

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

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In re	:	Chapter 11 Case No.
	:	
AMR CORPORATION, <i>et al.</i> ,	:	11-15463 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER (I) APPROVING NOTICE OF DISCLOSURE STATEMENT HEARING;  
(II) APPROVING DISCLOSURE STATEMENT; (III) ESTABLISHING A  
RECORD DATE; (IV) ESTABLISHING NOTICE AND OBJECTION  
PROCEDURES FOR CONFIRMATION OF THE PLAN; (V) APPROVING  
SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF;  
(VI) APPROVING THE FORMS OF BALLOTS AND ESTABLISHING  
PROCEDURES FOR VOTING ON THE PLAN; AND (VII) APPROVING THE FORM  
OF NOTICE TO NON-VOTING CLASSES UNDER THE PLAN**

Upon the Motion, dated April 15, 2013 (the “**Motion**”),<sup>1</sup> of AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11, United States Code (the “**Bankruptcy Code**”), Rules 2002, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 3017-1, 3018-1, and 3020-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for entry of an order (i) approving notice of the Disclosure Statement Hearing provided by the Debtors, (ii) approving the Disclosure Statement (as defined below) under section 1125 of the Bankruptcy Code, (iii) establishing a record date for notice of the Confirmation Hearing (as defined below) and for voting on the Plan (as defined below), (iv) establishing notice and objection procedures with respect to confirming the Plan, (v) approving the Notice Packages (as defined below) and

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

procedures for the distribution thereof, (vi) approving the forms of Ballots and establishing procedures for voting on the Plan, and (vii) approving the form of notice to Non-Voting Classes (as defined below) under the Plan, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Disclosure Statement Hearing having been held on June 4, 2013; and the Court having reviewed the Motion and the objections thereto; and the Court having ruled on the objections to the Motion as reflected on the record of the Disclosure Statement Hearing; and the Debtors having filed the Disclosure Statement for Debtors' Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (the "**Disclosure Statement**"), which incorporates the rulings made by the Court at the Disclosure Statement Hearing; and the Debtors having filed the Debtors' Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (the "**Plan**"); 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

FOUND AND DETERMINED THAT:<sup>2</sup>

A. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.

B. The forms of Ballots, substantially in the forms annexed hereto as **Exhibit "A,"** are sufficiently consistent with Official Form No. 14, adequately address the particular needs of these cases, and are appropriate for each Class entitled to vote on the Plan.

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<sup>2</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. *See* Fed. R. Bankr. P. 7052.

C. Ballots need not be provided to the holders of (a) Claims in (i) AMR Class 1 (AMR Secured Claims), (ii) AMR Class 2 (AMR Priority Non-Tax Claims), (iii) American Class 1 (American Secured Aircraft Claims), (iv) American Class 2 (American Other Secured Claims), (v) American Class 3 (American Priority Non-Tax Claims), (vi) Eagle Class 1 (Eagle Secured Claims), and (vii) Eagle Class 2 (Eagle Priority Non-Tax Claims); and (b) Equity Interests in (i) AMR Class 6 (AMR Other Equity Interests), (ii) American Class 8 (American Equity Interests), and (iii) Eagle Class 5 (Eagle Equity Interests) (each, a “**Non-Voting Class**,” and together, the “**Non-Voting Classes**”), because they are unimpaired and, therefore, conclusively presumed to accept the Plan.

D. The period, set forth below, during which the Debtors may solicit acceptances of the Plan is a reasonable period of time for entities entitled to vote on the Plan to make an informed decision to either accept or reject the Plan.

E. The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Motion) provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

F. The procedures for transmitting the documents and information required by Bankruptcy Rule 3017(d) to the record holders and beneficial holders of the Debtors’ Securities (as defined below) are adequate and appropriate.

