

(Official Form 1) (4/10)

| United States Bankruptcy Court<br>Southern District of New York  |   | Voluntary Petition   |
|--|---|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>AMERICAS GROUND SERVICES, INC.</b>  |   | Name of Joint Debtor (Spouse) (Last, First, Middle):<br><b>N/A</b>   |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):<br><b>N/A</b>   |   | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):<br><b>N/A</b>   |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):<br><b>75-2491387</b>  |   | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):<br><b>N/A</b>   |
| Street Address of Debtor (No. and Street, City, and State):<br><b>4333 Amon Carter Boulevard, MD5675<br/>Fort Worth, Texas</b>   |   | Street Address of Joint Debtor (No. and Street, City, and State):<br><b>N/A</b>  |
| ZIP CODE<br><b>76155</b>   |   | ZIP CODE   |
| County of Residence or of the Principal Place of Business:<br><b>Tarrant</b>   |   | County of Residence or of the Principal Place of Business:<br><b>N/A</b>   |
| Mailing Address of Debtor (if different from street address):<br><b>N/A</b>  |   | Mailing Address of Joint Debtor (if different from street address):<br><b>N/A</b>  |
| ZIP CODE   |   | ZIP CODE   |
| Location of Principal Assets of Business Debtor (if different from street address above):<br><b>N/A</b>  |   |  |
| <b>Type of Debtor</b><br>(Form of Organization)<br>(Check one box.)<br><br><input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)<br><br>_____  | <b>Nature of Business</b><br>(Check one box.)<br><br><input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other<br><br><b>Holding Company</b><br><b>Tax-Exempt Entity</b><br>(Check box, if applicable.)<br><br><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | <b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)<br><br><input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding<br><br><b>Nature of Debts</b> (Check one box)<br><br><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.<br><br><b>Chapter 11 Debtors</b><br><br><b>Check one box:</b><br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br><br><b>Check if:</b><br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).<br><br><b>Check all applicable boxes:</b><br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B). |
| <b>Filing Fee</b> (Check one box)<br><input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only)<br>Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.               |   | <b>THIS SPACE IS FOR COURT USE ONLY</b>  |
| <b>Statistical/Administrative Information</b><br><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.   |   |  |
| Estimated Number of Creditors (on a consolidated basis)<br><input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000  |   |  |
| Estimated Assets (on a consolidated basis)<br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion      |   |  |
| Estimated Liabilities (on a consolidated basis)<br><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion |   |  |

|   |   |  |  |
|---|---|--|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |   | Name of Debtor(s):<br><b>AMERICAS GROUND SERVICES, INC.</b>  |  |
| <b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)   |   |  |  |
| Location Where Filed: <b>N/A</b>  | Case Number:<br><b>N/A</b>                      | Date Filed:<br><b>N/A</b>  |  |
| Location Where Filed: <b>N/A</b>  | Case Number:<br><b>N/A</b>                      | Date Filed:<br><b>N/A</b>  |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)  |   |  |  |
| Name of Debtor:<br><br><b>See Schedule 1 Attached</b>   | Case Number:<br><br><b>As filed</b>             | Date Filed:<br><br><b>November 29, 2011</b>  |  |
| District:<br><b>Southern District of New York</b>   | Relationship:<br><b>See Schedule 1 Attached</b> | Judge:<br><b>Undetermined</b>  |  |
| <b>Exhibit A</b><br><br>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)<br><br><input type="checkbox"/> Exhibit A is attached and made a part of this petition.  |   | <b>Exhibit B</b><br><br>(To be completed if debtor is an individual whose debts are primarily consumer debts.)<br><br>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).<br><br>X _____<br>Signature of Attorney for Debtor(s) <span style="float: right;">Date</span> |  |
| <b>Exhibit C</b><br><br>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?<br><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.  |   |  |  |
| <b>Exhibit D</b><br><br>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)<br><br><input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.<br><br>If this is a joint petition:<br><br><input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.   |   |  |  |
| <b>Information Regarding the Debtor - Venue</b><br>(Check any applicable box.)<br><br><input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.<br><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.<br><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |   |  |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b><br>(Check all applicable boxes)  |   |  |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)<br><br><div style="text-align: center;">                 _____<br/>                 (Name of landlord that obtained judgment)             </div><br><br><div style="text-align: center;">                 _____<br/>                 (Address of landlord)             </div>   |   |  |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and   |   |  |  |
| <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.   |   |  |  |
| <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).  |   |  |  |

