafter defined) with respect to such Deemed Electing Claimholder.

- (3) The Debtors shall disclose the applicable Threshold Amounts in the Notice of 382(l)(5) Plan as of the date of the Notice of 382(l)(5) Plan based on then available information, including any change in the Threshold Amounts for Claims. The Debtors may adjust the Threshold Amounts based on the updated information from Electing Claimholders pursuant to Paragraph (b)(i)(2) herein. If the Threshold Amounts are adjusted, the Debtors shall provide a notice of such adjusted amount in the same manner as the Notice of 382(l)(5) Plan and such notice shall be treated as an amended Notice of 382(l)(5)

Plan, thereby requesting updated information from each Electing Claimholder and Deemed Electing Claimholder.

- (ii) Advance Approval of Acquisition Provisions.
- (1) Acquisition of Claims. Except as provided in Paragraph (b)(v) and the Electing Claimholder provisions in Paragraph (b)(iii) herein, at least twenty (20) business days prior to the proposed date of any transfer of Claims that would result in (A) an increase in the dollar amount of Claims beneficially owned by a Substantial Claimholder or (B) any person or Entity becoming a Substantial Claimholder (a “**Proposed Claims Acquisition Transaction**”), such person, Entity, or Substantial Claimholder (a “**Proposed Claims Transferee**”) may file with this Court and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee, a Notice of Request to Purchase, Acquire, or Otherwise Accumulate a Claim (a “**Claims Acquisition Request**”), in the form annexed hereto as **Exhibit “E,”** which describes in detail the intended acquisition of Claims, regardless of whether such transfer would be subject to the filing, notice, and hearing requirements set forth in Bankruptcy Rule 3001. At the Proposed Claims Transferee’s election, the Claims Acquisition Request that is filed with this Court (but not the Claims Acquisition Request that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Proposed Claims Transferee’s taxpayer identification number and the aggregate dollar amount of Claims the Proposed Claims Transferee beneficially owns and proposes to purchase or otherwise acquire.
- (2) Approval Procedures. The Debtors may determine, in furtherance of the purposes of the Procedures and in consultation with the attorneys for the Creditors’ Committee, whether or not to approve a Claims Acquisition Request. If the Debtors do not approve a Claims Acquisition Request in writing within fifteen (15) business days after the Claims Acquisition Request is filed with the Court, the Claims Acquisition Request shall be deemed rejected. In the event a Proposed Claims Transferee’s request is rejected prior to the date of a Notice of 382(l)(5) Plan, and the Proposed Claims Transferee still desires to pursue the Proposed Claims Acquisition Transaction, the

Proposed Claims Transferee is subject to, and may avail itself of, the Electing Claimholders provisions in Paragraph (b)(iii) below.

(iii) Electing Claimholders.

- (1) Any person or Entity generally may trade freely and make a market in Claims without having to obtain advance approval as otherwise required under Paragraph (b)(ii) herein (the “**Advance Approval of Acquisition Provisions**”) if such person or Entity makes an election pursuant to, and abides by the provisions of, this Paragraph (b)(iii). In order to make such election, a person or Entity shall file with this Court and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee, an election notice, in the form annexed hereto as **Exhibit “F”** (the “**Election Notice**”) within ten (10) business days after the later of (A) the date of the first purchase or acquisition of, or other increase in the beneficial ownership (as hereinafter defined) of, Claims by a Substantial Claimholder following the entry of this Interim Order and (B) the date of any purchase or acquisition of, or other increase in the beneficial ownership of, Claims that causes such person or Entity to become a Substantial Claimholder. The filing or service of such Election Notice shall constitute acceptance of the terms and conditions set forth in the Election Notice and in this Paragraph (b)(iii) by a person or Entity who files or serves such Election Notice (an “**Electing Claimholder**”). An Electing Claimholder shall remain subject to the initial notice requirements of Paragraph (b)(i) herein.
- (2) To permit reliance by the Debtors on Treasury Regulations section 1.382-9(d)(3), any Electing Claimholder shall not participate in formulating any chapter 11 plan of reorganization of or on behalf of the Debtors (which shall include, without limitation, making any suggestions or proposals to the Debtors or their advisors with regard to such a plan); *provided, however*, that the following activities shall not constitute participation in formulating a plan of reorganization *if*, in pursuing such activities, the Electing Claimholder does not disclose or otherwise make evident (unless compelled to do so by an order of a court of competent jurisdiction or some other applicable legal requirement) to the Debtors that such Electing Claimholder has beneficial ownership of Newly Traded Claims (as

hereinafter defined): filing an objection to a proposed disclosure statement or to confirmation of a proposed plan of reorganization; voting to accept or reject a proposed plan of reorganization; reviewing or commenting on a proposed business plan; providing information on a confidential basis to the attorneys for the Debtors; general membership on an official committee or an *ad hoc* committee; or taking any action required by the order of this Court.

- (3) Following the issuance of a Notice of 382(l)(5) Plan, if the Debtors determine it to be reasonably necessary to require the sale or transfer of all or a portion of the beneficial ownership of Claims by an Electing Claimholder on the basis that such sale or transfer is appropriate to reasonably ensure that the requirements of section 382(l)(5) of the Tax Code will be satisfied, the Debtors may request, after notice to each Electing Claimholder and the Creditors' Committee and a hearing, that this Court enter an order approving the issuance of a notice (the "**Sell-Down Notice**") to the Electing Claimholder that such Electing Claimholder must sell, cause to sell, or otherwise transfer all or a portion of its beneficial ownership of Claims (by class or other applicable breakdown) in excess of (A) the amount of Claims beneficially owned by such Electing Claimholder over (B) the Maximum Amount (as hereinafter defined) for such Electing Claimholder (such excess amount, an "**Excess Amount**"). If this Court approves the Debtors' issuance of a Sell-Down Notice, the Debtors may provide the Sell-Down Notice to the relevant Electing Claimholders.

Prior to (A) the effective date of the 382(l)(5) Plan or (B) such earlier date specified by the Debtors but no earlier than the day after the entry of the order confirming the 382(l)(5) Plan (the "**Sell-Down Date**"), each Electing Claimholder shall sell, cause to sell, or otherwise transfer an amount of the beneficial ownership of Claims (if any) necessary to comply with the Sell-Down Notice (the "**Sell-Down**"); *provided, however*, that notwithstanding anything to the contrary in this Order, no Electing Claimholder shall be required to sell, cause to sell, or otherwise transfer any beneficial ownership of Claims if such sale would result in the Electing Claimholder having beneficial ownership of an aggregate amount of Claims (by class or other applicable breakdown) that is less than such Electing Claimholder's

Protected Amount (as hereinafter defined). Each Electing Claimholder shall sell, cause to sell, or otherwise transfer its beneficial ownership of Claims subject to the Sell-Down to Permitted Transferees (as hereinafter defined); *provided, however,* that such Electing Claimholder shall not have a reasonable basis to believe that any such Permitted Transferee would own, immediately after the contemplated transfer, an Excess Amount of Claims.

An Electing Claimholder subject to the Sell-Down shall, within five (5) business days after the later of (i) entry of an order approving the 382(l)(5) Plan, (ii) the Sell-Down Date, and (iii) such other date specified in the Sell-Down Notice, as applicable, but before the effective date of the 382(l)(5) Plan, and as a condition to receiving Affected Securities (as hereinafter defined), serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a notice substantially in the form annexed hereto as **Exhibit "G"** that such Electing Claimholder has complied with the terms and conditions set forth in this Paragraph (b)(iii)(3) and that such Electing Claimholder does not and will not hold an Excess Amount of Claims as of the Sell-Down Date and at all times through the effective date of the 382(l)(5) Plan (the "**Notice of Compliance**"). Any Electing Claimholder who fails to comply with this provision shall not receive Affected Securities with respect to any Excess Amount of Claims.

- (4) Except to the extent necessary to demonstrate to this Court the need for the issuance of a Sell-Down Notice, other than information contained in the Election Notices that is public or in connection with an audit or other investigation by the IRS or other taxing authority, the Debtors shall keep all Election Notices and any additional information provided by an Electing Claimholder pursuant to Paragraph (b)(iii)(3) strictly confidential and shall not disclose the identity of the Electing Claimholder to any other person or Entity; *provided, however,* that the Debtors may disclose the identity of the Electing Claimholder to their counsel and professional financial advisors and/or the counsel and professional financial advisors of the Creditors' Committee and of any other person(s) that are subject to a nondisclosure agreement with the Debtors, each of whom shall keep all such notices strictly confidential, subject to further order of this Court; and *provided, further,* that to the

extent the Debtors reasonably determine such confidential information is necessary to demonstrate to this Court the need for the issuance of a Sell-Down Notice, such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

- (5) Any proposed transfer or acquisition of Claims following the issuance of a Notice of 382(l)(5) Plan shall be subject to the Advance Approval of Acquisition Provisions set forth in Paragraph (b)(ii) herein.
- (6) Any Electing Claimholder that violates its obligations under an Election Notice shall, pursuant to this Order, be precluded from receiving, directly or indirectly, any consideration consisting of a beneficial ownership of equity (including Options, as defined in Paragraph (a)(v)(3) herein) of the Debtors (or any successor to the Debtors, including as determined for U.S. federal income tax purposes) that is attributable to the Excess Amount of Claims for such Electing Claimholder, including any consideration in lieu thereof; *provided, however*, that such Electing Claimholder may be entitled to receive any other consideration to which such Electing Claimholder may be entitled by virtue of holding Claims (the “**Equity Forfeiture Provision**”). Any purported acquisition of, or other increase in the beneficial ownership of, equity of the Debtors (or any successor) that is precluded by the Equity Forfeiture Provision will be an acquisition of “**Forfeited Equity.**” Any acquirer of Forfeited Equity shall, immediately upon becoming aware of such fact, return or cause to return the Forfeited Equity to the Debtors (or any successor to the Debtors) or, if all of the equity consideration properly issued to such acquirer and all or any portion of such Forfeited Equity shall have been sold prior to the time such acquirer becomes aware of such fact, such acquirer shall return or cause to return to the Debtors (or any successor to the Debtors) (A) any Forfeited Equity still held by such acquirer and (B) the proceeds attributable to the sale of Forfeited Equity, calculated by treating the most recently sold equity as Forfeited Equity. Any acquirer that receives Forfeited Equity and deliberately fails to comply with the preceding sentence shall be subject to such additional sanctions as this Court may determine. Any Forfeited Equity returned to the Debtors shall be

distributed (including a transfer to charity) or extinguished, in the Debtors' sole discretion, in furtherance of the 382(l)(5) Plan.