G. The procedures set forth below regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) and the filing of objections thereto, and the distribution and contents of the Notice Packages, comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND  
DECREED THAT:

1. The Motion is granted as provided herein.
2. The Disclosure Statement is approved.
3. The form and manner of notice of the time set for filing objections to, and the hearing to consider approval of, the Disclosure Statement as described in the Motion and reflected in the Affidavit of Service filed by the Debtors' Voting Agent, GCG, Inc. ("GCG"), (ECF No. 7707) and the Notice of Certificate of Publication filed by GCG (ECF No. 7942) was proper, adequate, and sufficient notice thereof.
4. The Ballots are to be distributed to the holders of Claims and Equity Interests in AMR Class 3 (AMR General Unsecured Guaranteed Claims), AMR Class 4 (AMR Other General Unsecured Claims), AMR Class 5 (AMR Equity Interests), American Class 4 (American General Unsecured Guaranteed Claims), American Class 5 (American Other General Unsecured Claims), American Class 6 (American Union Claims), American Class 7 (American Convenience Class Claims), Eagle Class 3 (Eagle General Unsecured Claims), and Eagle Class 4 (Eagle Convenience Class Claims) under the Plan, which Classes are entitled to vote to accept or reject the Plan (each, a "**Voting Class**," and together, the "**Voting Classes**").
5. The Record Date for purposes of determining which parties (i) are entitled to vote on the Plan, (ii) shall receive a Notice of Non-Voting Status (as defined below), (iii) are the holders of aircraft securities who are entitled to instruct the applicable Aircraft Trustees (as defined below) as to how to vote their respective Aircraft Claims (as defined below) with respect to the Plan, and (iv) shall receive the Confirmation Hearing Notice shall be May 1, 2013 for the Debtors' Securities (as defined below) and May 23, 2013 for all other Claims; *provided*,

*however*, that any Claim that has been withdrawn subsequent to the Record Date shall not be entitled to vote.

6. With respect to holders of (i) AMR Common Stock (as defined in the Plan), (ii) the notes, bonds, certificates, and debentures issued under the Indentures (as defined in the Plan) (the “**Note Claims**”), and (iii) the notes, bonds, certificates, and debentures issued under the Special Facility Revenue Bond Indentures (as defined in the Plan) (the “**Special Facility Revenue Bond Claims**,” and together with the AMR Common Stock and the Note Claims, the “**Debtors’ Securities**”), the Debtors are authorized to send Ballots to record holders of such Debtors’ Securities, including, without limitation, Euroclear Bank, Clearstream Bank, brokers, banks, dealers, or other agents or nominees, or any mailing agents thereof (collectively, the “**Master Ballot Agents**”), and each Master Ballot Agent shall be entitled to receive reasonably sufficient copies of Ballots and Notice Packages to distribute to the beneficial owners of the Debtors’ Securities for whom such Master Ballot Agent holds such Debtors’ Securities. The Debtors shall be responsible for each Master Ballot Agent’s actual, documented, and reasonable costs and expenses associated with (i) the distribution of copies of Beneficial Owner Ballots and appropriate Notice Packages to the beneficial owners of such Debtors’ Securities and (ii) the tabulation of such Ballots.

7. Each Master Ballot Agent shall either (i) forward the appropriate Notice Package together with the Beneficial Owner Ballot to each beneficial owner of the Debtors’ Securities entitled to vote on the Plan for voting and include a return envelope provided by and addressed to the Master Ballot Agent, so that the beneficial owner may return the completed Beneficial Owner Ballot to the Master Ballot Agent by a date calculated by the Master Ballot Agent to allow it to prepare and return the Master Ballot to GCG by the Voting Deadline, or

(ii) “prevalidate” the Beneficial Owner Ballots contained in the Notice Package by (a) indicating thereon the name and address of the record holder of the Debtors’ Securities to be voted, the amount of the Debtors’ Securities held by the beneficial owner as of the Record Date, and the appropriate account numbers through which the beneficial owner’s holdings are derived, and (b) executing the beneficial owner’s Beneficial Owner Ballot, and then forwarding the Notice Package to the beneficial owner of the Debtors’ Securities for voting within five (5) business days after the receipt by such Master Ballot Agent of the Notice Package, with the beneficial owner then returning the Beneficial Owner Ballots directly to GCG in the return envelope to be provided in the Notice Package by the Voting Deadline.

8. The Master Ballot Agents shall complete the Master Ballots according to the instructions set forth in the Master Ballots.

9. With respect to Claims against the Debtors that arise from aircraft-related financing arrangements (collectively, excluding Claims against the Debtors held directly by owner-participants in leasing transactions, the “**Aircraft Claims**”) classified in one or more of the Voting Classes, those parties serving in the capacity of indenture trustees, pass-through trustees, collateral agents, subordination agents, security trustees, mortgagees, or owner trustees, as the case may be, in connection with the Debtors’ aircraft-related financing arrangements (each, an “**Aircraft Trustee**”) shall be entitled to vote their respective Aircraft Claims, consistent with the applicable aircraft-related financing documents, in connection with the Plan.