(Official Form 1) (4/10)

FORM B1, Page 3

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**AMERICAS GROUND SERVICES, INC.**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Stephen Karotkin  
Signature of Attorney for Debtor(s)

Stephen Karotkin  
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP  
Firm Name

767 Fifth Avenue  
Address

New York, New York 10153

(212) 310-8000  
Telephone Number

November 29, 2011  
Date

\* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Kenneth W. Wimberly  
Signature of Authorized Individual

Kenneth W. Wimberly  
Printed Name of Authorized Individual

Corporate Secretary  
Title of Authorized Individual

November 29, 2011  
Date

**Schedule 1**

**PENDING BANKRUPTCY CASES CONCURRENTLY  
FILED BY AFFILIATES OF THIS DEBTOR**

| <b>Company</b>                                | <b>Affiliation</b>                                 |
|---|--|
| American Airlines Realty (NYC) Holdings, Inc. | Affiliate of Americas Ground Services, Inc.        |
| AMR Corporation                               | Direct Parent of Americas<br>Ground Services, Inc. |
| American Airlines, Inc.                       | Affiliate of Americas Ground Services, Inc.        |
| AMR Eagle Holding Corporation                 | Affiliate of Americas Ground Services, Inc.        |

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

-----X  
**In re** :  
: **Chapter 11 Case No.**  
: **AMERICAS GROUND SERVICES, INC.,** : **11- \_\_\_\_\_ ( )**  
: **Debtor.** :  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 50 LARGEST UNSECURED CLAIMS<sup>1</sup>**

The following is the consolidated list of the creditors of Americas Ground Services, Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), holding the 50 largest noncontingent unsecured claims as of November 21, 2011.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of the United States Code.

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100<br>NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR CORPORATION<br>6.25% CONVERTIBLE<br>SENIOR NOTES DUE<br>2014   |                  | \$460,000,000   |

