



On May 4, 2012, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), having jurisdiction over the chapter 11 cases of AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, and the other debtors set forth above (collectively, the “**Debtors**”) entered an order (the “**Bar Date Order**”) establishing (i) **July 16, 2012, at 5:00 p.m. (Eastern Time)** as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts, but not including governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”)) to file a proof of claim (“**Proof of Claim**”) based on prepetition claims against any of the Debtors listed above (the “**General Bar Date**”); and (ii) **July 16, 2012, at 5:00 p.m. (Eastern Time)** as the last date and time for each Governmental Unit to file a Proof of Claim based on prepetition claims against any of the Debtors (the “**Governmental Bar Date,**” and together with the General Bar Date, the “**Bar Dates**”).

The Bar Date Order, the Bar Dates, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to **November 29, 2011**, the date on which the Debtors commenced their cases under chapter 11 of title 11, United States Code (the “**Bankruptcy Code**”).

**If you have any questions relating to this Notice, please feel free to contact GCG, Inc. at (888) 285-9438 (toll free) or (440) 389-7498 (international toll) or by e-mail at [amrcaseinfo@gcginc.com](mailto:amrcaseinfo@gcginc.com).**

**YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.**

## **1. WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan or plans filed by the Debtors or to share in any distributions from the Debtors’ estates if you have a claim that arose prior to **November 29, 2011** and it is not one of the types of claims described in Section 2 below. Claims based on acts or omissions of the Debtors that occurred before **November 29, 2011** must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before **November 29, 2011**.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “**claim**” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

## 2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

- (a) Your claim is listed on the Schedules (as defined below) and (i) is **not** listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) you do **not** dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (iii) you do **not** dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (b) Your claim has been paid in full;
- (c) You hold an equity security interest in any of the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; *provided, however,* that if you assert a claim (as opposed to an ownership interest) against any of the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date as set forth in this Notice;
- (d) You hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a holder of a section 503(b)(9) claim which is subject to a separate deadline of February 13, 2012 to file a Proof of Claim);<sup>1</sup>
- (e) You hold a claim that heretofore has been allowed by Order of the Court entered on or before the applicable Bar Date;
- (f) You hold a claim against any of the Debtors for which a separate deadline has been fixed by the Court (whereupon you will be required to file a Proof of Claim by that separate deadline);
- (g) You are a Debtor having a claim against another Debtor in these chapter 11 cases;
- (h) You are an affiliate (as defined in section 101(2) of the Bankruptcy Code) of any Debtor;
- (i) You hold a claim for which you have already filed a Proof of Claim against any of the Debtors with the Clerk of the Court or GCG, Inc., the

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<sup>1</sup> On December 14, 2011, the Court entered the Order Pursuant to 11 U.S.C. §§ 105(a) and 546(c) Establishing and Implementing Exclusive and Global Procedures for Treatment of Reclamation Claims (ECF No. 283) and the Order Establishing Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9) (ECF No. 284). Pursuant to such Orders, the Court established December 19, 2011 as the deadline to submit reclamation demands for reclamation claims and February 13, 2012 as the deadline to file Proofs of Claim for claims under section 503(b)(9) of the Bankruptcy Code. The Bar Date Order does not supersede such Orders or extend any deadlines provided in such Orders.

Debtors' claims agent, utilizing a claim form that substantially conforms to the Proof of Claim Form (as defined below) or Official Form 10;