10. The Debtors are authorized to take any and all actions as may be reasonably necessary to assist the Aircraft Trustees in casting votes with respect to the Plan, including, but not limited to, the procedures described in **Exhibit “D”** annexed hereto with respect to the Aircraft Claims relating to public debt aircraft financings (including those

involving the public issuance of pass-through certificates) and the procedures described in **Exhibit “D”** with respect to Aircraft Claims relating to private debt aircraft financings.

11. Each Aircraft Trustee shall be entitled to rely on the applicable indenture and/or other governing documents of the relevant aircraft financing transaction in determining the direction to be provided by the Aircraft Certificateholders (as defined in **Exhibit “D”** annexed hereto) regarding execution, completion, and delivery of the relevant Ballot by the Aircraft Trustee to GCG by the Voting Deadline and, if so directed by the relevant Aircraft Certificateholders, each such Aircraft Trustee shall be entitled to vote the full amounts of the relevant Aircraft Claims held by such Aircraft Trustee on behalf of the Aircraft Certificateholders to accept or reject the Plan.

12. The Debtors shall, without further order of this Court, pay each applicable Aircraft Trustee’s reasonable and customary out-of-pocket expenses associated with (i) distribution of the Ballots and the Notice Packages to the Aircraft Certificateholders, (ii) tabulation of the instructions received from the Aircraft Certificateholders, and (iii) completion of the Ballots and each Aircraft Voting Nominee’s (as defined in **Exhibit “D”** annexed hereto) reasonable and customary out-of-pocket expenses associated with the distribution of solicitation materials to Aircraft Certificateholders.

13. All Ballots must be properly executed, completed, and delivered to GCG by (i) mail, in the return envelope provided with each Ballot, (ii) overnight courier, or (iii) personal delivery so that they are actually received by GCG no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “**Voting Deadline**”) at the following address.

<b>If by overnight or hand delivery:</b> AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	<b>If by standard mailing:</b> AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752
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14. On or before June 20, 2013, the Debtors shall distribute a Notice of Non-Voting Status – Unimpaired Classes (the “**Notice of Non-Voting Status**”), substantially in the form annexed hereto as **Exhibit “B,”** and the Confirmation Hearing Notice, substantially in the form annexed hereto as **Exhibit “C,”** to the holders of Claims and Equity Interests in each Non-Voting Class.

15. The Notice of Non-Voting Status satisfies the requirements of the Bankruptcy Code and the Bankruptcy Rules and, therefore, the Debtors are not required to distribute copies of the Plan and the Disclosure Statement to any holder of a Claim or Equity Interests in a Non-Voting Class unless such holder otherwise makes a written request to the Debtors for a copy of the Plan or the Disclosure Statement on or before July 26, 2013.

16. Solely for the purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a Claim, and without prejudice to the rights of the Debtors in any other context, each Claim within a Class of Claims entitled to vote to accept or reject the Plan is to be temporarily allowed (in an amount equal to the amount of such Claim as set forth in a timely filed proof of Claim, or, if no proof of Claim was filed, the amount of such Claim as set forth in the applicable Debtor’s schedules of liabilities, dated February 27, 2012 (as amended, the “**Schedules**”)); *provided, however*, that:

- (a) If a Claim is deemed Allowed (as defined in the Plan) pursuant to the Plan or an order entered by the Court, such Claim shall be allowed for voting purposes in the deemed Allowed amount set forth in the Plan or such order;
- (b) If a Claim, for which a proof of Claim was timely filed, is marked as contingent, wholly unliquidated, or disputed, such Claim shall be allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00, unless such Claim is disputed in the manner set forth in subparagraph 16(f) below;
- (c) If a Claim, for which a proof of Claim was timely filed, lists an amount that is liquidated and noncontingent, such Claim shall be temporarily



allowed in the amount set forth on the proof of Claim, unless such Claim is disputed in the manner set forth in subparagraph 16(f) below;