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM   | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)                        | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|---|------------------|---|
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236     | ALLIANCEAIRPORT AUTHORITY, INC. SPECIAL FACILITIES REVENUE REFUNDING BONDS 5.25% DUE 2029 |                  | \$357,130,000   |
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236     | DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. BONDS 6.375% DUE 2035                      |                  | \$199,160,000   |
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR PUBLIC INCOME NOTES 7.875% DUE 2039   |                  | \$150,000,000   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM   | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)  | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|---|------------------|---|
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236 | DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. REFUNDING BONDS SERIES 5.50% DUE 2030                      |                  | \$131,735,000   |
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236 | DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. SERIES 1995 6.00% DUE 2014                                 |                  | \$126,240,000   |
| LAW DEBENTURE TRUST COMPANY OF NEW YORK                           | LAW DEBENTURE TRUST COMPANY OF NEW YORK<br>GREGG WEISSMAN<br>400 MADISON AVENUE, 4TH FLOOR<br>NEW YORK, NY 10017<br>Tel: 212-750-6474<br>Fax: 212-750-1361                        | PUERTO RICO PORTS AUTHORITY SPECIAL FACILITIES REVENUE BONDS, SERIES A 6.25% DUE 2026                     |                  | \$115,600,000   |
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>DARRYL POMYKALA<br>DARRYL.L.POMYKALA@BNYMELLON.COM<br>1 WALL ST.<br>NEW YORK, NY 10286<br>Tel: 212-495-1784<br>Fax: 212-635-1799                   | CHICAGO O'HARE INTERNATIONAL AIRPORT SPECIAL FACILITY REVENUE REFUNDING BONDS, SERIES 2007 5.50% DUE 2024 |                  | \$108,675,000   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM   | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)                            | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|---|------------------|---|
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236     | DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. REFUNDING BONDS SERIES 2000 A3 9.125% DUE 2029 |                  | \$103,000,000   |
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR DEBENTURES<br>9.00% DUE 2012  |                  | \$75,759,000  |
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236     | DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. REFUNDING BONDS SERIES 2000 A2 9.00% DUE 2015  |                  | \$65,000,000  |
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>MARY MISELIS<br>MARY.MISELIS@BNYMELLON.COM<br>101 BARCLAY STREET<br>NEW YORK, NY 10286<br>Tel: 212-815-4812<br>Fax: 212-635-1799                       | AMR DEBENTURES<br>9.00% DUE 2016  |                  | \$60,943,156  |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM   | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)   | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|--|------------------|---|
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236 | ALLIANCEAIRPORT AUTHORITY, INC. SPECIAL FACILITIES REVENUE REFUNDING BONDS, SERIES 1991 7.00% DUE 2011   |                  | \$49,525,000  |
| LAW DEBENTURE TRUST COMPANY OF NEW YORK                           | LAW DEBENTURE TRUST COMPANY OF NEW YORK<br>GREGG WEISSMAN<br>400 MADISON AVENUE, 4TH FLOOR<br>NEW YORK, NY 10017<br>Tel: 212-750-6474<br>Fax: 212-750-1361                        | PUERTO RICO PORTS AUTHORITY SPECIAL FACILITIES REVENUE BONDS, 1993 SERIES A 6.30% DUE 2023   |                  | \$39,705,000  |
| U.S. BANK, N.A.   | U.S. BANK, N.A.<br>SUSAN MERKER<br>SUSAN.MERKER@USBANK.COM<br>225 ASYLUM STREET, 23RD FL<br>HARTFORD, CT<br>Tel: 860-241-6815<br>Fax: 860-241-6897                                | PUERTO RICO INDUSTRIAL, MEDICAL, HIGHER EDUCATION AND ENVIRONMENTAL POLLUTION CONTROL FACILITIES FINANCING AUTHORITY, SERIES 1985 6.45% DUE 2025 |                  | \$36,160,000  |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100<br>NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR DEBENTURES<br>10.00% DUE 2021                                  |                  | \$32,162,000  |
| HEWLETT PACKARD   | HEWLETT PACKARD<br>MARGARET WHITMAN<br>3000 HANOVER ST.<br>PALO ALTO, CA 94304<br>Tel: 650-857-1501<br>Fax: 650-857-5518   | TRADE DEBT   |                  | \$30,862,960  |
| MIAMI DADE COUNTY   | MIAMI DADE COUNTY<br>COUNTY CHAIR<br>111 NW 1ST STREET, SUITE 220<br>MIAMI, FL 33136<br>Tel: 305-375-5511<br>Fax: 305-375-5883   | CLAIMS<br>ADMINISTRATION<br>AGREEMENT                              |                  | \$25,000,000  |
| ROLLS-ROYCE INC   | ROLLS-ROYCE INC<br>JAMES M. GUYETTE<br>1875 EXPLORER STREET, SUITE 200<br>RESTON, VA 20190<br>Tel: 703-834-1700<br>Fax: 703-709-6086   | TRADE DEBT   |                  | \$27,000,000  |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM   | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)                  | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|---|------------------|---|
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>TAMMY BAUMGARTEN<br>TAMMY.BAUMGARTEN@BNYMELLON.COM<br>525 WILLIAM PENN PLACE, 38TH FLOOR<br>PITTSBURGH, PA 15259<br>Tel: 412-234-4100                  | NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY ECONOMIC DEVELOPMENT BONDS 7.10% DUE 2031 |                  | \$17,855,000  |
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>MARY MISELIS<br>MARY.MISELIS@BNYMELLON.COM<br>101 BARCLAY STREET<br>NEW YORK, NY 10286<br>Tel: 212-815-4812<br>Fax: 212-635-1799                       | AMR DEBENTURES<br>10.20% DUE 2020   |                  | \$17,525,500  |
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100 NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR DEBENTURES<br>9.75% DUE 2021  |                  | \$15,700,000  |
| BOEING COMMERCIAL AIRLINES  | BOEING COMMERCIAL AIRLINES<br>JIM ALBAUGH<br>100 NORTH RIVERSIDE<br>CHICAGO, IL 98124<br>Tel: 312-544-2000<br>Fax: 312-544-2082   | TRADE DEBT  |                  | \$15,305,751  |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>MARY MISELIS<br>MARY.MISELIS@BNYMELLON.COM<br>101 BARCLAY STREET<br>NEW YORK, NY 10286<br>Tel: 212-815-4812<br>Fax: 212-635-1799                          | AMR DEBENTURES<br>9.88% DUE 2020                                   |                  | \$7,889,000   |
