

**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

**NOTICE OF REQUEST TO PURCHASE,
ACQUIRE, OR OTHERWISE ACCUMULATE A CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE that _____
 (the “**Filer**”) hereby provides notice (the “**Notice**”) of (i) its intent to purchase, acquire, or otherwise accumulate directly a Claim or Claims against AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) and/or (ii) a proposed purchase or acquisition of Claims that, following the proposed acquisition, would be beneficially owned by the Filer (any proposed transaction described in (i) or (ii), a “**Proposed Transfer**”).¹

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, the Filer filed a Notice of Substantial Claim Ownership with the Court and served copies thereof on the Debtors and Debtors’ counsel.

PLEASE TAKE FURTHER NOTICE that the Filer is filing this notice as (check one):

<i>A Substantial Claimholder</i>	
<i>A person or Entity that would, upon consummation of the Proposed Transfer, become a Substantial Claimholder</i>	

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. In the case of Claims and/or Owned Interests that are owned directly by the Filer, the table sets forth the dollar amount of all Claims and the type and number of Owned Interests

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

beneficially owned (as defined below) by the Filer (broken down by Class or other applicable breakdown).

2. In the case of Claims and/or Owned Interests that are not owned directly by the Filer but are nonetheless beneficially owned by the Filer, the table sets forth (i) the name(s) of each record or legal owner of Claims and/or Owned Interests that are beneficially owned by the Filer, and (ii) the dollar amount of all Claims and the type and number of Owned Interests beneficially owned by such record or legal owner (broken out by Class or other applicable breakdown).

The Filer will provide any additional information in respect of such Claims and/or Owned Interests that the Debtors reasonably request.

Class	Description of Claim	Name of Owner	Dollar Amount Owned

(Attach additional page if necessary)

Name of Owner	Type and Number of Owned Interests Owned	Type and Number of Owned Interests Subject to Options Owned	Date Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table sets forth a summary of the Protected Amount for each Class of Claims beneficially owned by the Filer (whether owned by the Filer directly or indirectly), and that Filer will provide any additional information in respect of such Claims that the Debtors reasonably request.

Class	Description of Claim	Name of Owner	Protected Amount

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

3. If the Proposed Transfer involves the purchase or acquisition of Claims directly by the Filer, the following table sets forth the dollar amount of all Claims (by Class or other applicable breakdown) proposed to be purchased or acquired.

4. If the Proposed Transfer involves the purchase or acquisition of Claims by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the dollar amount of Claims that are beneficially owned by the Filer, the following table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such Claims, and (ii) the dollar amount of all Claims (by Class or other applicable breakdown) to be so purchased or acquired.

Class	Description of Claim	Name of Owner	Dollar Amount to be Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of Claims directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of Claims by a person or Entity (other than the Filer) that currently is a Substantial Claimholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Claimholder, the following table sets forth (w) the name of each such person or Entity, (x) the dollar amount of all Claims beneficially owned by such person or Entity (broken down by Class or other applicable breakdown), (y) the dollar amount of all Claims that would be beneficially owned by such person or Entity immediately following the Proposed Transfer (broken down by class or other applicable breakdown), (z) the number and type of Owned Interests (and Options to acquire the same) beneficially owned by such person or Entity as of the Proposed Transfer and the date acquired (broken down by Class or other applicable breakdown).

Class	Description of Claim	Names of Owner	Dollar Amount of Claims Currently Owned	Dollar Amount of Claims to be Owned Following Proposed Transfer

(Attach additional page if necessary)

Name of Owner	Type and Number of Owned Interests Owned	Type and Number of Owned Interests Subject to Options Owned	Date Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the Filer [agreed / did not agree — **PLEASE CHECK AS APPLICABLE**] in its “Notice of Substantial Claim Ownership” filed with the Court that it would not acquire additional Owned Interests (including Options to acquire the same) before the emergence of AMR from bankruptcy protection, and that it would immediately dispose of any Owned Interests (and any Options to acquire the same) that were acquired from and after the date of the Motion, and that the Filer has complied with and intends to continue to comply with such statement.

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 served upon the Plan Proponent, the Plan Proponent’s counsel, and the Creditors’ Committee’s counsel.

PLEASE TAKE FURTHER NOTICE that the Filer hereby acknowledges that if the debtors do not approve the Proposed Transfer in writing within **eight (8) business days** after the filing of this Notice, such Proposed Transfer shall be deemed rejected. If the Debtors provide written authorization approving the Proposed Transfer prior to the end of such eight (8) 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 Claims will each require an additional notice filed with the Court to be served in the same manner as this Notice.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001(e) of the Federal Rules of Bankruptcy Procedure.