- (d) If a Claim has been estimated for voting purposes or otherwise allowed for voting purposes by order of the Court, such Claim shall be allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution, unless otherwise provided by order of the Court;
- (e) If a Claim is listed in the Schedules as contingent, unliquidated, disputed, in the amount of \$0.00, or unknown, and a proof of Claim was not (i) filed by the applicable bar date for the filing of proofs of Claim established by the Court or (ii) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such Claim shall be disallowed for voting purposes;
- (f) If the Debtors serve an objection to, or request for estimation of, a Claim at least twenty (20) days before the Voting Deadline, such Claim shall be fixed for voting purposes only in the amount of \$1.00 except to the extent such objection or request for estimation provides for a higher amount for voting purposes;
- (g) If the Debtors serve an objection to a Claim at least twenty (20) days before the Voting Deadline, and the relief sought in that objection is to supersede one or more scheduled Claims with a filed Claim, such scheduled Claim shall be temporarily disallowed for voting purposes only and not for the purpose of allowance or distribution; *provided, however*, that in the event the holder of such Claim has returned only the Ballot in connection with the scheduled Claim, such Ballot shall be counted in the amount of the filed Claim;
- (h) For purposes of voting, classification, and treatment under the Plan, each holder of a Claim that holds or has filed more than one Claim in a particular Class shall be treated as if such holder has only one Claim in each applicable Class, the Claims filed by such holder shall be aggregated in each applicable Class, and the total dollar amount of such holder's Claim in each applicable Class shall be the sum of the aggregate Claims of such holder in each applicable Class;
- (i) If a holder of a Claim entitled to vote has a Claim against multiple Debtors, including a guarantee Claim against multiple Debtors (either scheduled, filed, or both) based on the same transaction (e.g., a Claim against Debtor "A" that was guaranteed by Debtor "B"), such holder shall receive only one Ballot for treatment in accordance with the Plan for the Debtor that is the principal obligor with respect to such Claim;

- (j) A beneficial owner that has filed a proof of Claim on account of the Debtors' Securities shall not be allowed to vote on account of such filed proof of Claim; *provided, however*, that such beneficial owner shall be entitled to receive a Notice Package and vote in accordance with the procedures set forth in this Order provided that such beneficial owner is an owner as of the applicable Record Date;
- (k) There shall be a rebuttable presumption that a party who filed a Claim that does not list a specific Debtor filed such Claim against American Airlines, Inc.;
- (l) If a Claim is filed in the amount of \$0.00, the holder of such Claim shall not be entitled to vote on account of such Claim;
- (m) If a Claim is filed in a currency other than U.S. Dollars and is not Allowed in a sum certain pursuant to the Plan, the holder of such Claim shall be entitled to vote the Claim in the amount of \$1.00; and
- (n) If a holder of a Claim (subject to a provision of the Plan or an order of the Court allowing such Claim) files an amended proof of Claim, such amended proof of Claim may be disregarded for solicitation and voting purposes.

17. If a holder of a Claim seeks to challenge the allowance (or disallowance) of its Claim for voting purposes, in accordance with the above procedures, such holder is directed to serve on the Debtors and file with the Court (with a hard copy delivered directly to Chambers) on or before the tenth (10th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, to such Claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting to accept or reject the Plan.

18. If a holder of a Claim or AMR Equity Interest files a motion pursuant to Bankruptcy Rule 3018(a), such holder's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes pursuant to an order entered at least six (6) days prior to the Voting Deadline or as otherwise directed by the Court.

19. Any Ballot that is properly completed, executed, and timely returned to GCG but does not indicate an acceptance or rejection of the Plan, or indicates both an acceptance and a rejection of the Plan, shall not be counted.

20. If no votes to accept or reject the Plan are received with respect to a particular Class, such Class is deemed to have voted to accept the Plan.

21. Holders of Claims or AMR Equity Interests must vote all of their Claims or AMR Equity Interests within a particular Class under the Plan, whether or not such Claims or AMR Equity Interests are asserted against the same or multiple Debtors, either to accept or reject the Plan and may not split their vote(s), and, thus, a Ballot that partially rejects and partially accepts the Plan shall not be counted.

22. The following types of Ballots shall not be counted in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline, unless the Debtors shall have granted, in writing, an extension of the Voting Deadline with respect to such Ballot, (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Claim or AMR Equity Interest, (iii) any Ballot cast by a person or entity that does not hold an AMR Equity Interest or a Claim in a Voting Class, (iv) any Ballot that is unsigned or without an original signature, and (v) any Ballot transmitted to GCG by facsimile, electronic transmission, or other electronic means.