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100<br>NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR MEDIUM TERM NOTES, SERIES C<br>9.20% DUE 2012                  |                  | \$7,701,000   |
| HONEYWELL   | HONEYWELL<br>DAVID M. COTE<br>101 COLUMBIA ROAD, MAILSTOP<br>M6/LM<br>MORRISTOWN , NJ 07962<br>Tel: 973-455-2114<br>Fax: 973-455-4807  | TRADE DEBT   |                  | \$7,678,974   |
| DFW INTERNATIONAL AIRPORT   | DFW INTERNATIONAL AIRPORT<br>JEFFREY P. FEGAN<br>P O DRAWER 619428<br>DFW AIRPORT, TX 75261-9428<br>Tel: 972-973-5200<br>Fax: 972-973-5751   | TRADE DEBT   |                  | \$7,296,370   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM   | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.)           | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|--|------------------|---|
| MANUFACTURERS AND TRADERS TRUST COMPANY                           | MANUFACTURERS AND TRADERS TRUST COMPANY<br>FARRAH T. WELSH<br>FWELSH@MTB.COM<br>25 SOUTH CHARLES STREET, 11TH FL<br>BALTIMORE, MD 21201<br>Tel: 410-244-3712<br>Fax: 410-244-4236 | DALLAS FORT WORTH FACILITIES IMPROVEMENT CORP. SERIES 2002<br>8.25% DUE 2036 |                  | \$7,110,000   |
| SKY CHEFS   | SKY CHEFS<br>SONDRA LEHMAN<br>6200 LONGHORN RD<br>IRVING, TEXAS 75063<br>Tel: 972-793-9000<br>Fax: 972-793-9738   | TRADE DEBT   |                  | \$7,032,964   |
| ALLEGIS GROUP SERVICE INCORPORATED                                | ALLEGIS GROUP SERVICE INCORPORATED<br>JIM DAVIS<br>7301 PARKWAY DRIVE<br>HANOVER, MD 21076<br>Tel: 410-579-3000<br>Fax: 410-540-7556  | TRADE DEBT   |                  | \$6,930,422   |
| CHROMALLOY  | CHROMALLOY<br>ARMAND LAUZON<br>200 PARK AVE<br>NEW YORK, NY 10166<br>Tel: 212-692-2087<br>Fax: 212-692-2645   | TRADE DEBT   |                  | \$5,648,368   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| CITGO PETROLEUM CORPORATION                                       | CITGO PETROLEUM CORPORATION<br>ALEJANDRO GRANADO<br>AGRANAD@CITGO.COM<br>1293 ELDRIDGE PARKWAY<br>HOUSTON, TEXAS 77077-1670<br>Tel: 832-486-4000<br>Fax: 713-570-5309                    | TRADE DEBT   |                  | \$5,561,378   |
| WILMINGTON TRUST  | WILMINGTON TRUST<br>MICHAEL OLLER<br>MIKEOLLER@WILMINGTONTRUST.COM<br>RODNEY SQUARE NORTH, 1100<br>NORTH MARKET STREET<br>WILMINGTON, DE 19890<br>Tel: 302-651-1000<br>Fax: 302-636-4145 | AMR DEBENTURES<br>9.80% DUE 2021                                   |                  | \$5,065,000   |
| FLINT HILLS RESOURCES, LP   | FLINT HILLS RESOURCES, LP<br>BRADLEY RAZOOK<br>BRAD.RAZOOK@FHR.COM<br>1401 ELM STREET, 5TH FLOOR<br>DALLAS, TX 75284-0569<br>Tel: 316-828-3477<br>Fax: 316-828-8566                      | TRADE DEBT   |                  | \$4,318,839   |
| AVIALL DISTRIBUTION SERVICES                                      | AVIALL DISTRIBUTION SERVICES<br>DAN KOMNENOVICH<br>2750 REGENT BLVD<br>DFW AIRPORT, TX 75261<br>Tel: 972-586-1000<br>Fax: 972-586-1361   | TRADE DEBT   |                  | \$4,028,277   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM                       | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C U D S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|---|--|---------|---|
| WORLD FUEL SERVICES   | WORLD FUEL SERVICES<br>PAUL H. STEBBINS<br>PSTEBBINS@WFSCORP.COM<br>9800 NW. 41ST, SUITE 400<br>MIAMI, FL 33178<br>Tel: 305-428-8000<br>Fax: 305-392-5600       | TRADE DEBT   |         | \$3,886,383   |
| MIAMI DADE COUNTY AVIATION DEPT                                   | MIAMI DADE COUNTY AVIATION DEPT<br>JOE A. MARTINEZ<br>4200 NW 36TH ST<br>MIAMI, FL 33142<br>Tel: 305-876-0939<br>Fax: 305-876-0948                              | TRADE DEBT   |         | \$3,735,216   |
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>MARY MISELIS<br>MARY.MISELIS@BNYMELLON.COM<br>101 BARCLAY STREET<br>NEW YORK, NY 10286<br>Tel: 212-815-4812<br>Fax: 212-635-1799 | AMR MEDIUM TERM NOTES, SERIES B<br>10.55% DUE 2021                 |         | \$3,725,000   |
| CITY OF CHICAGO   | CITY OF CHICAGO<br>RUFUS WILLIAMS<br>333 SOUTH STATE STREET<br>CHICAGO, IL 60604-3976<br>Tel: 773-686-2200<br>Fax: 312-674-1915                                 | TRADE DEBT   |         | \$3,481,770   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| ALLIED AVIATION   | ALLIED AVIATION<br>ROBERT L ROSE - PRESIDENT<br>462 7 <sup>TH</sup> AVENUE, 17TH FL<br>NEW YORK, NY 10018<br>Tel: 941-312-0303<br>Fax: 941-312-2484  | TRADE DEBT   |                  | \$3,422,995   |
| MORGAN STANLEY CAPITAL GROUP                                      | MORGAN STANLEY CAPITAL GROUP<br>STEVE KNOX<br>STEVEN.KNOX@MORGANSTANLEY.COM<br>2000 WESTCHESTER AVENUE<br>PURCHASE, NY 10577<br>Tel: 212-761-4000<br>Fax: 914-225-9301                       | TRADE DEBT   |                  | \$3,322,781   |
| PETROBRAS DISTRIBUIDORA SA  | PETROBRAS DISTRIBUIDORA SA<br>CLAUDIO DISSENHA PORTES<br>RUA GENERAL CANABARRO, 500 - 11<br>ANDAR MARACANA<br>RIO DE JANEIRO - CEP 22271-900<br>Tel: 55 21 2354 4479<br>Fax: 55 21-3876-4990 | TRADE DEBT   |                  | \$3,013,278   |
| BCD TRAVEL USA LLC  | BCD TRAVEL USA LLC<br>JOOP DRECHSEL<br>CEO@BCDTRAVEL.COM<br>SIX CONCOURSE PARKWAY<br>NORTHEAST<br>ATLANTA, GA 30328<br>Tel: 678-441-5200<br>Fax: 404-846-3833                                | TRADE DEBT   |                  | \$2,744,263   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| AIR TOTAL INTERNATIONAL   | AIR TOTAL INTERNATIONAL<br>THIERRY DE FEYDEAU<br>THIERRY.DE-FEYDEAU@TOTAL.COM<br>LA DEFENSE CEDEX<br>PARIS, FRANCE 92907<br>Tel: 33 1 41 35 94 91<br>Fax: 33 1 41 35 72 21                   | TRADE DEBT   |                  | \$2,712,890   |
| ROCKWELL INTERNATIONAL  | ROCKWELL INTERNATIONAL<br>CLAYTON M. JONES<br>400 COLLINS ROAD NE<br>CEDAR RAPIDS, IA 52498<br>Tel: 319-295-1000<br>Fax: 319-295-1523  | TRADE DEBT   |                  | \$2,693,404   |
| ZODIAC, INC.  | ZODIAC, INC.<br>OLIVIER ZARROUATI<br>OZARROUARI@ZODIAC.COM<br>ZODIAC - 2, RUE MAURICE MALLET<br>92130 ISSY-LES-MOULINCAUX - FRANCE<br>Tel: 33 (0) 1041023022060<br>Fax: 33 (0) 1 41 23 23 10 | TRADE DEBT   |                  | \$2,688,513   |
| THE BANK OF NEW YORK MELLON                                       | THE BANK OF NEW YORK MELLON<br>MARY MISELIS<br>MARY.MISELIS@BNYMELLON.COM<br>101 BARCLAY STREET<br>NEW YORK, NY 10286<br>Tel: 212-815-4812<br>Fax: 212-635-1799                              | AMR MEDIUM TERM NOTES, SERIES B<br>10.29% DUE 2021                 |                  | \$2,365,000   |

