

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

-----X
In re : Chapter 11 Case No.
: :
AMERICAN AIRLINES REALTY (NYC) : 11-15462 (SHL)
HOLDINGS, INC., : :
Debtor. : :
-----X

In re : Chapter 11 Case No.
: :
AMR CORPORATION, : 11-15463 (SHL)
: :
Debtor. : :
-----X

In re : Chapter 11 Case No.
: :
AMERICAN AIRLINES, INC., : 11-15464 (SHL)
: :
Debtor. : :
-----X

In re : Chapter 11 Case No.
: :
AMR EAGLE HOLDING CORPORATION, : 11-15465 (SHL)
: :
Debtor. : :
-----X

In re : Chapter 11 Case No.
: :
AMERICAS GROUND SERVICES, INC., : 11-15466 (SHL)
: :
Debtor. : :
-----X

-----X
In re : Chapter 11 Case No.
PMA INVESTMENT SUBSIDIARY, INC., : 11-15467 (SHL)
Debtor. :

-----X
In re : Chapter 11 Case No.
SC INVESTMENT, INC., : 11-15468 (SHL)
Debtor. :

-----X
In re : Chapter 11 Case No.
AMERICAN EAGLE AIRLINES, INC., : 11-15469 (SHL)
Debtor. :

-----X
In re : Chapter 11 Case No.
EXECUTIVE AIRLINES, INC., : 11-15470 (SHL)
Debtor. :

-----X
In re : Chapter 11 Case No.
EXECUTIVE GROUND SERVICES, INC., : 11-15471 (SHL)
Debtor. :

-----X
In re : Chapter 11 Case No.
EAGLE AVIATION SERVICES, INC., : 11-15472 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
ADMIRALS CLUB, INC., : 11-15473 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
BUSINESS EXPRESS AIRLINES, INC., : 11-15474 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
RENO AIR, INC., : 11-15475 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
AA REAL ESTATE HOLDING GP LLC, : 11-15476 (SHL)
Debtor. :
-----X

-----X
In re : Chapter 11 Case No.
AA REAL ESTATE HOLDING L.P., : 11-15477 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AIRLINES MARKETING : 11-15478 (SHL)
SERVICES LLC, :
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AIRLINES VACATIONS LLC, : 11-15479 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AVIATION SUPPLY LLC, : 11-15480 (SHL)
Debtor. :
-----X

In re : Chapter 11 Case No.
AMERICAN AIRLINES IP LICENSING : 11-15481 (SHL)
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.,	:	11-15463 (SHL)
	:	
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. 11-15463 (SHL) should be consulted for all matters affecting the case.

; and it is further

ORDERED that the Debtors may file their monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees, issued by the Office of the United States Trustee for the Southern District of New York, on a consolidated basis but shall track and break out disbursements on a debtor-by-debtor basis; 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 29, 2011

/s/ Sean H. Lane
United States Bankruptcy Judge