23. GCG, in its discretion, may contact entities entitled to vote to cure any defects in the Ballots and is authorized to cure any defects.

24. There shall be a rebuttable presumption that if more than one timely, properly completed Ballot for a particular Claim or AMR Equity Interest is received, only the

Ballot that bears the latest date shall be counted unless the holder of the Claim or AMR Equity Interest receives Court approval to have the Ballot that bears the earliest date counted.

25. For holders of Claims subject to the May 23, 2013 Record Date, no transfer of Claim(s) pursuant to Bankruptcy Rule 3001 shall be recognized unless (i) documentation evidencing such transfer was filed with the Court on or before twenty-two (22) days prior to the Record Date, (ii) the transfer is not defective, and (iii) no timely objection with respect to such transfer was filed by the transferor. In instances where a Claim has been the subject of one or more partial transfers, each holder of a portion of said Claim shall be deemed to hold one Claim for numerosity purposes.

26. With respect to the tabulation of Ballots cast by Master Ballot Agents and beneficial owners of the Debtors' Securities, for purposes of voting, the amount used to tabulate votes to accept or reject the Plan shall be the principal amount or number of shares, as applicable, held as of the Record Date (the "**Record Amount**"). The following additional rules shall apply to the tabulation of Ballots cast by Master Ballot Agents and beneficial owners of the Debtors' Securities:

- (a) Votes cast by beneficial owners through a Master Ballot Agent shall be applied against the positions held by such entities in the applicable Debtors' Security as of the Record Date, as evidenced by the record and depository listings. Votes submitted by a Master Ballot Agent, whether pursuant to a Master Ballot or prevalidated Ballots, shall not be counted in excess of the Record Amount of such Debtors' Securities held by such Master Ballot Agent; *provided, however*, that GCG may adjust such Record Amount to reflect the amount in accordance with subparagraph 26(c) below;
- (b) To the extent that conflicting votes or "overvotes" are submitted by a Master Ballot Agent, whether pursuant to a Master Ballot or prevalidated Ballots, GCG shall attempt to reconcile discrepancies with the Master Ballot Agent;
- (c) To the extent that "overvotes" on a Master Ballot or prevalidated Ballots are not reconcilable prior to the preparation of the vote certification, GCG shall apply the votes to accept and to reject the Plan in the same proportion

as the votes to accept and reject the Plan submitted on the Master Ballot or prevalidated Ballots that contained the overvote, but only to the extent of the Master Ballot Agent's position in the applicable Debtors' Security;

- (d) Multiple Master Ballots may be completed by a single Master Ballot Agent and delivered to GCG. Votes reflected by multiple Master Ballots shall be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the Master Ballot that bears the latest date shall be counted; and
- (e) For purposes of tabulating votes, each record holder or beneficial owner shall be deemed to have voted the Record Amount, although GCG may be asked to make adjustments to reflect the Record Amount.

27. The Confirmation Hearing shall be held on August 15, 2013 at 10:00 a.m.

(Eastern Time); *provided, however*, that the Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice other than through adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed with the Court.

28. Any objections to confirmation of the Plan must:

- (a) Be in writing;
- (b) State the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party;
- (c) State with particularity the basis and nature of any objection;
- (d) Conform with the Bankruptcy Rules and the Local Rules;
- (e) Be filed with the Court (a) by registered users of the Court's case filing system, electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) and (b) by all other parties in interest, 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 Court and General Order M-399, to the extent applicable; and
- (f) Be served in accordance with General Order M-399 so as to be received no later than July 30, 2013 at 4:00 p.m. (Eastern Time) (the "**Plan Confirmation Objection Deadline**") and on the following parties:

- (i) The Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.);
- (ii) The attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, Esq.);
- (iii) The U.S. Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.);
- (iv) The attorneys for the UCC, 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 Retiree Committee, 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 the Ad Hoc Committee of AMR Corporation Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Gerard Uzzi, Esq. and Eric K. Stodola, Esq.)

29. Objections to confirmation of the Plan that are not timely filed and served in the manner set forth above shall not be considered and shall be deemed overruled.