For purposes of this Notice:

(i) “Beneficial ownership” of a Claim or Owned Interest means: (x) the beneficial ownership of a Claim as determined in accordance with applicable rules under section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and rulings issued by the IRS (for such purpose, treating a Claim as if it is stock), and, to the extent provided in those rules from time to time, shall include (A) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all Claims or Owned Interests owned or acquired by its subsidiaries), and (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 Claims, Owned Interests, and/or stock; and (y) the beneficial ownership of an Option (irrespective of the purpose for which such Option was issued, created, or acquired) with respect to a Claim or Owned Interest; *provided, however*, that for the avoidance of doubt, beneficial ownership of a Claim or Owned Interests also includes the beneficial ownership of any right to receive any equity consideration to be distributed in respect of a Claim or Owned Interests pursuant to a plan of reorganization or applicable Bankruptcy Court order;

(ii) “Claim” means any unsecured claim under which any of the Debtors is the obligor, which for this purpose shall include (i) the unsecured portion of the Tax-Exempt Bonds, and (ii) all ETCs, PTCs, and EETCs to the extent of their interest in any unsecured claims against the Debtors (other than as provided in (C) below involving Leveraged Lease Structures). In the case of a secured claim, that portion of the claim (including such portion attributable to accrued and unpaid interest) that exceeds the current fair market value of the security shall be considered an unsecured Claim.

For purposes of this Notice, (i) a “**Leveraged Lease Structure**” means a leveraged lease transaction involving the lease of aircraft to any of the Debtors; and (ii) “**PTCs**,” “**ETCs**,” and “**EETCs**” mean ownership interests, bonds, debentures, passthrough certificates (“**PTCs**”), equipment trust certificates (“**ETCs**”), or enhanced equipment trust certificates (“**EETCs**”), in each case (w) issued by any of the Debtors, (x) issued by any governmental or quasi-governmental authority for the benefit of any of the Debtors, (y) secured by assets of any of the Debtors or agreements with respect to such assets, or (z) secured by assets leased to any of the Debtors.²

In calculating the amount or determining the status of any Claims under this Notice, the following rules apply³:

² [NOTE: If a holder of Claims is uncertain as to whether it is a holder of ETCs, PTCs, and/or EETCs issued solely in a Leveraged Lease Structure or issued in a non-Leveraged Lease Structure, or as to the amount of Claims represented by any ETCs, PTCs, and/or EETCs that it holds, such holder may serve upon the Debtors and Debtors’ counsel written notice of the holder’s uncertainty along with a description of the underlying Claim; and within five (5) business days after actual receipt of such notice, the Debtors shall inform the holder whether the ETCs, PTCs, and/or EETCs were issued in a Leveraged Lease Structure or in a non-Leveraged Lease Structure, or the amount of Claims represented by the ETCs, PTCs, and/or EETCs, as applicable, subject to the right of such holder to file an objection with the Court to seek a review of such determination.]

³ [NOTE: If a holder of a Claim is uncertain as to the extent to which any Claim is unsecured, such holder may serve upon the Debtors and Debtors’ counsel written notice of the requesting holder’s uncertainty

(A) Any applicable intercreditor agreements, including subordination agreements, are given effect in accordance with their terms.

(B) The amount of any Claims arising from any lease of aircraft that is treated as a lease for U.S. federal income tax purposes (including any lease that is part of a Leveraged Lease Structure in which PTCs, ETCs, or EETCs were issued) is, solely for purposes of this Notice and subject to the succeeding paragraph, considered equal to (i) the net present value of all future rent payments under such lease after November 29, 2011, discounted at a rate of 8%, minus (ii) the net present value of all future rent payments under a hypothetical lease of the same term discounted at a rate of 8%, with hypothetical lease payments determined by multiplying the current market value for the type (and age) of aircraft and engines that are the subject of the lease as reported in the most recent paper or online edition of AVITAS as of the date of the proposed transfer by 0.67% (.0067) for monthly payments, by 2% (.02) for quarterly payments and by 4% (.04) for semi-annual payments.

In connection with determining whether to adjust the Threshold Amount, the Debtors may also adjust the hypothetical lease payment percentages with respect to any aircraft lease if the Debtors determine (in consultation with the Creditors' Committee) that the percentages do not fairly reflect the useful life of the leased aircraft. Any such adjustment previously disclosed in accordance with the Revised Order has been applied in determining whether a person or Entity is a Substantial Claimholder from and after such time.

(C) All debt instruments issued by an obligor (other than any of the Debtors) in a Leveraged Lease Structure, and all ETCs, PTCs, and/or EETCs issued solely in respect of a Leveraged Lease Structure (collectively, the "**Leveraged Lease Obligations**"), are not treated as Claims against the Debtors; *provided, however*, that Leveraged Lease Obligations are treated as Claims against the Debtors if the holder or the indenture trustee or agent acting on behalf of the holder of such Leveraged Lease Obligations, as the case may be, has acquired Claims against the Debtors from the equity participant or lessor pursuant to a foreclosure, a voluntary or involuntary transfer, or any other acquisition of collateral (but only to the extent of their interest in the acquired Claims).⁴

along with a description of the underlying Claim; and within five (5) business days after actual receipt of such notice, the Debtors shall, in consultation with the requesting holder and the Creditors' Committee, reasonably determine the unsecured portion of the applicable Claim, subject to the right of such requesting holder to file an objection with the Court in order to seek a review of such determination; *provided, however*, that if the Claim to which the notice relates is a bond offering, PTC, ETC or EETC, the holder shall also serve such notice upon the applicable Indenture Trustee. No such determination nor anything contained in the above definition of a "Claim" or "Leveraged Lease Structure" will be deemed an admission of a party or be used by any party for any purpose (including with respect to establishing the amount or character of a Claim) other than compliance with the Revised Order and shall not constitute an admission or evidence by any party with respect to Claims made or to be made against the Debtors.]

⁴ [NOTE: After the occurrence of any such event following the filing of a Proposed 382(l)(5) Disclosure Statement, any holder of Claims who becomes a Substantial Claimholder shall file a Notice of Substantial Claim Ownership as provided in the Claim Procedures; *provided, however*, that the initial grant (or

(D) The amount of any Claims secured by a mortgage (including any lease that is not treated as a lease for U.S. federal income tax purposes) on an aircraft owned by a Debtor is, solely for purposes of this Notice, considered equal to the amount of outstanding principal and accrued interest under such mortgage (or lease), minus the current market value reported for the specific type (and age) of the aircraft and engines that are the subject of the mortgage (or lease) in the most recent paper or online edition of AVITAS as of the date of the proposed transfer.

(E) In the case of all Claims other than those Claims that are subject to the preceding clauses (B) and (D) above, the amount of the applicable Claim is the unsecured portion of such Claim, if any;

(iii) “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;

(iv) An “Option” includes 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;

(v) “Owned Interest” means an interest in AMR or other entities as is specified in the Proposed 382(l)(5) Disclosure Statement or in the Final 382(l)(5) Disclosure Statement;

(vi) “Post-Emergence AMR” means the reorganized Debtors or any successor thereto, including, in the case of a possible combination with US Airways in connection with emergence from bankruptcy protection, equity securities of US Airways.

(vii) “Protected Amount” means the amount of Claims (by class or other applicable breakdown) of which a holder had beneficial ownership on the Commencement Date, increased by the amount of Claims of which such holder acquires, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date minus the amount of Claims of which such holder sells, directly or indirectly, beneficial ownership pursuant to trades entered into before the Commencement Date that had not yet closed as of the Commencement Date;

(viii) “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;

(ix) “Substantial Claimholder” means any person or Entity that beneficially owns an aggregate dollar amount of Claims against the Debtors, or any Entity controlled by such

subsequent transfer) of a security interest in such Claims shall not be treated as a foreclosure, a voluntary or involuntary transfer, or any other acquisition for the above purpose.]

person or Entity through which such person or Entity beneficially owns Claims against the Debtors, of more than the Threshold Amount⁵; and

(x) “Tax-Exempt Bonds” shall mean those securities set forth on Schedule A.

Respectfully submitted,

By: _____

Name: _____

Title: _____

Address:

Telephone: _____

Facsimile: _____

Date: _____

⁵ For the avoidance of doubt, section 382 of the Tax Code, the Treasury Regulations promulgated thereunder, and all relevant IRS and judicial authority shall apply in determining whether the Claims of several persons and/or Entities must be aggregated when testing for Substantial Claimholder status, treating Claims as if they were stock.

Schedule A

“Tax-Exempt Bonds” shall mean:

- (a) AllianceAirport Authority, Inc. Special Facilities Revenue Bonds, Series 1991 (American Airlines, Inc. Project);
- (b) AllianceAirport Authority, Inc. Special Facilities Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (c) Chicago O’Hare International Airport Special Facility Revenue Refunding Bonds, Series 2007 (American Airlines, Inc. Project);
- (d) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1995;
- (e) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 1999;
- (f) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000A;
- (g) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000B;
- (h) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2000C;
- (i) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Bonds, Series 2002;
- (j) Dallas-Fort Worth International Airport Facility Improvement Corporation American Airlines, Inc. Revenue Refunding Bonds, Series 2007;
- (k) New Jersey Economic Development Authority Economic Development Bonds (American Airlines, Inc. Project);
- (l) New York City Industrial Development Agency Special Facility Revenue Bonds (1990 American Airlines, Inc. Project);
- (m) New York City Industrial Development Agency Special Facility Revenue Bonds (1994 American Airlines, Inc. Project);
- (n) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002A;

- (o) New York City Industrial Development Agency Special Facility Revenue Bonds (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2002B;
- (p) New York City Industrial Development Agency, Special Facility Revenue Bonds, (American Airlines, Inc. John F. Kennedy International Airport Project), Series 2005;
- (q) Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds, 1985 Series A (American Airlines, Inc. Project);
- (r) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1993 Series A (American Airlines, Inc. Project);
- (s) Puerto Rico Ports Authority Special Facilities Revenue Bonds, 1996 Series A (American Airlines, Inc. Project);
- (t) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Refunding Series 2002A, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (u) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002B, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (v) Regional Airports Improvement Corporation Facilities Sublease Revenue Bonds, Series 2002C, American Airlines, Inc. Terminal 4 Project (Los Angeles International Airport);
- (w) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1992;
- (x) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Series 1995;
- (y) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000A;
- (z) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2000B;
- (aa) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2001A; and
- (bb) Trustees of the Tulsa Municipal Airport Trust Revenue Bonds, Refunding Series 2001B.