- (7) In effecting any sale or other transfer of Claims pursuant to a Sell-Down Notice, an Electing Claimholder shall, to the extent that it is reasonably feasible to do so within the normal constraints of the market in which such sale takes place, notify the acquirer of such Claims of the existence of this Order and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a salesperson and a customer, including, without limitation, communication via telephone, e-mail, and instant messaging, the existence of this Order and the Equity Forfeiture Provision shall be included in such salesperson's summary of the transaction).
- (iv) Deemed Electing Claimholders; Sanctions.
- (1) Notwithstanding the foregoing, effective as of the Commencement Date and until further order of this Court to the contrary, any person or Entity that (A) is not a Substantial Claimholder and purchases, acquires, or otherwise increases the beneficial ownership of Claims that causes such person or Entity to become a Substantial Claimholder, or (B) is a Substantial Claimholder and purchases, acquires, or otherwise increases the beneficial ownership of Claims, shall either comply with the Advance Approval of Acquisition Provisions pursuant to Paragraph (b)(ii) or, to the extent permitted in Paragraph (b)(iii) herein, file an Election Notice and thereby become an Electing Claimholder; *provided, however*, that any such person or Entity that neither satisfies the Advance Approval of Acquisition Provisions nor files a timely Election Notice shall be deemed to have filed an Election Notice on the Commencement Date and to have become an Electing Claimholder (a "**Deemed Electing Claimholder**") for all purposes of this Order (other than the issuance of a direct notice to Electing Claimholders, whenever required). Deemed Electing Claimholders shall be subject to all the obligations of Electing Claimholders, including, without limitation, the requirement that Electing Claimholders sell, cause to sell, or otherwise transfer all or a portion of the beneficial ownership of Claims pursuant to a Sell-Down Notice or be subject to the Equity Forfeiture Provision. Nothing in this Paragraph (b)(iv) shall be read to relieve a

Deemed Electing Claimholder of its obligations to notify the Debtors of such Deemed Electing Claimholder's status as a Substantial Claimholder. Except as otherwise provided in the Procedures, all references to an Electing Claimholder in the Procedures and in this Order shall include a Deemed Electing Claimholder.

- (2) Effective as of the Commencement Date, any purchase or acquisition of, or other increase in the beneficial ownership of, Claims in violation of this Order by a Substantial Claimholder shall be subject to such remedy as this Court may find to be appropriate upon motion by the Debtors, including, without limitation, ordering such noncompliant Substantial Claimholder to divest itself promptly of any beneficial ownership of Claims purchased or otherwise acquired in violation of this Order and monetary damages for any costs incurred by the Debtors in connection with the enforcement of this Order. For the avoidance of doubt, any sanctions imposed by this Court on a noncompliant Substantial Claimholder pursuant to this Paragraph (b)(iv)(2) shall be in addition to the consequences of treating such noncompliant Substantial Claimholder as a Deemed Electing Claimholder for all purposes of this Order.
- (v) Exception. No person or Entity shall be subject to the Advance Approval of Acquisition Provisions of Paragraph (b)(ii) herein or the Electing Claimholders provisions of Paragraph (b)(iii) herein with respect to any transfer described in Treasury Regulations section 1.382-9(d)(5)(ii); *provided, however*, that such transfer is not for a principal purpose of obtaining stock in the reorganized Debtors (or any successor) or permitting the transferee to benefit from the losses of the Debtors within the meaning of Treasury Regulations section 1.382-9(d)(5)(iii); and *provided, further*, that any such transferee who becomes a Substantial Claimholder shall file with this Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a notice of such status, in the form annexed hereto as **Exhibit "D,"** within ten (10) business days of the later of (i) the day of the entry of this Interim Order by this Court and (ii) the date on which such person or Entity becomes a Substantial Claimholder.
- (vi) Definitions. For purposes of this Interim Order, the following terms have the following meanings:

- (1) Applicable Percentage. “Applicable Percentage” means, if only one class of Affected Securities is to be issued pursuant to the terms of the 382(l)(5) Plan and holders within any class of Claims will receive a pro rata distribution of the Affected Securities, 4.5% of the number of such shares that the Debtors reasonably estimate will be issued at the effective date of such 382(l)(5) Plan, as determined for U.S. federal income tax purposes. If more than one class of the common stock or any other equity securities (including securities that are treated as equity securities for U.S. federal income tax purposes) of the reorganized Debtors (or any successor), including Options (the “**Affected Securities**”), is to be distributed pursuant to the terms of the 382(l)(5) Plan or holders within a class of Claims may receive a disproportionate distribution of such securities relative to other holders in the same class, the Applicable Percentage shall be determined by the Debtors in their reasonable judgment in a manner consistent with the estimated range of values for the equity to be distributed reflected in the valuation analysis set forth in the 382(l)(5) Plan and disclosure statement, and shall be expressed in a manner that makes clear the number of shares or other interests in each class of Affected Securities that would constitute the Applicable Percentage.

- (2) Beneficial Ownership. “Beneficial ownership” of a Claim means:
 - (x) the beneficial ownership of a Claim as determined in accordance with applicable rules under section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and rulings issued by the IRS (for such purpose, treating a Claim as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all Claims owned or acquired by its subsidiaries), and (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of Claims and/or stock; and

 - (y) the beneficial ownership of an Option (irrespective of the purpose for which such Option was issued, created, or acquired).

For the avoidance of doubt, beneficial ownership of a Claim also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Claim pursuant to a plan of reorganization or applicable Bankruptcy Court order.

- (3) Claim. A “Claim” means any unsecured claim under which any of the Debtors is the obligor (which for this purpose shall include the unsecured portion of the Tax-Exempt Bonds (as hereinafter defined) and, subject to the circumstances described in the below paragraph, of any instruments issued in a non-Leveraged Lease Structure (as hereinafter defined) and all ETCs, PTCs, and/or EETCs (each as hereinafter defined)). In making this determination, in the case of a secured claim, that portion of the claim (including such portion attributable to accrued and unpaid interest) that exceeds the current fair market value of the security shall be considered an unsecured Claim. In calculating the amount of any Claims under the Procedures, any applicable intercreditor agreements, including subordination agreements, shall be given effect in accordance with their terms.

All debt instruments issued by an obligor (other than any of the Debtors) in a Leveraged Lease Structure, and all ETCs, PTCs, and/or EETCs issued solely in respect of a Leveraged Lease Structure (collectively, the “**Leveraged Lease Obligations**”), generally shall not be treated as Claims against the Debtors; *provided, however*, that Leveraged Lease Obligations shall be treated as Claims against the Debtors if and when the holder or the indenture trustee or agent acting on behalf of the holder of such Leveraged Lease Obligations, as the case may be, has acquired such Claims from the equity participant or lessor pursuant to a foreclosure, a voluntary or involuntary transfer, or any other acquisition of collateral. After the occurrence of any such event, any holder of Claims who becomes a Substantial Claimholder shall file a Notice of Substantial Claimholder Status pursuant to Paragraph (b)(i)(1) above within ten (10) business days after becoming a Substantial Claimholder; *provided, however*, that the initial grant (or subsequent transfer) of a security interest in such Claims shall not be treated as a foreclosure, a voluntary or involuntary transfer, or any other acquisition for the above purpose.

For purposes of this Paragraph (b)(vi)(3), (A) a “**Leveraged Lease Structure**” means a leveraged lease transaction involving the lease of aircraft to any of the Debtors; and (B) “**PTCs**,” “**ETCs**,” and “**EETCs**” mean ownership interests, bonds, debentures, pass-through certificates (“**PTCs**”), equipment trust certificates (“**ETCs**”), or enhanced equipment trust certificates (“**EETCs**”), in each case (w) issued by any of the Debtors, (x) issued by any governmental or quasi-governmental authority for the benefit of any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets, or (z) secured by assets leased to any of the Debtors.

If a holder of Claims is uncertain as to whether it is a holder of ETCs, PTCs, and/or EETCs issued solely in a Leveraged Lease Structure or issued in a non-Leveraged Lease Structure, such holder may file with this Court, and serve upon the Debtors and Debtors’ counsel, written notice of the holder’s uncertainty along with a description of the underlying Claim; and within five (5) business days after actual receipt of such notice, the Debtors shall inform the holder whether the ETCs, PTCs, and/or EETCs were issued in a Leveraged Lease Structure or in a non-Leveraged Lease Structure, subject to the right of such holder to file an objection with this Court to seek a review of such determination.

Nothing contained in this Paragraph (b)(vi)(3) shall be deemed an admission of a party or be used by any party for any purpose other than compliance with this Order and shall not constitute an admission or evidence by any party with respect to Claims made or to be made against the Debtors.

- (4) Entity. “Entity” has the meaning set forth in Paragraph (b)(i)(1) above.
- (5) Maximum Amount. “Maximum Amount” means for each person or Entity and by class or other applicable breakdown of Claims, the greater of (A) the applicable Threshold Amount and (B) the Protected Amount (as hereinafter defined) (if any) for such Electing Claimholder.
- (6) Newly Traded Claims. “Newly Traded Claims” means Claims (i) with respect to which a person or Entity acquired

beneficial ownership after the date that was eighteen (18) months before the Commencement Date; and (ii) that are not “ordinary course” claims, within the meaning of Treasury Regulations section 1.382-9(d)(2)(iv), of which the same person or Entity has always had beneficial ownership.

- (7) Notice Parties. “Notice Parties” means (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the five largest secured claims against the Debtors (on a consolidated basis), (iii) the holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (iv) the attorneys for the Allied Pilots Association, (v) the attorneys for the Air Line Pilots Association, International, (vi) the attorneys for the Association of Professional Flight Attendants, (vii) the attorneys for the Association of Flight Attendants – CWA, AFL-CIO, and (viii) the attorneys for the Transport Workers Union of America, AFL-CIO.
- (8) Option. “Option” has the meaning given to such term under Treasury Regulations section 1.382-4(d)(9)(i), with respect to the acquisition of a Claim or any consideration (including equity) distributed in respect of any Claim pursuant to a plan of reorganization or applicable bankruptcy court order.
- (9) Permitted Transferee. A “Permitted Transferee” with respect to an Electing Claimholder is a person or Entity whose holding of a Claim would not result in such Electing Claimholder having beneficial ownership of such Claim.
- (10) Protected Amount. “Protected Amount” means the amount of Claims (by class or other applicable breakdown) of which a holder had beneficial ownership on the Commencement Date, increased by the amount of Claims of which such holder acquires, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date minus the amount of Claims of which such holder sells, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date.

- (11) Substantial Claimholder. A “Substantial Claimholder” means any person or Entity that beneficially owns an aggregate dollar amount of Claims against the Debtors, or any Entity controlled by such person or Entity through which such person or Entity beneficially owns Claims against the Debtors, of more than the Threshold Amount.

For the avoidance of doubt, section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and all relevant IRS and judicial authority shall apply in determining whether the Claims of several persons and/or Entities must be aggregated when testing for Substantial Claimholder status, treating Claims as if they were stock.

- (12) Tax-Exempt Bonds. The “Tax-Exempt Bonds” means those securities set forth on **Schedule “A”** annexed hereto.
- (13) Threshold Amount. “Threshold Amount” means, initially, \$190,000,000, which amount may be subsequently increased or decreased as the Debtors may determine to be appropriate in the Notice of 382(1)(5) Plan or thereafter in compliance with this Order.

(c) *Noncompliance with the Trading Procedures.*

Any purchase, sale, or other transfer of Claims against, or equity securities in, the Debtors in violation of the Procedures shall be null and void *ab initio* and shall confer no rights on the transferee.

(d) *Debtors’ Right to Waive.*

The Debtors may waive, in writing, any and all restrictions, stays, and notification procedures contained in this Interim Order;

and it is further

ORDERED that any person or Entity acquiring and/or disposing of AMR Stock and/or Claims in violation of the restrictions set forth in the Procedures, or failing to comply with the “Notice of Substantial Stock Ownership,” “Notice of Intent to Purchase, Acquire, or Otherwise Accumulate AMR Stock,” “Notice of Substantial Claimholder Status,” “Notice of Request to Purchase, Acquire, or Otherwise Accumulate a Claim,” “Election Notice,” and

“Notice of Compliance” requirements, as the case may be, shall be subject to such sanctions as this Court may consider appropriate pursuant to this Court’s equitable power under section 105(a) of the Bankruptcy Code; and it is further

ORDERED, that the notices substantially in the form annexed hereto as **Exhibit “A,” Exhibit “B,” Exhibit “C,” Exhibit “D,” Exhibit “E,” Exhibit “F,”** and **Exhibit “G”** are approved; and it is further

ORDERED that nothing in this Interim Order shall preclude any party in interest from seeking appropriate relief from the provisions of this Interim Order; and it is further

ORDERED that the Debtors shall serve this Interim Order on the Notice Parties within three (3) business days of its entry; and it is further

ORDERED that the Final Hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on December 22, 2011 at 10:00 a.m. (Eastern Time), and any objections to entry of such order shall be in writing, filed with the Court in accordance with General Order M-399, and served upon (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.) and (ii) the Notice Parties, in each case so as to be received no later than 4:00 p.m. (Eastern Time) on December 15, 2011; and it is further

ORDERED that if no objections to the Motion are timely filed, served, and received in accordance with the Motion and this Interim Order, this Interim Order shall be deemed a final order without further notice or hearing, and the Motion shall be granted on a permanent basis, and the Motion shall be approved *nunc pro tunc* to the

Commencement Date; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of the Motion; and it is further

ORDERED that the requirements set forth in this Interim Order are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate, and other laws, and do not excuse compliance therewith; and it is further

ORDERED that the relief granted in this Interim Order is intended solely to permit the Debtors to protect, preserve, and maximize the value of their Tax Attributes. Accordingly, to the extent that the Interim Order expressly conditions or restricts trading in Claims against and interests in the Debtors, nothing in this Interim Order or in the Motion shall or shall be deemed to prejudice, impair, or otherwise alter or affect rights of any holders of Claims against or interests in the Debtors, including in connection with the treatment of any such interests under any plan of reorganization or any applicable Bankruptcy Court order; and it is further

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

Dated: New York, New York
November 30, 2011

/s/ Sean H. Lane
United States Bankruptcy Judge

Schedule A

“Tax-Exempt Bonds” shall mean:

- (a) AllianceAirport Authority, Inc. Special Facilities Revenue Bonds, Series 1991 (American Airlines, Inc. Project);
- (b) AllianceAirport Authority, Inc. Special Facilities Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (c) Chicago O’Hare International Airport Special Facility Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (d) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1995;
- (e) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1999;
- (f) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000A;
- (g) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000B;
- (h) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000C;
- (i) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 2002;
- (j) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2007;
- (k) New Jersey Economic Development Authority Economic Development Bonds (American Airlines, Inc. Project);
- (l) New York City Industrial Development Agency Special Facility Revenue Bonds (1990 American Airlines, Inc. Project);
- (m) New York City Industrial Development Agency Special Facility Revenue Bonds (1994 American Airlines, Inc. Project);

- (n) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002A;
- (o) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002B;
- (p) New York City Industrial Development Agency, Special Facility Revenue Bonds, (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2005;
- (q) Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds, 1985 Series A (American Airlines, Inc. Project);
- (r) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1993 Series A (American Airlines, Inc. Project);
- (s) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1996 Series A (American Airlines, Inc. Project);
- (t) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Refunding Series 2002A, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (u) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002B, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (v) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002C, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (w) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1992;
- (x) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1995;
- (y) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000A;
- (z) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000B;

- (aa) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001A; and
- (bb) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001B.

Exhibit A to the Interim Order

Interim Procedures Notice

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

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

**NOTICE OF INTERIM ORDER
ESTABLISHING NOTIFICATION PROCEDURES
AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS
OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS' ESTATES**

TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST OR EQUITY INTERESTS IN ANY OF THE DEBTOR ENTITIES LISTED IN THE ATTACHED SCHEDULE A:

PLEASE TAKE NOTICE that on November 29, 2011 (the "**Commencement Date**"), AMR Corporation ("**AMR Corp.**"), American Airlines, Inc. ("**American Airlines**"), AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") with the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**", or the "**Court**").

PLEASE TAKE FURTHER NOTICE that on November 29, 2011, the Debtors filed a motion seeking entry of an order pursuant to sections 105(a) and 362 of the Bankruptcy Code establishing notification procedures and approving restrictions on certain transfers of claims against and interests in the Debtors and their estates (the "**Motion**").

PLEASE TAKE FURTHER NOTICE that on November __, 2011, the Court having jurisdiction over these chapter 11 cases entered an order (i) finding that the Debtors' net operating loss carryforwards ("**NOLs**") and certain other tax attributes (together with the NOLs, the "**Tax Attributes**") are property of the Debtors' respective estates and are protected by section 362(a) of the Bankruptcy Code; (ii) finding that unrestricted trading of AMR Stock (as hereinafter defined) and Claims (as hereinafter defined) could limit the ability of one or more of the Debtors to use the Tax Attributes, and (iii) approving the procedures set forth below to preserve the Debtors' Tax Attributes pursuant to sections 105(a) and 362(a) of the Bankruptcy Code (the "**Interim Order**").

Any sale or other transfer in violation of the procedures set forth below shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions (the “**AMR Stock Procedures,**” and together with the Claims Procedures (as hereinafter defined), the “**Procedures**”) have been approved by the Court and shall apply to holding and trading AMR Stock:

- (i) Notice of Substantial Stock Ownership. Any person or Entity (as such term is defined in section 1.382-3(a) of the U.S. Department of Treasury Regulations promulgated under the Tax Code (the “**Treasury Regulations**”), including persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition) that beneficially owns, at any time on or after the Commencement Date, AMR Stock in an amount sufficient to qualify such person or Entity as a Substantial Equityholder (as hereinafter defined) shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for any statutory committee of unsecured creditors appointed in these cases (the “**Creditors’ Committee**”), a Notice of Substantial Stock Ownership (a “**Substantial Ownership Notice**”) (a form of which can be found by visiting the website to be established by the Debtors’ claims and noticing agent (the “**Claims and Noticing Agent**”)), which describes in detail the AMR Stock ownership of such person or Entity, on or before the date that is the later of: (a) ten (10) business days after the entry of the Interim Order and (b) ten (10) business days after that person or Entity qualifies as a Substantial Equityholder. At the election of the Substantial Equityholder, the Substantial Ownership Notice to be filed with the Court (but not the Substantial Ownership Notice that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Substantial Equityholder’s taxpayer identification number and the number of shares of AMR Stock that the Substantial Equityholder beneficially owns.
- (ii) Acquisition of AMR Stock or Options. At least twenty (20) business days prior to the proposed date of any transfer of equity securities (including Options (as hereinafter defined) to acquire such securities) that would result in an increase in the amount of AMR Stock beneficially owned by any person or Entity that currently is or subsequently becomes a Substantial Equityholder or that would result in a person or Entity becoming a Substantial Equityholder (a “**Proposed Equity Acquisition Transaction**”), such person, Entity, or Substantial Equityholder (a “**Proposed**

Equity Transferee”) shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee, a Notice of Intent to Purchase, Acquire, or Otherwise Accumulate AMR Stock (an “**Equity Acquisition Notice**”) (a form of which can be found by visiting the website to be established by the Claims and Noticing Agent), which describes in detail the proposed transaction in which AMR Stock is to be acquired. At the election of the Proposed Equity Transferee, the Equity Acquisition Notice that is filed with the Court (but not the Equity Acquisition Notice that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Proposed Equity Transferee’s taxpayer identification number and the number of shares of AMR Stock that the Proposed Equity Transferee beneficially owns and proposes to purchase or otherwise acquire.

- (iii) Approval Procedures. The Debtors may determine, in furtherance of the purposes of the Procedures and in consultation with the attorneys for the Creditors’ Committee, whether or not to approve a Proposed Equity Acquisition Transaction. If the Debtors do not approve an Equity Acquisition Notice in writing within fifteen (15) business days after the Equity Acquisition Notice is filed with the Court, the Equity Acquisition Notice shall be deemed rejected and the related Proposed Equity Acquisition Transaction shall not be effective, unless the Proposed Equity Transferee files a motion with the Court for approval of the Proposed Equity Acquisition Transaction, which motion is approved by a final and nonappealable order of the Court. If the Proposed Equity Acquisition Transaction is approved by the Debtors, then such Proposed Equity Acquisition Transaction may proceed solely as specifically described in the Equity Acquisition Notice. Any further Proposed Equity Acquisition Transaction must be the subject of additional Equity Acquisition Notices and approval procedures set forth in the Procedures.
- (iv) Unauthorized Transactions in AMR Stock or Options. Effective as of the Commencement Date and until further order of the Court to the contrary, any acquisition, disposition or other transfer of AMR Stock (including Options to acquire AMR Stock) of the Debtors in violation of the Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code.
- (v) Definitions. For purposes of the Procedures and the Interim Order, the following terms have the following meanings:

- (1) AMR Stock. “AMR Stock” means AMR’s Common Stock. For the avoidance of doubt, by operation of the definition of beneficial ownership (as hereinafter defined), an owner of an Option to acquire AMR Stock may be treated as the owner of such AMR Stock under certain circumstances.
- (2) Beneficial Ownership. “Beneficial ownership” (or any variation thereof) of AMR Stock and Options to acquire AMR Stock shall be determined in accordance with applicable rules under section 382 of the Tax Code, Treasury Regulations, and rulings issued by the Internal Revenue Service (the “**IRS**”), and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire AMR Stock.
- (3) Option. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.
- (4) Substantial Equityholder. A “Substantial Equityholder” means any person or Entity that beneficially owns at least 14,964,345 shares of AMR Stock (representing approximately 4.5% of all AMR Stock issued and outstanding).

PLEASE TAKE FURTHER NOTICE that the following procedures and restrictions (the “**Claims Procedures**”) have been approved by the Court and shall apply to holding and trading Claims:

- (vi) Notice of Substantial Claimholder Status; Notice of 382(l)(5) Plan.
 - (1) Any person or Entity (as such term is defined in Treasury Regulations section 1.382-3(a), including persons acting pursuant to a formal or informal understanding among themselves to make a

coordinated acquisition) that currently is or becomes a Substantial Claimholder (as hereinafter defined) shall file with the Court and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a notice of such status (a "**Notice of Substantial Claimholder Status**") (a form of which can be found by visiting the website to be established by the Claims and Noticing Agent), within ten (10) business days of the later of (A) the entry of the Interim Order and (B) the date on which such person or Entity becomes a Substantial Claimholder. At the election of the Substantial Claimholder, the Notice of Substantial Claimholder Status that is filed with the Court (but not the Notice of Substantial Claimholder Status that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee) may be redacted to exclude the Substantial Claimholder's taxpayer identification number and the aggregate dollar amount of Claims (as hereinafter defined) that the Substantial Claimholder beneficially owns.

