

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

PLEASE TAKE NOTICE that _____
(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 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 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).

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

Name of Purchaser	Number of Shares to be Purchased	Number of Shares of 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 Revised 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 (including constructive ownership by virtue of holding 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) "Revised Order" means the Revised Final Order Pursuant to 11 U.S.C. §§ 105(a) and 362 Establishing Notification Procedures for Substantial Claimholders and Equity Security Holders and Approving Restrictions on Certain Transfers of 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).

Respectfully submitted,

By: _____

Name: _____

Title: _____

Address:

Telephone: _____

Facsimile: _____

Date: _____