

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

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

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:
In re : **Chapter 11 Case No.**
:
AMERICAN AIRLINES REALTY (NYC) : **11-____ (____)**
HOLDINGS, INC., :
:
Debtor. :
:

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:
In re : **Chapter 11 Case No.**
:
AMR CORPORATION, : **11-____ (____)**
:
Debtor. :
:
:

-----X
:
In re : **Chapter 11 Case No.**
:
AMERICAN AIRLINES, INC., : **11-____ (____)**
:
Debtor. :
:
:

-----X
In re : Chapter 11 Case No.
AMR EAGLE HOLDING CORPORATION, : 11-____ (____)
Debtor. :
-----X

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

In re : Chapter 11 Case No.
PMA INVESTMENT SUBSIDIARY, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
SC INVESTMENT, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN EAGLE AIRLINES, INC., : 11-____ (____)
Debtor. :
-----X

-----X
In re : Chapter 11 Case No.
EXECUTIVE AIRLINES, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
EXECUTIVE GROUND SERVICES, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
EAGLE AVIATION SERVICES, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
ADMIRALS CLUB, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
BUSINESS EXPRESS AIRLINES, INC., : 11-____ (____)
Debtor. :
-----X

-----X
In re : Chapter 11 Case No.
RENO AIR, INC., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
AA REAL ESTATE HOLDING GP LLC, : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
AA REAL ESTATE HOLDING L.P., : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AIRLINES MARKETING : 11-____ (____)
SERVICES LLC, :
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AIRLINES VACATIONS LLC, : 11-____ (____)
Debtor. :
-----X

-----X
 In re : Chapter 11 Case No.
 AMERICAN AVIATION SUPPLY LLC, : 11-____ (____)
 Debtor. :
 -----X

-----X
 In re : Chapter 11 Case No.
 AMERICAN AIRLINES IP LICENSING : 11-____ (____)
 HOLDING, LLC, :
 Debtor. :
 -----X

**MOTION OF DEBTORS FOR ENTRY OF ORDER
 PURSUANT TO FED. R. BANKR. P. 1015(B)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

AMR Corporation (“**AMR Corp.**”), American Airlines, Inc. (“**American Airlines**”), AMR Eagle Holding Corporation (together with its direct subsidiaries, “**Eagle**”), and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**,” and together with their non-Debtor subsidiaries, “**AMR**”), respectfully represent:

Background

1. On the date hereof (the “**Commencement Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11, United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the

Bankruptcy Code. No trustee, examiner, or statutory creditors' committee has been appointed in these chapter 11 cases.

2. Information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Affidavit of Isabella D. Goren Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York, sworn to on the date hereof (the "**Goren Affidavit**"), which has been filed with the Court on the date hereof.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. The Debtors seek entry of an order directing joint administration of these chapter 11 cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

5. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the requested relief.

6. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. Joint administration of these cases is warranted in light of the provisions of the Bankruptcy Code and the Debtors' affiliation. Joint

administration will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders, thereby saving the Debtors considerable expense and resources. The relief requested will not adversely affect the rights of creditors, because this Motion only seeks the administrative, not substantive, consolidation of the estates. In fact, the reduced costs that will result from the joint administration of these cases will inure to the benefit of all creditors. Furthermore, the relief requested will relieve the Court of the burden of entering duplicative orders and maintaining duplicative files and will simplify supervision of the administrative aspects of these chapter 11 cases by the Office of the United States Trustee. Notably, each creditor may still file its claim against a particular estate.

7. Accordingly, the Debtors respectfully request that the Court modify the captions of these chapter 11 cases to reflect their joint administration as follows:

**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		

8. The Debtors seek the Court’s direction that in each of the Debtors’ cases, a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of these chapter 11 cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of American Airlines Realty (NYC) Holdings, Inc.; AMR Corporation; American Airlines, Inc.; AMR Eagle Holding Corporation; Americas Ground Services, Inc.; PMA Investment Subsidiary, Inc.;

SC Investment, Inc.; American Eagle Airlines, Inc.; Executive Airlines, Inc.; Executive Ground Services, Inc.; Eagle Aviation Services, Inc.; Admirals Club, Inc.; Business Express Airlines, Inc.; Reno Air, Inc.; AA Real Estate Holding GP LLC; AA Real Estate Holding L.P.; American Airlines Marketing Services LLC; American Airlines Vacations LLC; American Aviation Supply LLC; and American Airlines IP Licensing Holding, LLC. The docket in Case No. 11-_____ (___) should be consulted for all matters affecting the case.

9. In view of the benefits attendant to the joint administration of these cases and the absence of harm to any party in interest, the Debtors submit that the relief requested is appropriate and should be granted in all respects.

Notice

10. Notice of this Motion has 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. The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

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

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

Dated: New York, New York
November 29, 2011

/s/ Stephen Karotkin

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

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In re : Chapter 11 Case No.
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AMERICAN AIRLINES REALTY (NYC) : 11-____ (____)
HOLDINGS, INC., : :
Debtor. : :
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In re : Chapter 11 Case No.
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AMR CORPORATION, : 11-____ (____)
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Debtor. : :
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In re : Chapter 11 Case No.
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AMERICAN AIRLINES, INC., : 11-____ (____)
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Debtor. : :
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In re : Chapter 11 Case No.
: :
AMR EAGLE HOLDING CORPORATION, : 11-____ (____)
: :
Debtor. : :
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In re : Chapter 11 Case No.
: :
AMERICAS GROUND SERVICES, INC., : 11-____ (____)
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Debtor. : :
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In re : Chapter 11 Case No.
PMA INVESTMENT SUBSIDIARY, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
SC INVESTMENT, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
AMERICAN EAGLE AIRLINES, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
EXECUTIVE AIRLINES, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
EXECUTIVE GROUND SERVICES, INC., : 11-____ (____)
Debtor. :
-----X

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In re : Chapter 11 Case No.
EAGLE AVIATION SERVICES, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
ADMIRALS CLUB, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
BUSINESS EXPRESS AIRLINES, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
RENO AIR, INC., : 11-____ (____)
Debtor. :
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In re : Chapter 11 Case No.
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In re : Chapter 11 Case No.
AA REAL ESTATE HOLDING L.P., : 11-____ (____)
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In re : Chapter 11 Case No.
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SERVICES LLC, :
Debtor. :
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In re : Chapter 11 Case No.
AMERICAN AIRLINES VACATIONS LLC, : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AVIATION SUPPLY LLC, : 11-____ (____)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AIRLINES IP LICENSING : 11-____ (____)
HOLDING, LLC, :
Debtor. :
-----X

ORDER PURSUANT TO FED. R. BANKR. P. 1015(B)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

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 Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, 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 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper 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, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the

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

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

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the above-captioned chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**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		

; and it is further

ORDERED that a docket entry shall be made in the chapter 11 cases of American

Airlines Realty (NYC) Holdings, Inc.; AMR Corporation; American Airlines, Inc.; AMR Eagle Holding Corporation; Americas Ground Services, Inc.; PMA Investment Subsidiary, Inc.; SC Investment, Inc.; American Eagle Airlines, Inc.; Executive Airlines, Inc.; Executive Ground Services, Inc.; Eagle Aviation Services, Inc.; Admirals Club, Inc.; Business Express Airlines, Inc.; Reno Air, Inc.; AA Real Estate Holding GP LLC; AA Real Estate Holding L.P.; American Airlines Marketing Services LLC; American Airlines Vacations LLC; American Aviation Supply LLC; and American Airlines IP Licensing Holding, LLC substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of American Airlines Realty (NYC) Holdings, Inc.; AMR Corporation; American Airlines, Inc.; AMR Eagle Holding Corporation; Americas Ground Services, Inc.; PMA Investment Subsidiary, Inc.; SC Investment, Inc.; American Eagle Airlines, Inc.; Executive Airlines, Inc.; Executive Ground Services, Inc.; Eagle Aviation Services, Inc.; Admirals Club, Inc.; Business Express Airlines, Inc.; Reno Air, Inc.; AA Real Estate Holding GP LLC; AA Real Estate Holding L.P.; American Airlines Marketing Services LLC; American Airlines Vacations LLC; American Aviation Supply LLC; and American Airlines IP Licensing Holding, LLC. The docket in Case No. 11-_____ (___) should be consulted for all matters affecting the case.

; and it is further

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

Dated: New York, New York
November __, 2011

United States Bankruptcy Judge