- (2) Upon filing a plan and disclosure statement that contemplates the potential utilization of section 382(l)(5) of the Tax Code (the "**382(l)(5) Plan**"), the Debtors shall (A) publish (or arrange for publication of) a notice and provide a written notice to the Notice Parties and Electing Claimholders (each as hereinafter defined), disclosing the filing of such 382(l)(5) Plan and the potential issuance of a Sell-Down Notice (as hereinafter defined) in connection therewith on the website to be established by the Claims and Noticing Agent and in the national edition of *The Wall Street Journal* (a "**Notice of 382(l)(5) Plan**"), (B) identify the applicable Threshold Amount (as hereinafter defined, by class or other applicable breakdown) of Claims for status as a Substantial Claimholder and (C) request from each Electing Claimholder (including a Deemed Electing Claimholder (as hereinafter defined)) updated information regarding the aggregate amount of Claims beneficially owned by such Electing Claimholder, which updated information shall be delivered by such Electing Claimholder to the Debtors within ten (10) business days of receipt of the request therefor or, in the case of a Deemed Electing Claimholder, ten (10) business days of the date of the Notice of 382(l)(5) Plan.

For the avoidance of doubt, the Debtors shall have no obligation under the Order to provide notice to any Deemed Electing Claimholder of the matters set forth in this Paragraph (vi)(2), and the lack of such notice shall not limit the obligation of a Deemed Electing Claimholder to comply with the requirements of a Sell-

Down Notice (as hereinafter defined) or affect the application of the Equity Forfeiture Provision (as hereinafter defined) with respect to such Deemed Electing Claimholder.

- (3) The Debtors shall disclose the applicable Threshold Amounts in the Notice of 382(1)(5) Plan as of the date of the Notice of 382(1)(5) Plan based on then available information, including any change in the Threshold Amounts for Claims. The Debtors may adjust the Threshold Amounts based on the updated information from Electing Claimholders pursuant to Paragraph (vi)(2) herein. If the Threshold Amounts are adjusted, the Debtors shall provide a notice of such adjusted amount in the same manner as the Notice of 382(1)(5) Plan and such notice shall be treated as an amended Notice of 382(1)(5) Plan, thereby requesting updated information from each Electing Claimholder and Deemed Electing Claimholder.

(vii) Advance Approval of Acquisition Provisions.

- (1) Acquisition of Claims. Except as provided in Paragraph (x) and the Electing Claimholder provisions in Paragraph (viii) herein, at least twenty (20) business days prior to the proposed date of any transfer of Claims that would result in (A) an increase in the dollar amount of Claims beneficially owned by a Substantial Claimholder or (B) any person or Entity becoming a Substantial Claimholder (a “**Proposed Claims Acquisition Transaction**”), such person, Entity, or Substantial Claimholder (a “**Proposed Claims Transferee**”) may file with the Court and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee, a Notice of Request to Purchase, Acquire, or Otherwise Accumulate a Claim (a “**Claims Acquisition Request**”) (a form of which can be found by visiting the website to be established by the Claims and Noticing Agent), which describes in detail the intended acquisition of Claims, regardless of whether such transfer would be subject to the filing, notice, and hearing requirements set forth in Bankruptcy Rule 3001. At the Proposed Claims Transferee’s election, the Claims Acquisition Request that is filed with the Court (but not the Claims Acquisition Request that is served upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors’ Committee) may be redacted to exclude the Proposed Claims Transferee’s taxpayer identification number and the aggregate dollar amount of Claims the Proposed Claims Transferee beneficially owns and proposes to purchase or otherwise acquire.

(2) Approval Procedures. The Debtors may determine, in furtherance of the purposes of the Procedures and in consultation with the attorneys for the Creditors' Committee, whether or not to approve a Claims Acquisition Request. If the Debtors do not approve a Claims Acquisition Request in writing within fifteen (15) business days after the Claims Acquisition Request is filed with the Court, the Claims Acquisition Request shall be deemed rejected. In the event a Proposed Claims Transferee's request is rejected prior to the date of a Notice of 382(l)(5) Plan, and the Proposed Claims Transferee still desires to pursue the Proposed Claims Acquisition Transaction, the Proposed Claims Transferee is subject to, and may avail itself of, the Electing Claimholders provisions in Paragraph (viii) below.

(viii) Electing Claimholders.

(1) Any person or Entity generally may trade freely and make a market in Claims without having to obtain advance approval as otherwise required under Paragraph (vii) herein (the "**Advance Approval of Acquisition Provisions**") if such person or Entity makes an election pursuant to, and abides by the provisions of, this Paragraph (viii). In order to make such election, a person or Entity shall file with the Court and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, an election notice (the "**Election Notice**") (a form of which can be found by visiting the website to be established by the Claims and Noticing Agent) within ten (10) business days after the later of (A) the date of the first purchase or acquisition of, or other increase in the beneficial ownership (as hereinafter defined) of, Claims by a Substantial Claimholder following the entry of the Interim Order and (B) the date of any purchase or acquisition of, or other increase in the beneficial ownership of, Claims that causes such person or Entity to become a Substantial Claimholder. The filing or service of such Election Notice shall constitute acceptance of the terms and conditions set forth in the Election Notice and in this Paragraph (viii) by a person or Entity who files or serves such Election Notice (an "**Electing Claimholder**"). An Electing Claimholder shall remain subject to the initial notice requirements of Paragraph (vi) herein.

(2) To permit reliance by the Debtors on Treasury Regulations section 1.382-9(d)(3), any Electing Claimholder shall not participate in formulating any chapter 11 plan of reorganization of or on behalf of the Debtors (which shall include, without limitation, making any suggestions or proposals to the Debtors or their advisors with regard to such a plan); *provided, however*, that the following

activities shall not constitute participation in formulating a plan of reorganization *if*, in pursuing such activities, the Electing Claimholder does not disclose or otherwise make evident (unless compelled to do so by an order of a court of competent jurisdiction or some other applicable legal requirement) to the Debtors that such Electing Claimholder has beneficial ownership of Newly Traded Claims (as hereinafter defined): filing an objection to a proposed disclosure statement or to confirmation of a proposed plan of reorganization; voting to accept or reject a proposed plan of reorganization; reviewing or commenting on a proposed business plan; providing information on a confidential basis to the attorneys for the Debtors; general membership on an official committee or an *ad hoc* committee; or taking any action required by the order of the Court.

- (3) Following the issuance of a Notice of 382(l)(5) Plan, if the Debtors determine it to be reasonably necessary to require the sale or transfer of all or a portion of the beneficial ownership of Claims by an Electing Claimholder on the basis that such sale or transfer is appropriate to reasonably ensure that the requirements of section 382(l)(5) of the Tax Code will be satisfied, the Debtors may request, after notice to each Electing Claimholder and the Creditors' Committee and a hearing, that the Court enter an order approving the issuance of a notice (the "**Sell-Down Notice**") to the Electing Claimholder that such Electing Claimholder must sell, cause to sell, or otherwise transfer all or a portion of its beneficial ownership of Claims (by class or other applicable breakdown) in excess of (A) the amount of Claims beneficially owned by such Electing Claimholder over (B) the Maximum Amount (as hereinafter defined) for such Electing Claimholder (such excess amount, an "**Excess Amount**"). If the Court approves the Debtors' issuance of a Sell-Down Notice, the Debtors may provide the Sell-Down Notice to the relevant Electing Claimholders.

Prior to (A) the effective date of the 382(l)(5) Plan or (B) such earlier date specified by the Debtors but no earlier than the day after the entry of the order confirming the 382(l)(5) Plan (the "**Sell-Down Date**"), each Electing Claimholder shall sell, cause to sell, or otherwise transfer an amount of the beneficial ownership of Claims (if any) necessary to comply with the Sell-Down Notice (the "**Sell-Down**"); *provided, however*, that notwithstanding anything to the contrary in the Order, no Electing Claimholder shall be required to sell, cause to sell, or otherwise transfer any beneficial ownership of Claims if such sale would result in the Electing Claimholder having beneficial ownership of an aggregate

amount of Claims (by class or other applicable breakdown) that is less than such Electing Claimholder's Protected Amount (as hereinafter defined). Each Electing Claimholder shall sell, cause to sell, or otherwise transfer its beneficial ownership of Claims subject to the Sell-Down to Permitted Transferees (as hereinafter defined); *provided, however*, that such Electing Claimholder shall not have a reasonable basis to believe that any such Permitted Transferee would own, immediately after the contemplated transfer, an Excess Amount of Claims.

An Electing Claimholder subject to the Sell-Down shall, within five (5) business days after the later of (i) entry of an order approving the 382(1)(5) Plan, (ii) the Sell-Down Date, and (iii) such other date specified in the Sell-Down Notice, as applicable, but before the effective date of the 382(1)(5) Plan, and as a condition to receiving Affected Securities (as hereinafter defined), serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a notice that such Electing Claimholder has complied with the terms and conditions set forth in this Paragraph (viii)(3) and that such Electing Claimholder does not and will not hold an Excess Amount of Claims as of the Sell-Down Date and at all times through the effective date of the 382(1)(5) Plan (the "**Notice of Compliance**") (a form of which can be found by visiting the website to be established by the Claims and Noticing Agent). Any Electing Claimholder who fails to comply with this provision shall not receive Affected Securities with respect to any Excess Amount of Claims.

- (4) Except to the extent necessary to demonstrate to the Court the need for the issuance of a Sell-Down Notice, other than information contained in the Election Notices that is public or in connection with an audit or other investigation by the IRS or other taxing authority, the Debtors shall keep all Election Notices and any additional information provided by an Electing Claimholder pursuant to Paragraph (viii)(3) strictly confidential and shall not disclose the identity of the Electing Claimholder to any other person or Entity; *provided, however*, that the Debtors may disclose the identity of the Electing Claimholder to their counsel and professional financial advisors and/or the counsel and professional financial advisors of the Creditors' Committee and of any other person(s) that are subject to a nondisclosure agreement with the Debtors, each of whom shall keep all such notices strictly confidential, subject to further order of the Court; and *provided, further*, that to the extent the Debtors reasonably determine such confidential information is necessary to demonstrate to the Court

the need for the issuance of a Sell-Down Notice, such confidential information (determined by, among other things, whether such information was redacted in any public filing) shall be filed under seal.

- (5) Any proposed transfer or acquisition of Claims following the issuance of a Notice of 382(l)(5) Plan shall be subject to the Advance Approval of Acquisition Provisions set forth in Paragraph (vii) herein.
- (6) Any Electing Claimholder that violates its obligations under an Election Notice shall, pursuant to the Order, be precluded from receiving, directly or indirectly, any consideration consisting of a beneficial ownership of equity (including Options, as defined in Paragraph (v)(3) herein) of the Debtors (or any successor to the Debtors, including as determined for U.S. federal income tax purposes) that is attributable to the Excess Amount of Claims for such Electing Claimholder, including any consideration in lieu thereof; *provided, however*, that such Electing Claimholder may be entitled to receive any other consideration to which such Electing Claimholder may be entitled by virtue of holding Claims (the “**Equity Forfeiture Provision**”). Any purported acquisition of, or other increase in the beneficial ownership of, equity of the Debtors (or any successor) that is precluded by the Equity Forfeiture Provision will be an acquisition of “**Forfeited Equity.**” Any acquirer of Forfeited Equity shall, immediately upon becoming aware of such fact, return or cause to return the Forfeited Equity to the Debtors (or any successor to the Debtors) or, if all of the equity consideration properly issued to such acquirer and all or any portion of such Forfeited Equity shall have been sold prior to the time such acquirer becomes aware of such fact, such acquirer shall return or cause to return to the Debtors (or any successor to the Debtors) (A) any Forfeited Equity still held by such acquirer and (B) the proceeds attributable to the sale of Forfeited Equity, calculated by treating the most recently sold equity as Forfeited Equity. Any acquirer that receives Forfeited Equity and deliberately fails to comply with the preceding sentence shall be subject to such additional sanctions as the Court may determine. Any Forfeited Equity returned to the Debtors shall be distributed (including a transfer to charity) or extinguished, in the Debtors’ sole discretion, in furtherance of the 382(l)(5) Plan.
- (7) In effecting any sale or other transfer of Claims pursuant to a Sell-Down Notice, an Electing Claimholder shall, to the extent that it is reasonably feasible to do so within the normal constraints of the market in which such sale takes place, notify the acquirer of such

Claims of the existence of the Order and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a salesperson and a customer, including, without limitation, communication via telephone, e-mail, and instant messaging, the existence of the Order and the Equity Forfeiture Provision shall be included in such salesperson's summary of the transaction).

(ix) Deemed Electing Claimholders; Sanctions.

- (1) Notwithstanding the foregoing, effective as of the Commencement Date and until further order of the Court to the contrary, any person or Entity that (A) is not a Substantial Claimholder and purchases, acquires, or otherwise increases the beneficial ownership of Claims that causes such person or Entity to become a Substantial Claimholder, or (B) is a Substantial Claimholder and purchases, acquires, or otherwise increases the beneficial ownership of Claims, shall either comply with the Advance Approval of Acquisition Provisions pursuant to Paragraph (vii) or, to the extent permitted in Paragraph (viii) herein, file an Election Notice and thereby become an Electing Claimholder; *provided, however,* that any such person or Entity that neither satisfies the Advance Approval of Acquisition Provisions nor files a timely Election Notice shall be deemed to have filed an Election Notice on the Commencement Date and to have become an Electing Claimholder (a "**Deemed Electing Claimholder**") for all purposes of the Order (other than the issuance of a direct notice to Electing Claimholders, whenever required). Deemed Electing Claimholders shall be subject to all the obligations of Electing Claimholders, including, without limitation, the requirement that Electing Claimholders sell, cause to sell, or otherwise transfer all or a portion of the beneficial ownership of Claims pursuant to a Sell-Down Notice or be subject to the Equity Forfeiture Provision. Nothing in this Paragraph (ix) shall be read to relieve a Deemed Electing Claimholder of its obligations to notify the Debtors of such Deemed Electing Claimholder's status as a Substantial Claimholder. Except as otherwise provided in the Procedures, all references to an Electing Claimholder in the Procedures and in the Order shall include a Deemed Electing Claimholder.
- (2) Effective as of the Commencement Date, any purchase or acquisition of, or other increase in the beneficial ownership of, Claims in violation of the Order by a Substantial Claimholder shall be subject to such remedy as the Court may find to be appropriate upon motion by the Debtors, including, without limitation, ordering such noncompliant Substantial Claimholder to divest

itself promptly of any beneficial ownership of Claims purchased or otherwise acquired in violation of the Order and monetary damages for any costs incurred by the Debtors in connection with the enforcement of the Order. For the avoidance of doubt, any sanctions imposed by the Court on a noncompliant Substantial Claimholder pursuant to this Paragraph (ix)(2) shall be in addition to the consequences of treating such noncompliant Substantial Claimholder as a Deemed Electing Claimholder for all purposes of the Order.

- (x) Exception. No person or Entity shall be subject to the Advance Approval of Acquisition Provisions of Paragraph (vii) herein or the Electing Claimholders provisions of Paragraph (viii) herein with respect to any transfer described in Treasury Regulations section 1.382-9(d)(5)(ii); *provided, however*, that such transfer is not for a principal purpose of obtaining stock in the reorganized Debtors (or any successor) or permitting the transferee to benefit from the losses of the Debtors within the meaning of Treasury Regulations section 1.382-9(d)(5)(iii); and *provided, further*, that any such transferee who becomes a Substantial Claimholder shall file with the Court, and serve upon the Debtors, the attorneys for the Debtors, and the attorneys for the Creditors' Committee, a Notice of Substantial Claimholder Status (a form of which can be found by visiting the website to be established by the Claims and Noticing Agent) within ten (10) business days of the later of (i) the day of the entry of the Interim Order by the Court and (ii) the date on which such person or Entity becomes a Substantial Claimholder.
- (xi) Definitions. For purposes of the Procedures and the Interim Order, the following terms have the following meanings:
- (1) Applicable Percentage. "Applicable Percentage" means, if only one class of Affected Securities is to be issued pursuant to the terms of the 382(l)(5) Plan and holders within any class of Claims will receive a pro rata distribution of the Affected Securities, 4.5% of the number of such shares that the Debtors reasonably estimate will be issued at the effective date of such 382(l)(5) Plan, as determined for U.S. federal income tax purposes. If more than one class of the common stock or any other equity securities (including securities that are treated as equity securities for U.S. federal income tax purposes) of the reorganized Debtors (or any successor), including Options (the "**Affected Securities**"), is to be distributed pursuant to the terms of the 382(l)(5) Plan or holders within a class of Claims may receive a disproportionate distribution of such securities relative to other holders in the same class, the

Applicable Percentage shall be determined by the Debtors in their reasonable judgment in a manner consistent with the estimated range of values for the equity to be distributed reflected in the valuation analysis set forth in the 382(1)(5) Plan and disclosure statement, and shall be expressed in a manner that makes clear the number of shares or other interests in each class of Affected Securities that would constitute the Applicable Percentage.

(2) Beneficial Ownership. “Beneficial ownership” of a Claim means:

(x) the beneficial ownership of a Claim as determined in accordance with applicable rules under section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and rulings issued by the IRS (for such purpose, treating a Claim as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all Claims owned or acquired by its subsidiaries), and (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of Claims and/or stock; and

(y) the beneficial ownership of an Option (irrespective of the purpose for which such Option was issued, created, or acquired).

For the avoidance of doubt, beneficial ownership of a Claim also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Claim pursuant to a plan of reorganization or applicable Bankruptcy Court order.

(3) Claim. A “Claim” means any unsecured claim under which any of the Debtors is the obligor (which for this purpose shall include the unsecured portion of the Tax-Exempt Bonds (as hereinafter defined) and, subject to the circumstances described in the below paragraph, of any instruments issued in a non-Leveraged Lease Structure (as hereinafter defined) and all ETCs, PTCs, and/or EETCs (each as hereinafter defined)). In making this determination, in the case of a secured claim, that portion of the claim (including such portion attributable to accrued

and unpaid interest) that exceeds the current fair market value of the security shall be considered an unsecured Claim. In calculating the amount of any Claims under the Procedures, any applicable intercreditor agreements, including subordination agreements, shall be given effect in accordance with their terms.

All debt instruments issued by an obligor (other than any of the Debtors) in a Leveraged Lease Structure, and all ETCs, PTCs, and/or EETCs issued solely in respect of a Leveraged Lease Structure (collectively, the “**Leveraged Lease Obligations**”), generally shall not be treated as Claims against the Debtors; *provided, however*, that Leveraged Lease Obligations shall be treated as Claims against the Debtors if and when the holder or the indenture trustee or agent acting on behalf of the holder of such Leveraged Lease Obligations, as the case may be, has acquired such Claims from the equity participant or lessor pursuant to a foreclosure, a voluntary or involuntary transfer, or any other acquisition of collateral. After the occurrence of any such event, any holder of Claims who becomes a Substantial Claimholder shall file a Notice of Substantial Claimholder Status pursuant to Paragraph (vi)(1) above within ten (10) business days after becoming a Substantial Claimholder; *provided, however*, that the initial grant (or subsequent transfer) of a security interest in such Claims shall not be treated as a foreclosure, a voluntary or involuntary transfer, or any other acquisition for the above purpose.

For purposes of this Paragraph (xi)(3), (A) a “**Leveraged Lease Structure**” means a leveraged lease transaction involving the lease of aircraft to any of the Debtors; and (B) “**PTCs**,” “**ETCs**,” and “**EETCs**” mean ownership interests, bonds, debentures, pass-through certificates (“**PTCs**”), equipment trust certificates (“**ETCs**”), or enhanced equipment trust certificates (“**EETCs**”), in each case (w) issued by any of the Debtors, (x) issued by any governmental or quasi-governmental authority for the benefit of any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets, or (z) secured by assets leased to any of the Debtors.

If a holder of Claims is uncertain as to whether it is a holder of ETCs, PTCs, and/or EETCs issued solely in a Leveraged Lease Structure or issued in a non-Leveraged

Lease Structure, such holder may file with the Court, and serve upon the Debtors and Debtors' counsel, written notice of the holder's uncertainty along with a description of the underlying Claim; and within five (5) business days after actual receipt of such notice, the Debtors shall inform the holder whether the ETCs, PTCs, and/or EETCs were issued in a Leveraged Lease Structure or in a non-Leveraged Lease Structure, subject to the right of such holder to file an objection with the Court to seek a review of such determination.

Nothing contained in this Paragraph (xi)(3) shall be deemed an admission of a party or be used by any party for any purpose other than compliance with the Order and shall not constitute an admission or evidence by any party with respect to Claims made or to be made against the Debtors.

- (4) Entity. "Entity" has the meaning set forth in Paragraph (vi)(1) above.
- (5) Maximum Amount. "Maximum Amount" means for each person or Entity and by class or other applicable breakdown of Claims, the greater of (A) the applicable Threshold Amount and (B) the Protected Amount (as hereinafter defined) (if any) for such Electing Claimholder.
- (6) Newly Traded Claims. "Newly Traded Claims" means Claims (i) with respect to which a person or Entity acquired beneficial ownership after the date that was eighteen (18) months before the Commencement Date; and (ii) that are not "ordinary course" claims, within the meaning of Treasury Regulations section 1.382-9(d)(2)(iv), of which the same person or Entity has always had beneficial ownership.
- (7) Notice Parties. "Notice Parties" means (i) the Office of the United States Trustee for the Southern District of New York, (ii) the holders of the five largest secured claims against the Debtors (on a consolidated basis), (iii) the holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (iv) the attorneys for the Allied Pilots Association, (v) the attorneys for the Air Line Pilots Association, International, (vi) the attorneys for the Association of Professional Flight Attendants, (vii) the attorneys for the Association of Flight Attendants – CWA,

AFL-CIO, and (viii) the attorneys for the Transport Workers Union of America, AFL-CIO.

- (8) Option. “Option” has the meaning given to such term under Treasury Regulations section 1.382-4(d)(9)(i), with respect to the acquisition of a Claim or any consideration (including equity) distributed in respect of any Claim pursuant to a plan of reorganization or applicable bankruptcy court order.
- (9) Permitted Transferee. A “Permitted Transferee” with respect to an Electing Claimholder is a person or Entity whose holding of a Claim would not result in such Electing Claimholder having beneficial ownership of such Claim.
- (10) Protected Amount. “Protected Amount” means the amount of Claims (by class or other applicable breakdown) of which a holder had beneficial ownership on the Commencement Date, increased by the amount of Claims of which such holder acquires, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date minus the amount of Claims of which such holder sells, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date.
- (11) Substantial Claimholder. A “Substantial Claimholder” means any person or Entity that beneficially owns an aggregate dollar amount of Claims against the Debtors, or any Entity controlled by such person or Entity through which such person or Entity beneficially owns Claims against the Debtors, of more than the Threshold Amount.