- (j) You hold a claim that is limited exclusively to the repayment of principal, interest, and other fees and expenses under any agreements (a "**Debt Claim**") governing any notes, bonds, debentures, pass-through certificates, enhanced pass-through trust certificates, equipment trust certificates, enhanced equipment trust certificates, or other debt securities, in each case, issued by or on behalf of any of the Debtors pursuant to an indenture or fiscal paying agency agreement (collectively, the "**Debt Instruments**"); *provided, however*, that (i) the foregoing exclusion shall not apply to the indenture trustee, owner trustee, pass-through trustee, subordination agent, registrar, paying agent, loan or collateral agent, or any other entity serving in a similar capacity however designated (collectively, an "**Indenture Trustee**") under the applicable Debt Instrument, (ii) each such Indenture Trustee shall be required to file a Proof of Claim against the applicable Debtor, on or before the applicable Bar Date, on account of all Debt Claims against such Debtor under the applicable Debt Instrument, and (iii) any holder of a Debt Claim that has a claim arising out of or relating to a Debt Instrument other than a Debt Claim must file a Proof of Claim with respect to such claim on or before the applicable Bar Date, unless another exception identified herein applies; or
- (k) You are a present or former employee of the Debtors (an "**Employee**"), including, without limitation, Employees whose employment is subject to the terms of a collective bargaining agreement or a labor union representing such Employees (collectively, the "**CBA Parties**") (and, with respect to Employee benefit claims, any spouse or beneficiary of an Employee), solely with respect to any prepetition claim based on the payment of wages, salaries, employee medical benefits, and other benefits authorized to be paid pursuant to the Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) Authorizing (I) Payment of Prepetition Wages, Salaries, and Other Compensation and Benefits, (II) Maintenance of Employee Benefits Programs and Payment of Related Administrative Obligations, and (III) Applicable Banks and Other Financial Institutions to Receive, Process, Honor, and Pay all Checks Presented for Payment and to Honor all Fund Transfer Requests (ECF No. 52); *provided, however*, that if the Debtors have provided notice to such Employees and CBA Parties that the Debtors do not intend to pay such a claim, Employees and CBA Parties must file a Proof of Claim by the later of (i) the General Bar Date and (ii) **thirty (30) days** following the date of such notice, or be forever barred from doing so, and such deadline shall be contained in any notice provided to the Employees and the CBA Parties.

Notwithstanding the foregoing, Employees or their labor unions must submit Proofs of Claim relating to grievances prior to the General Bar Date to the extent the grounds for such grievances arose or occurred prior to November 29, 2011, *provided, however*, that labor unions may submit

a Proof of Claim itemizing such grievances on behalf of their respective members to the extent authorized to do so under applicable law.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.**

**3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date, and (ii) such date as the Court may fix or you will be forever barred from doing so. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim with respect to unpaid amounts accrued and outstanding as of November 29, 2011 pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the applicable Bar Date unless an exception identified above applies.

**4. WHEN AND WHERE TO FILE**

All Proofs of Claim must be filed so as to be **actually received** on or before the applicable Bar Date at the following address:

If by overnight courier or hand delivery to:

**AMR Corporation, et al.**  
c/o GCG  
5151 Blazer Parkway, Suite A  
Dublin, Ohio 43017

If by first-class mail, to:

**AMR Corporation, et al.**  
c/o GCG  
P.O. Box 9852  
Dublin, Ohio 43017-5752

or if by hand delivery, to:

United States Bankruptcy Court, SDNY  
One Bowling Green  
Room 534  
New York, New York 10004-1408

Proofs of Claim will be deemed timely filed only if **actually received** by GCG, Inc. or the Court on or before the applicable Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic transmission.

**5. WHAT TO FILE**

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of November 29, 2011

(using the exchange rate, if applicable, as of November 29, 2011); (iii) conform substantially to the form provided with this Notice (the “**Proof of Claim Form**”) or Official Form 10; (iv) specify by name and case number the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vii) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR’S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

Additional Proof of Claim Forms may be obtained at [www.uscourts.gov/bkforms](http://www.uscourts.gov/bkforms) or [www.amrcaseinfo.com](http://www.amrcaseinfo.com).

**YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY DOCUMENTS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.**

**6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

**ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 2 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM WILL BE FOREVER BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS AND THEIR CHAPTER 11 ESTATES, FROM VOTING ON ANY PLAN OR PLANS OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS’ CASES ON ACCOUNT OF SUCH CLAIM.**

**7. THE DEBTORS’ SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors’ Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the “**Schedules**”). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims. If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against each Debtor, as listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed

in the Debtors' Schedules, and if you do not dispute that your claim is only against the specified Debtor, and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established for the Debtors' cases at [www.amrcaseinfo.com](http://www.amrcaseinfo.com) and (ii) on the Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). (A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access the information on the Court's website and can be obtained through the PACER Service Center at [www.pacer.gov](http://www.pacer.gov).) Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Debtors' Schedules also may be obtained by written request to GCG Inc., the Debtors' claims agent, at the address and telephone number set forth below:

**AMR Corporation, et al.**  
c/o GCG  
P.O. Box 9852  
Dublin, Ohio 43017-5752  
Toll Free: (888) 285-9438  
International Toll: (440) 389-7498

In the event that the Debtors amend or supplement their Schedules subsequent to May 4, 2012, the Debtors shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement, and such holders must file a Proof of Claim by the later of (i) the applicable Bar Date and (ii) **thirty (30) days** following the date of such notice, or be forever barred from doing so, and such deadline shall be contained in any notice provided to the holders of claims affected thereby.

**A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.**

Dated: New York, New York  
May 4, 2012

**BY ORDER OF THE COURT**

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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION