

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 HEARING ON MOTION OF DEBTORS FOR ENTRY
OF ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 363(b), AND 503(b)
AUTHORIZING AND APPROVING (I) MERGER AGREEMENT
AMONG AMR CORPORATION, AMR MERGER SUB, INC., AND
US AIRWAYS GROUP, INC., (II) DEBTORS' EXECUTION OF AND
PERFORMANCE UNDER MERGER AGREEMENT, (III) CERTAIN
EMPLOYEE COMPENSATION AND BENEFIT ARRANGEMENTS,
(IV) TERMINATION FEES, AND (V) RELATED RELIEF**

PLEASE TAKE NOTICE that a hearing on the motion of AMR Corporation (“**AMR**”) and its related debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), dated February 22, 2013, for entry of an order authorizing and approving, pursuant to sections 105(a), 363(b), and 503(b) of title 11, United States Code (the “**Bankruptcy Code**”), (i) that certain Agreement and Plan of Merger among AMR, AMR Merger Sub, Inc. (“**Merger Sub**”), and US Airways Group, Inc. (“**US Airways**”), dated February 13, 2013 (the “**Merger Agreement**”), (ii) the Debtors’ execution, delivery, and performance of all of their obligations under the Merger Agreement, (iii) the Debtors’ adoption, establishment, and implementation of certain employee compensation and benefit arrangements, (iv) termination fees, and (v) related relief (the “**Motion**”), will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), One Bowling Green, New York, New York 10004, on **March 27, 2013 at 10:00 a.m. (Eastern Time)** (the “**Hearing**”). **Pursuant to Local Rule 9014-2, the Hearing may be an evidentiary hearing at which witnesses may testify.** Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

The Motion seeks, among other things, authorization of the Debtors to execute, deliver, and perform all of their obligations under the Merger Agreement. The Merger Agreement provides that, subject to and effective upon the confirmation and consummation of a chapter 11 plan of reorganization, Merger Sub, a wholly-owned subsidiary of AMR formed for the purpose of effecting the merger, will be merged with and into US Airways, with US Airways continuing as the surviving entity as a direct, wholly-owned subsidiary of AMR (the “**Merger**”). As consideration for the Merger, US Airways’s shareholders will receive 28% of the diluted equity of the merged enterprise. The remaining 72% of the diluted equity of the merged enterprise will be distributed to the stakeholders of the Debtors pursuant to a chapter 11 plan of reorganization. The Merger Agreement sets forth the terms pursuant to which it may be terminated, delineates the requirements for what may constitute a higher and/or better offer that would warrant a right of termination, and provides for various termination fees depending on the basis for termination. In addition, the Motion seeks approval of certain employee compensation and benefit arrangements that are set forth in the Merger Agreement and described in the Motion.

The Merger is conditioned upon, among other things, confirmation of and the occurrence of the effective date under a plan of reorganization that will incorporate the Merger. The closing of the Merger and the effectiveness of the plan will occur substantially contemporaneously.

This Notice provides only a partial summary of the relief sought in the Motion. Copies of the Motion are available for inspection (i) by accessing (a) the website of the Bankruptcy Court at www.nysb.uscourts.gov; (b) the website of the Debtors' claims and noticing agent at www.amrcaseinfo.com; or (c) the website of the Official Committee of Unsecured Creditors at www.amrcreditorscommittee.com, or (ii) by visiting the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 10004-1408. Copies of the Motion also may be obtained by sending a written request to the Debtors' claims and noticing agent, GCG (Attn: AMR Corporation, et al.) by facsimile to (614) 553-1596, electronic transmission to amrcaseinfo@gcginc.com, or by regular mail to AMR Corporation, et al., c/o GCG, P.O. Box 9852, Dublin, Ohio 43017-5752.

RESPONSES OR OBJECTIONS, IF ANY, TO THE RELIEF SOUGHT IN THE MOTION (“Objections”) must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court's case filing system, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) and (b) by all other parties, on a 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq.), (ii) the Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.), (iv) the attorneys for the Official Committee of Unsecured Creditors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., Esq.) and Four Times Square, New York, New York 10036 (Attn: Jay M. Goffman, Esq.), (v) the attorneys for the Section 1114 Committee of Retired Employees, Jenner & Block LLP, 353 North Clark Street, Chicago, Illinois 60654 (Attn: Catherine L. Steege, Esq. and Charles B. Sklarsky, Esq.) and 919 Third Avenue, 37th Floor, New York, New York 10022 (Attn: Marc B. Hankin, Esq.), and (vi) the attorneys for US Airways, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022 (Attn: D.J. Baker, Esq.), **so as to be received no later than March 15, 2013 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”). If no objections are timely filed and served, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which may be entered with no further notice or opportunity to be heard.

BY ORDER OF THE COURT

Dated: New York, New York
February 22, 2013

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