For the avoidance of doubt, section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and all relevant IRS and judicial authority shall apply in determining whether the Claims of several persons and/or Entities must be aggregated when testing for Substantial Claimholder status, treating Claims as if they were stock.

- (12) Tax-Exempt Bonds. The “Tax-Exempt Bonds” means those securities set forth on **Schedule “B”** annexed hereto.

- (13) Threshold Amount. “Threshold Amount” means, initially, \$190,000,000, which amount may be subsequently increased or decreased as the Debtors may determine to be appropriate in the Notice of 382(l)(5) Plan or thereafter in compliance with the Order.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE WILL CONSTITUTE A VIOLATION OF THE AUTOMATIC STAY UNDER SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED ACQUISITION OR OTHER TRANSFER OF AMR STOCK OR CLAIMS AGAINST THE DEBTORS IN VIOLATION OF THE INTERIM ORDER WILL BE NULL AND VOID *AB INITIO* AND MAY LEAD TO CONTEMPT, COMPENSATORY DAMAGES, PUNITIVE DAMAGES, OR SANCTIONS BEING IMPOSED BY THE COURT.

THE DEBTORS MAY WAIVE, IN WRITING, ANY AND ALL RESTRICTIONS, STAYS, AND NOTIFICATION PROCEDURES CONTAINED IN THE INTERIM ORDER.

PLEASE TAKE FURTHER NOTICE that a final hearing to consider the Motion and the entry of an order (the “**Final Order**”) implementing these Procedures on a permanent basis shall be held on _____, 2011 at __:__.m. (Eastern Time).

PLEASE TAKE FURTHER NOTICE that any objections to entry of such Final Order shall be in writing, filed with the Court in accordance with General Order M-399, and served upon (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.) and (ii) the Notice Parties, in each case so as to be received no later than 4:00 p.m. (Eastern Time) on _____, 2011. The deadline to file an objection to the entry of the Final Order shall be ____.

PLEASE TAKE FURTHER NOTICE that if no objections to the Motion are timely filed, served, and received in accordance with the Interim Order, the Interim Order shall be deemed a final order without further notice or hearing, and the Motion shall be granted on a permanent basis and approved *nunc pro tunc* to the Commencement Date.

PLEASE TAKE FURTHER NOTICE that any person or entity desirous of acquiring or transferring AMR Stock or Claims restricted by the Interim Order may request relief for cause at any time and the Debtors may oppose such relief.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

Dated: New York, New York
November __, 2011

Harvey R. Miller
Stephen Karotkin
Alfredo R. Pérez
Stephen A. Youngman

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

Schedule A

Filing Entities

1. American Airlines Realty (NYC) Holdings, Inc.
2. AMR Corporation
3. American Airlines, Inc.
4. AMR Eagle Holding Corporation
5. Americas Ground Services, Inc.
6. PMA Investment Subsidiary, Inc.
7. SC Investment, Inc.
8. American Eagle Airlines, Inc.
9. Executive Airlines, Inc.
10. Executive Ground Services, Inc.
11. Eagle Aviation Services, Inc.
12. Admirals Club, Inc.
13. Business Express Airlines, Inc.
14. Reno Air, Inc.
15. AA Real Estate Holding GP LLC
16. AA Real Estate Holding L.P.
17. American Airlines Marketing Services LLC
18. American Airlines Vacations LLC
19. American Aviation Supply LLC
20. American Airlines IP Licensing Holding, LLC

Schedule B

“Tax-Exempt Bonds” shall mean:

- (a) AllianceAirport Authority, Inc. Special Facilities Revenue Bonds, Series 1991 (American Airlines, Inc. Project);
- (b) AllianceAirport Authority, Inc. Special Facilities Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (c) Chicago O’Hare International Airport Special Facility Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (d) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1995;
- (e) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1999;
- (f) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000A;
- (g) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000B;
- (h) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000C;
- (i) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 2002;
- (j) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2007;
- (k) New Jersey Economic Development Authority Economic Development Bonds (American Airlines, Inc. Project);
- (l) New York City Industrial Development Agency Special Facility Revenue Bonds (1990 American Airlines, Inc. Project);
- (m) New York City Industrial Development Agency Special Facility Revenue Bonds (1994 American Airlines, Inc. Project);

- (n) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002A;
- (o) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002B;
- (p) New York City Industrial Development Agency, Special Facility Revenue Bonds, (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2005;
- (q) Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds, 1985 Series A (American Airlines, Inc. Project);
- (r) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1993 Series A (American Airlines, Inc. Project);
- (s) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1996 Series A (American Airlines, Inc. Project);
- (t) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Refunding Series 2002A, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (u) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002B, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (v) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002C, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (w) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1992;
- (x) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1995;
- (y) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000A;
- (z) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000B;

- (aa) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001A; and
- (bb) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds.
Refunding Series 2001B.

Exhibit B to the Interim Order

Notice of Substantial Stock Ownership

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

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

NOTICE OF SUBSTANTIAL STOCK OWNERSHIP

PLEASE TAKE NOTICE that, as of [date], [Name of person or Entity¹] (the “**Filer**”) beneficially owns _____ shares of AMR Corporation (“**AMR**”) common stock (the “**AMR Stock**”), which represents ___% of the total amount of the AMR Stock currently outstanding.²

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. In the case of AMR Stock and/or Options to acquire AMR Stock that are owned directly by the Filer, the table sets forth (i) the number of such shares and/or Options, and (ii) the date(s) on which such shares and/or Options were acquired (broken out by class, as applicable).

2. In the case of shares of AMR Stock and/or Options to acquire AMR Stock that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of such shares and/or Options beneficially owned by the Filer, (ii) the number of such shares and/or Options, and (iii) the date(s) on which such shares and/or Options were acquired (broken out by class, as applicable).

¹ For purposes of this Notice, an “Entity” shall have the meaning set forth in section 1.382-3(a) of the Treasury Regulations.

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 362 (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests In the Debtors’ Estates, and (ii) Scheduling Final Hearing.

Name of Owner	Number of Shares of AMR Stock Owned	Number of Shares of AMR Stock subject to Options Owned	Date(s) Acquired

(Attach additional pages if necessary)

For purposes of this Notice:

(i) “Beneficial ownership” (or any variation thereof) of AMR Stock and Options to acquire AMR Stock shall be determined in accordance with applicable rules under section 382 of the Tax Code, Treasury Regulations, and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire AMR Stock;

(ii) “Interim Order” means the Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors’ Estates; and

(iii) “Option” means any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

[IF APPLICABLE] the Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit C to the Interim Order

Notice of Intent to Purchase, Acquire, or Otherwise Accumulate AMR Stock

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

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

**NOTICE OF INTENT TO PURCHASE, ACQUIRE,
OR OTHERWISE ACCUMULATE AMR STOCK**

PLEASE TAKE NOTICE that [person or Entity] (the “**Filer**”) hereby provides notice (the “**Notice**”) of (i) its intention to purchase, acquire, or otherwise accumulate directly one or more shares of AMR Corporation (“**AMR**”) common stock (the “**AMR Stock**”) and/or Options (as hereinafter defined) to acquire shares of AMR Stock and/or (ii) a proposed purchase or acquisition of shares of AMR Stock and/or Options to acquire AMR Stock that would result in an increase in the number of shares of AMR Stock or Options to acquire AMR Stock that are beneficially owned (as hereinafter defined) by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Transfer**”).¹

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Transfer involves the purchase or acquisition directly by the Filer of shares of AMR Stock and/or Options to acquire AMR Stock, the table sets forth (i) the number of shares of AMR Stock and/or Options to acquire AMR Stock proposed to be purchased or acquired, and (ii) the date(s) of such Proposed Transfer (broken out by class, as applicable).
2. If the Proposed Transfer involves the purchase or acquisition of shares of AMR Stock and/or Options to acquire AMR Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the number of shares of AMR Stock and/or Options to acquire AMR Stock that are beneficially owned by the Filer, the table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such shares and/or

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 362 (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests In the Debtors’ Estates, and (ii) Scheduling Final Hearing.

Options, (ii) the number of shares and/or Options to be so purchased or acquired, and (iii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

Name of Purchaser	Number of Shares to be Purchased	Number of Shares Subject to Options to be Purchased	Date of Proposed Transfer

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer’s beneficial ownership of shares of AMR Stock and/or Options to acquire AMR Stock assuming the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the Proposed Transfer, (i) the number of Shares of AMR Stock (or Options to acquire AMR Stock) that would be owned directly by the Filer and (ii) in the case of any beneficial ownership by the Filer of AMR Stock and/or Options that would be owned by another person or Entity as record/legal owner, the name(s) of each prospective record/legal owner and the number of shares and/or Options that would be owned by each such record/legal owner (broken out by class, as applicable):

Name of Owner	Number of Shares of AMR Stock to be Owned	Number of Shares subject to Options to be Owned

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of shares of AMR Stock and/or Options to acquire AMR Stock directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of shares of AMR Stock and/or Options to acquire AMR Stock by a person or Entity (other than the Filer) that currently is a Substantial Equityholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Equityholder, the following table sets forth (i) the name of each such person or Entity, (ii) the number of shares of AMR Stock and/or Options to acquire AMR Stock that are beneficially owned by such person or Entity prior to the Proposed Transfer, and (iii) the number of shares of AMR Stock and/or Options to acquire AMR Stock that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken out by class, as applicable).

Name of Beneficial Owner	Number of Shares/Options prior to Proposed Transfer	Number of Shares/Options following Proposed

		Transfer

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, this Notice is being filed with the Court and served upon the Debtors, the Debtors' counsel, and the Creditors' Committee's counsel.

PLEASE TAKE FURTHER NOTICE that the Proposed Transfer described herein can only be consummated if the Debtors approve such Proposed Transfer in writing within **fifteen (15) business days** after the filing of this Notice. If the Debtors expressly approve such Proposed Transfer in writing within such fifteen (15) business day period, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions that may result in the Filer increasing its beneficial ownership of shares of AMR Stock and/or Options to acquire AMR Stock will each require an additional notice filed with the Court to be served in the same manner as this Notice.

For purposes of this Notice:

(i) "Beneficial ownership" (or any variation thereof) of AMR Stock and Options to acquire AMR Stock shall be determined in accordance with applicable rules under section 382 of the Tax Code, Treasury Regulations, and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock, and (C) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire AMR Stock;

(ii) "Entity" has the meaning given to it in Treasury Regulations section 1.382-3(a) and shall include persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition;

(iii) "Interim Order" means the Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors' Estates;

(iv) "Option" means any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable; and

(v) "Substantial Equityholder" means any person or Entity that beneficially owns at least 14,964,345 shares of AMR Stock (representing approximately 4.5% of all AMR Stock issued and outstanding).

[IF APPLICABLE] the Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit D to the Interim Order

Notice of Substantial Claimholder Status

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

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

NOTICE OF SUBSTANTIAL CLAIMHOLDER STATUS

PLEASE TAKE NOTICE that [person or Entity] (the “**Filer**”) hereby provides notice (the “**Notice**”) that the Filer is a Substantial Claimholder of Claims against AMR Corporation (“**AMR Corp.**”), American Airlines, Inc. (“**American Airlines**”), AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”).¹

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. In the case of Claims that are owned directly by the Filer, the table sets forth the dollar amount of all Claims beneficially owned (as hereinafter defined) by the Filer (broken down by Class, as applicable).
2. In the case of Claims that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of Claims that are beneficially owned by the Filer; and (ii) the dollar amount of all Claims beneficially owned by such record or legal owner (broken out by Class, as applicable).

Class	Description of Claim	Name of Owner	Dollar Amount Owned

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 362 (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests In the Debtors’ Estates, and (ii) Scheduling Final Hearing.

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table sets forth a summary of the Protected Amount for each Class of Claims beneficially owned by the Filer (whether owned by the Filer directly or indirectly), and that Filer will provide any additional information in respect of such Claims that the Debtors reasonably request.

Class	Description of Claim	Name of Owner	Protected Amount

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, this Notice is being filed with the Court and served upon the Debtors, the Debtors' counsel, and the Creditors' Committee's counsel.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

For purposes of this Notice:

(i) "Beneficial ownership" of a Claim means (x) the beneficial ownership of a Claim as determined in accordance with applicable rules under section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and rulings issued by the IRS (for such purpose, treating a Claim as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all Claims owned or acquired by its subsidiaries) and (B) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of Claims; and (y) the beneficial ownership of an Option with respect to the acquisition of a Claim (for such purpose, treating a Claim as if it is stock) or any consideration distributed in respect of any Claim under a plan of reorganization; *provided, however*, that for the avoidance of doubt, beneficial ownership of a Claim also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Claim pursuant to a plan of reorganization or applicable bankruptcy court order;

(ii) “Claim” means any unsecured claim under which any of the Debtors is the obligor (which for this purpose shall include the unsecured portion of the Tax-Exempt Bonds and, subject to the circumstances described in the below paragraph, of any instruments issued in a non-Leveraged Lease Structure (as hereinafter defined) and all ETCs, PTCs, and/or EETCs (each as hereinafter defined)). In making this determination, in the case of a secured claim, that portion of the claim (including such portion attributable to accrued and unpaid interest) that exceeds the current fair market value of the security shall be considered an unsecured Claim. In calculating the amount of any Claims hereunder, any applicable intercreditor agreements, including subordination agreements, shall be given effect in accordance with their terms.

All debt instruments issued by an obligor (other than any of the Debtors) in a Leveraged Lease Structure, and all ETCs, PTCs, and/or EETCs issued solely in respect of a Leveraged Lease Structure (collectively, the “**Leveraged Lease Obligations**”), generally shall not be treated as Claims against the Debtors; *provided, however*, that Leveraged Lease Obligations shall be treated as Claims against the Debtors if and when the holder or the indenture trustee or agent acting on behalf of the holder of such Leveraged Lease Obligations, as the case may be, has acquired such Claims from the equity participant or lessor pursuant to a foreclosure, a voluntary or involuntary transfer, or any other acquisition of collateral. After the occurrence of any such event, any holder of Claims who becomes a Substantial Claimholder shall file this Notice of Substantial Claimholder Status within ten (10) business days after becoming a Substantial Claimholder; *provided, however*, that the initial grant (or subsequent transfer) of a security interest in such Claims shall not be treated as a foreclosure, a voluntary or involuntary transfer, or any other acquisition for the above purpose.

For purposes of this Paragraph (ii), (A) a “**Leveraged Lease Structure**” means a leveraged lease transaction involving the lease of aircraft to any of the Debtors; and (B) “**PTCs**,” “**ETCs**,” and “**EETCs**” mean ownership interests, bonds, debentures, pass-through certificates (“**PTCs**”), equipment trust certificates (“**ETCs**”), or enhanced equipment trust certificates (“**EETCs**”), in each case (w) issued by any of the Debtors, (x) issued by any governmental or quasi-governmental authority for the benefit of any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets, or (z) secured by assets leased to any of the Debtors.

If a holder of Claims is uncertain as to whether it is a holder of ETCs, PTCs, and/or EETCs issued solely in a Leveraged Lease Structure or issued in a non-Leveraged Lease Structure, such holder may file with the Court, and serve upon the Debtors and Debtors’ counsel, written notice of the holder’s uncertainty along with a description of the underlying Claim; and within five (5) business days after actual receipt of such notice, the Debtors shall inform the holder whether the ETCs, PTCs, and/or EETCs were issued in a Leveraged Lease Structure or in a non-Leveraged Lease Structure, subject to the right of such holder to file an objection with the Court to seek a review of such determination;

(iii) “Class” means only “unsecured claims,” unless and until subsequent notices by the Debtors further establish additional Classes;

(iv) “Entity” has the meaning given to it in Treasury Regulations section 1.382-3(a) and shall include persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition;

(v) “Interim Order” means the Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors’ Estates;

(vi) “Option” has the meaning provided in Treasury Regulations section 1.382-4(d)(9)(i), for this purpose treating Claims as if they were stock;

(vii) “Protected Amount” means the amount of Claims (by class or other applicable breakdown) of which a holder had beneficial ownership on the Commencement Date, increased by the amount of Claims of which such holder acquires, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date minus the amount of Claims of which such holder sells, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date;

(viii) “Substantial Claimholder” means any person or Entity that beneficially owns, or any Entity controlled by such person or Entity through which such person or Entity beneficially owns, with respect to any Class of Claims, a dollar amount of Claims of such Class of more than the Threshold Amount for such Class of Claims;

(ix) “Threshold Amount” means, \$190,000,000 of Claims, which amounts may be subsequently increased or decreased as the Debtors may determine to be appropriate in the Notice of 382(l)(5) Plan or thereafter in compliance with the Order; and

(x) “Tax-Exempt Bonds” shall mean those securities set forth on Schedule A.

[IF APPLICABLE] the Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Schedule A

“Tax-Exempt Bonds” shall mean:

- (a) AllianceAirport Authority, Inc. Special Facilities Revenue Bonds, Series 1991 (American Airlines, Inc. Project);
- (b) AllianceAirport Authority, Inc. Special Facilities Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (c) Chicago O’Hare International Airport Special Facility Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (d) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1995;
- (e) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1999;
- (f) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000A;
- (g) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000B;
- (h) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000C;
- (i) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 2002;
- (j) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2007;
- (k) New Jersey Economic Development Authority Economic Development Bonds (American Airlines, Inc. Project);
- (l) New York City Industrial Development Agency Special Facility Revenue Bonds (1990 American Airlines, Inc. Project);
- (m) New York City Industrial Development Agency Special Facility Revenue Bonds (1994 American Airlines, Inc. Project);

- (n) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002A;
- (o) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002B;
- (p) New York City Industrial Development Agency, Special Facility Revenue Bonds, (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2005;
- (q) Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds, 1985 Series A (American Airlines, Inc. Project);
- (r) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1993 Series A (American Airlines, Inc. Project);
- (s) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1996 Series A (American Airlines, Inc. Project);
- (t) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Refunding Series 2002A, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (u) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002B, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (v) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002C, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (w) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1992;
- (x) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1995;
- (y) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000A;
- (z) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000B;

- (aa) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001A; and
- (bb) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001B.

Exhibit E to the Interim Order

Notice of Request to Purchase, Acquire, or Otherwise Accumulate a Claim

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

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

**NOTICE OF REQUEST TO PURCHASE,
ACQUIRE, OR OTHERWISE ACCUMULATE A CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE that [person or Entity] (the “**Filer**”) hereby provides notice (the “**Notice**”) of (i) its intent to purchase, acquire, or otherwise accumulate directly a Claim or Claims against AMR Corporation (“**AMR Corp.**”), American Airlines, Inc. (“**American Airlines**”), AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) and/or (ii) a proposed purchase or acquisition of Claims that, following the proposed acquisition, would be beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Transfer**”).¹

PLEASE TAKE FURTHER NOTICE that, if applicable, on [prior date(s)], the Filer filed a Notice of Substantial Claimholder Status with the Court and served copies thereof on the Debtors and Debtors’ counsel.

PLEASE TAKE FURTHER NOTICE that the Filer is filing this notice as (check one):

<i>A Substantial Claimholder</i>	
<i>A person or Entity that would, upon consummation of the Proposed Transfer, become a Substantial Claimholder</i>	

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 362 (i) Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests In the Debtors’ Estates, and (ii) Scheduling Final Hearing.

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. In the case of Claims that are owned directly by the Filer, the table sets forth the dollar amount of all Claims beneficially owned (as hereinafter defined) by the Filer (broken down by Class, as applicable).

2. In the case of Claims that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of Claims that are beneficially owned by the Filer, and (ii) the dollar amount of all Claims beneficially owned by such record or legal owner (broken out by Class, as applicable).

Class	Description of Claim	Name of Owner	Dollar Amount Owned

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table sets forth a summary of the Protected Amount for each Class of Claims beneficially owned by the Filer (whether owned by the Filer directly or indirectly), and that Filer will provide any additional information in respect of such Claims that the Debtors reasonably request.

Class	Description of Claim	Name of Owner	Protected Amount

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Transfer involves the purchase or acquisition of Claims directly by the Filer, the following table sets forth the dollar amount of all Claims (by Class) proposed to be purchased or acquired.

2. If the Proposed Transfer involves the purchase or acquisition of Claims by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the dollar amount of Claims that are beneficially owned by the Filer, the following table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such Claims, and (ii) the dollar amount of all Claims (by Class) to be so purchased or acquired.

Class	Description of Claim	Name of Owner	Dollar Amount to be Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of Claims directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of Claims by a person or Entity (other than the Filer) that currently is a Substantial Claimholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Claimholder, the following table sets forth (x) the name of each such person or Entity, (y) the dollar amount of all Claims beneficially owned by such person or Entity (broken down by Class, as applicable), and (z) the dollar amount of all Claims that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken down by Class, as applicable):

Class	Description of Claim	Name of Owner	Dollar Amount Currently Owned	Dollar Amount to be Owned Following Proposed Transfer

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, this Notice is being filed with the Court and served upon the Debtors, the Debtors' counsel, and the Creditors' Committee's counsel.

PLEASE TAKE FURTHER NOTICE that the Filer hereby acknowledges that if the debtors do not approve the Proposed Transfer in writing within **fifteen (15) business days** after the filing of this Notice, such Proposed Transfer shall be deemed rejected. If the Debtors

provide written authorization approving the Proposed Transfer prior to the end of such fifteen (15) business day period, then such Proposed Transfer may proceed solely as specifically described in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions that may result in the Filer increasing its beneficial ownership of Claims will each require an additional notice filed with the Court to be served in the same manner as this Notice.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

For purposes of this Notice:

(i) “Beneficial ownership” of Claims means (x) the beneficial ownership of a Claim as determined in accordance with applicable rules under section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and rulings issued by the IRS (for such purpose, treating a Claim as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all Claims owned or acquired by its subsidiaries) and (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of Claims; and (y) the beneficial ownership of an Option with respect to the acquisition of a Claim (for such purpose, treating a Claim as if it is stock) or any consideration distributed in respect of any Claim under a plan of reorganization; *provided, however*, that for the avoidance of doubt, beneficial ownership of a Claim also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Claim pursuant to a plan of reorganization or applicable bankruptcy court order;

(ii) “Claim” means any unsecured claim under which any of the Debtors is the obligor (which for this purpose shall include the unsecured portion of the Tax-Exempt Bonds and, subject to the circumstances described in the below paragraph, of any instruments issued in a non-Leveraged Lease Structure (as hereinafter defined) and all ETCs, PTCs, and/or EETCs (each as hereinafter defined)). In making this determination, in the case of a secured claim, that portion of the claim (including such portion attributable to accrued and unpaid interest) that exceeds the current fair market value of the security shall be considered an unsecured Claim. In calculating the amount of any Claims hereunder, any applicable intercreditor agreements, including subordination agreements, shall be given effect in accordance with their terms.