| NAME OF CREDITOR AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE | NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM  | NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, etc.) | C<br>U<br>D<br>S | AMOUNT OF CLAIM (IF SECURED ALSO STATE VALUE OF SECURITY) |
|---|--|--|------------------|---|
| CARLSON WAGONLIT TRAVEL   | CARLSON WAGONLIT TRAVEL<br>DOUGLAS ANDERSON<br>701 CARLSON WAY, MAIL STOP 82<br>MINNEAPOLIS, MN 55305<br>Tel: 800-213-7295<br>Fax: 763-212-2409  | TRADE DEBT   |                  | \$2,510,485   |
| WEBER AIRCRAFT INCORPORATED                                       | WEBER AIRCRAFT INCORPORATED<br>JEFF JOHNSTON<br>JEFF.JOHNSTON@ZODIACAEROSPACE.COM<br>2000 WEBER DR.<br>GAINESVILLE, TX 76240<br>Tel: 940-668-4187<br>Fax: 940-668-4195                                 | TRADE DEBT   |                  | \$2,226,056   |
| EQUILON ENTERPRISES LLC   | EQUILON ENTERPRISES LLC<br>PETRA DREYER-DECHER<br>PETRA.DREYER-DECHER@SHELL.COM<br>DEUTSCHLAND OIL GMBH DIA/2<br>SUHRENKAMP 71-77 D-22284<br>HAMBURG<br>Tel: 49-40-694-64-367<br>Fax: 49-40-671-03-897 | PREPAID FUEL SUPPLIERS   |                  | \$2,167,973   |