All debt instruments issued by an obligor (other than any of the Debtors) in a Leveraged Lease Structure, and all ETCs, PTCs, and/or EETCs issued solely in respect of a Leveraged Lease Structure (collectively, the “**Leveraged Lease Obligations**”), generally shall not be treated as Claims against the Debtors; *provided, however*, that Leveraged Lease Obligations shall be treated as Claims against the Debtors if and when the holder or the indenture trustee or agent acting on behalf of the holder of such Leveraged Lease Obligations, as the case may be, has acquired such Claims from

the equity participant or lessor pursuant to a foreclosure, a voluntary or involuntary transfer, or any other acquisition of collateral. After the occurrence of any such event, any holder of Claims who becomes a Substantial Claimholder shall file this Notice of Substantial Claimholder Status within ten (10) business days after becoming a Substantial Claimholder; *provided, however*, that the initial grant (or subsequent transfer) of a security interest in such Claims shall not be treated as a foreclosure, a voluntary or involuntary transfer, or any other acquisition for the above purpose.

For purposes of this Paragraph (ii), (A) a “**Leveraged Lease Structure**” means a leveraged lease transaction involving the lease of aircraft to any of the Debtors; and (B) “**PTCs**,” “**ETCs**,” and “**EETCs**” mean ownership interests, bonds, debentures, pass-through certificates (“**PTCs**”), equipment trust certificates (“**ETCs**”), or enhanced equipment trust certificates (“**EETCs**”), in each case (w) issued by any of the Debtors, (x) issued by any governmental or quasi-governmental authority for the benefit of any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets, or (z) secured by assets leased to any of the Debtors.

If a holder of Claims is uncertain as to whether it is a holder of ETCs, PTCs, and/or EETCs issued solely in a Leveraged Lease Structure or issued in a non-Leveraged Lease Structure, such holder may file with the Court, and serve upon the Debtors and Debtors’ counsel, written notice of the holder’s uncertainty along with a description of the underlying Claim; and within five (5) business days after actual receipt of such notice, the Debtors shall inform the holder whether the ETCs, PTCs, and/or EETCs were issued in a Leveraged Lease Structure or in a non-Leveraged Lease Structure, subject to the right of such holder to file an objection with the Court to seek a review of such determination;

(iii) “Class” means only “unsecured claims,” unless and until subsequent notices by the Debtors further establish additional Classes;

(iv) “Entity” has the meaning given to it in Treasury Regulations section 1.382-3(a) and shall include persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition;

(v) “Interim Order” means the Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors’ Estates;

(vi) “Option” has the meaning provided in Treasury Regulations section 1.382-4(d)(9)(i), for this purpose treating Claims as if they were stock;

(vii) “Protected Amount” means the amount of Claims (by class or other applicable breakdown) of which a holder had beneficial ownership on the Commencement Date, increased by the amount of Claims of which such holder acquires, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date minus the amount of Claims of which such holder sells,

directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date;

(vii) "Substantial Claimholder" means any person or Entity that beneficially owns, or any Entity controlled by such person or Entity through which such person or Entity beneficially owns, with respect to any Class of Claims, a dollar amount of Claims of such Class of more than the Threshold Amount for such Class of Claims;

(viii) "Threshold Amount" means \$190,000,000 of Claims, which amounts may be subsequently increased or decreased as the Debtors may determine to be appropriate in the Notice of 382(l)(5) Plan or thereafter in compliance with the Order; and

(ix) "Tax-Exempt Bonds" shall mean those securities set forth on Schedule A.

[IF APPLICABLE] the Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

[Name of Filer]

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Schedule A

“Tax-Exempt Bonds” shall mean:

- (a) AllianceAirport Authority, Inc. Special Facilities Revenue Bonds, Series 1991 (American Airlines, Inc. Project);
- (b) AllianceAirport Authority, Inc. Special Facilities Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (c) Chicago O’Hare International Airport Special Facility Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (d) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1995;
- (e) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1999;
- (f) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000A;
- (g) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000B;
- (h) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000C;
- (i) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 2002;
- (j) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2007;
- (k) New Jersey Economic Development Authority Economic Development Bonds (American Airlines, Inc. Project);
- (l) New York City Industrial Development Agency Special Facility Revenue Bonds (1990 American Airlines, Inc. Project);
- (m) New York City Industrial Development Agency Special Facility Revenue Bonds (1994 American Airlines, Inc. Project);

- (n) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002A;
- (o) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002B;
- (p) New York City Industrial Development Agency, Special Facility Revenue Bonds, (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2005;
- (q) Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds, 1985 Series A (American Airlines, Inc. Project);
- (r) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1993 Series A (American Airlines, Inc. Project);
- (s) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1996 Series A (American Airlines, Inc. Project);
- (t) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Refunding Series 2002A, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (u) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002B, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (v) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002C, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (w) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1992;
- (x) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1995;
- (y) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000A;
- (z) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000B;

- (aa) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001A; and
- (bb) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds,
Refunding Series 2001B.

Exhibit F to the Interim Order

Election Notice

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

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

**NOTICE OF ELECTION AND CONSENT UNDER
THE INTERIM ORDER PURSUANT TO SECTIONS 105 AND 362 OF
THE BANKRUPTCY CODE ESTABLISHING NOTIFICATION PROCEDURES
AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS
OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS' ESTATES**

PLEASE TAKE NOTICE that [Name of person or Entity¹] herewith elects to become an Electing Claimholder under the Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors' Estates (the "**Order**") and agrees to be bound by the terms set forth therein and below.²

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of [Name of Claimholder] is _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this Notice is being filed with the Court and served upon the Debtors, the Debtors' counsel, and the Creditors' Committee's counsel.

PLEASE TAKE FURTHER NOTICE that, in the event that the Debtors deliver notice (a "**Sell-Down Notice**") that an Electing Claimholder must sell, cause to sell, or otherwise transfer all or a portion of its beneficial ownership of the excess (in each case, calculated by Class) of (x) the amount of Claims beneficially owned by such Electing Claimholder over (y) such Electing Claimholder's Maximum Amount to unrelated transferees each of which does not own immediately prior to such transfer, and will not own after the contemplated consummation

¹ For this purpose an "Entity" shall have the meaning set forth in section 1.382-3(a) of the Treasury Regulations.

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Order.

of such transfer, an Excess Amount with respect to such transferee, then the Electing Claimholder shall sell, cause to sell, or otherwise transfer the portion of the Excess Amount specified in the Sell-Down Notice, prior to the Sell-Down Date.

PLEASE TAKE FURTHER NOTICE that the Electing Claimholder agrees not to sell, cause to sell, or otherwise transfer Claims to any transferee if the Electing Claimholder has a reasonable basis to believe that (1) such transferee is or would become as a result of such sale or transfer a Substantial Claimholder, and (2) the transferee is an Electing Claimholder. In effecting any sale or other transfer of Claims pursuant to a Sell-Down Notice, an Electing Claimholder shall, to the extent that it is reasonably feasible to do so within normal constraints of the market in which such sale takes place, notify the acquirer of such Claims of the existence of the Order and the Equity Forfeiture Provision (it being understood that, in all cases in which there is direct communication between a sales person and a customer, including, without limitation, communication via telephone, e-mail and instant messaging, the existence of the Order and the Equity Forfeiture Provision shall be included in such sales person's summary of the transaction).

PLEASE TAKE FURTHER NOTICE that, until the date that the Electing Claimholder has sold, caused to sell or otherwise transferred that portion of the Excess Amount specified in the Sell-Down Notice, the Electing Claimholder (either directly or through its advisors) shall not participate in formulating any chapter 11 plan or reorganization of or on behalf of the Debtors; *provided, however*, that the following activities shall not constitute participation in formulating a plan of reorganization *if*, in pursuing such activities, the relevant Electing Claimholder does not disclose or otherwise make evident (unless compelled to do so by a court of competent jurisdiction or some other applicable legal requirement) to the Debtors that such Electing Claimholder has beneficial ownership of Newly Traded Claims: filing an objection to a proposed disclosure statement or to confirmation of a proposed plan of reorganization; voting to accept or reject a proposed plan of reorganization; reviewing or commenting on a proposed business plan; providing information on a confidential basis to the attorneys for the Debtors; general membership on an official committee or an *ad hoc* committee; or taking any action required by the order of the Court.

PLEASE TAKE FURTHER NOTICE that the Electing Claimholder acknowledges and agrees that, as sanction for violating the Electing Claimholder's obligations under this election, the Electing Claimholder may be subject to the Equity Forfeiture Provision under the Order.

PLEASE TAKE FURTHER NOTICE that the Electing Claimholder acknowledges and agrees to provide a Notice of Compliance to the Debtors and Debtors' counsel within five (5) business days after the later of (i) entry of an order approving the 382(1)(5) Plan, (ii) the Sell-Down Date and (iii) such other date specified in the Sell-Down Notice (but in any event before the effective date of the 382(1)(5) Plan) that such Electing Claimholder has complied fully with the terms and conditions set forth in this Notice and the Sell-Down Notice.

PLEASE TAKE FURTHER NOTICE that this Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

[IF APPLICABLE] I am represented by [name of the law firm], [address], [phone], (Attn: [name]).

Respectfully submitted,

(Name of Electing Claimholder)

By: _____

Name: _____

Title: _____

Address: _____

Telephone: _____

Facsimile: _____

Date: _____

Exhibit G to the Interim Order

Notice of Compliance

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

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

NOTICE OF COMPLIANCE WITH SELL-DOWN NOTICE

PLEASE TAKE NOTICE that [person or Entity¹] (“**Filer**”) hereby provides notice (the “**Notice**”) that Filer has complied in full with the terms and conditions set forth in the Interim Order Pursuant to Sections 105(a) and 362 of the Bankruptcy Code Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests in the Debtors’ Estates (the “**Order**”), as further set forth in the Sell-Down Notice issued to Filer, such that Filer does not and will not beneficially own an Excess Amount of Claims as of the Sell-Down Date and at all times through the effective date of the 382(1)(5) Plan.²

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of Filer is _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order, this Notice is being filed with the Court and served upon the Debtors, the Debtors’ counsel, and the Creditors’ Committee’s counsel.

PLEASE TAKE FURTHER NOTICE that this Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

¹ For this purpose an “entity” shall have the meaning set forth in section 1.382-3(a) of the Treasury Regulations.

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Order.

[IF APPLICABLE] I am represented by [name of the law firm], [address],
[phone], (Attn: [name]).

Respectfully submitted,

(Name of Electing Claimholder)

By: _____
Name: _____
Title: _____

Address: _____

Telephone: _____
Facsimile: _____

Date: _____