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: November 29, 2011

/s/ Kenneth W. Wimberly

By: Kenneth W. Wimberly

Title: Corporate Secretary

**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
AMERICAS GROUND SERVICES, INC.**

The undersigned, being all of the directors of AMERICAS GROUND SERVICES, INC., a Delaware corporation (the “**Company**”), pursuant to Section 141(f) of the General Corporation Law of Delaware, do hereby consent and agree that the following resolutions be, and hereby are, adopted by the Board of Directors of the Company:

Commencement of Chapter 11 Case

RESOLVED, that in the judgment of the directors, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

RESOLVED, that the Chairman, the Chief Executive Officer, the President, any Executive or Senior Vice President, any Vice President, the Treasurer, the Corporate Secretary, any Assistant Corporate Secretary, and any other person designated and so authorized to act (each, an “**Authorized Officer**”) of the Company is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) at such time as the Authorized Officer executing the petitions shall determine;

Retention of Advisors

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 is hereby employed as attorneys for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Paul Hastings LLP, 875 15<sup>th</sup> Street, N.W., Washington, DC 20005 is hereby employed as special counsel for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York 10022 is hereby employed as special counsel for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the law firm of Groom Law Group, Chartered, 1701 Pennsylvania Avenue, N.W., Washington, DC 20006 is hereby employed as special counsel for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that the firm of Rothschild Inc., 1251 Avenue of the Americas, 51<sup>st</sup> Floor, New York, New York 10020 is hereby employed as financial advisor for the Company in the Company’s chapter 11 case, subject to Bankruptcy Court approval;

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case;

General Authorization and Ratification

RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case; and

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

This unanimous written consent may be signed in one or more counterparts, each of which when taken together shall be one and the same instrument.

DATED: November 29, 2011

/s/ Peter J. Dolara  
Peter J. Dolara

/s/ Gary F. Kennedy  
Gary F. Kennedy

/s/ Kenneth W. Wimberly  
Kenneth W. Wimberly