30. The Debtors, the UCC, and the Ad Hoc Committee are authorized to file responsive pleadings to any objection to confirmation of the Plan by no later than August 8, 2013 at 12:00 noon (Eastern Time).

31. On or before June 20, 2013, the Debtors shall mail or caused to be mailed the following materials (the “**Notice Packages**”) in connection with voting on the Plan, notice of the Confirmation Hearing, and the filing of objections to confirmation of the Plan:

- (a) With respect to holders of Claims or AMR Equity Interests in the Voting Classes:
  - (i) A copy of this Order (without any exhibits);

- (ii) The Confirmation Hearing Notice;
  - (iii) The Disclosure Statement (with the Plan annexed thereto);
  - (iv) A copy of any letter from the UCC with respect to its recommendation on the Plan;
  - (v) Copies of any additional letter(s) recommending acceptance of the Plan; and
  - (vi) An appropriate form of Ballot and appropriate return envelope with prepaid postage.
- (b) With respect to holders of Claims or Equity Interests in a Non-Voting Class:
- (i) The Confirmation Hearing Notice; and
  - (ii) A Notice of Non-Voting Status.

32. On or before June 20, 2013, the Debtors shall mail or cause to be mailed a copy of the Confirmation Hearing Notice (to the extent not already provided) to:

- (i) All Notice Parties;
- (ii) All persons or entities that filed proofs of Claim on or before the date of the Disclosure Statement Hearing, except to the extent their respective Claim was paid pursuant to, or expunged by, prior order of the Court;
- (iii) All persons or entities listed in the Schedules as holding liquidated, noncontingent, and undisputed Claims in an amount greater than \$0.00, other than scheduled Claims that have been superseded by a filed proof of Claim;
- (iv) The transfer agent(s) and the registered holders of the Debtors' Securities as of the Record Date;
- (v) All other parties in interest that have filed a request for notice pursuant to Bankruptcy Rule 2002 in the Debtors' chapter 11 cases prior to the date of the Disclosure Statement Hearing; and
- (vi) Any other known holders of Claims against, or Equity Interests in, the Debtors.

33. The Debtors and GCG are authorized to transmit all or any portion of the Notice Packages (other than the Confirmation Hearing Notice and the Ballots) to holders of Claims and AMR Equity Interests entitled to vote on the Plan in a CD-ROM format instead of printed hard copies. A holder of a Claim or AMR Equity Interest entitled to vote on the Plan may request a printed hard copy of the Plan or Disclosure Statement, at no cost to such holder, by contacting GCG at **1-888-285-9438 (Domestic Toll-Free)** or **1-440-389-7498 (International)**.

34. The Debtors shall not be required to send Notice Packages or any other notice to holders of Claims that have already been paid in full; *provided, however*, that if, and to the extent that, any such holder would be entitled to receive a Notice Package or any other notice for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, then such holder shall be sent a notice in accordance with the procedures set forth herein.

35. The Debtors shall publish the Confirmation Hearing Notice, not less than twenty-eight (28) days before the Plan Confirmation Objection Deadline, once in *The Wall Street Journal* (Global Edition—North America, Europe, and Asia) and *USA Today* (Monday through Thursday National). Additionally, the Confirmation Hearing Notice shall be posted electronically on the website maintained for the Debtors by GCG, <http://www.amrcaseinfo.com>.

36. With respect to addresses from which notices in these chapter 11 cases have been returned as undeliverable by the United States Postal Service, the Debtors shall take reasonable steps to obtain correct addresses. If no such addresses can be found, the Debtors are excused from mailing Notice Packages or other notice to the entities listed at such addresses, unless the Debtors are provided with accurate addresses for such entities at least twenty (20) days before the Confirmation Hearing. Failure to mail the Notice Packages to such entities shall



neither constitute inadequate notice of the Confirmation Hearing or the Voting Deadline, nor violate Bankruptcy Rule 3017(d).

37. The Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

38. The Debtors are authorized to make nonsubstantive and nonmaterial changes to the Disclosure Statement, the Plan, the Notice Packages, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among such documents.

39. The notice to be provided pursuant to the procedures set forth herein is good and sufficient notice to all parties in interest, and no other for further notice need be provided.

40. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
June 7, 2013

/s/ Sean H. Lane  
United States Bankruptcy Judge

**EXHIBIT A**

**BALLOTS**

**AMR General Unsecured Guaranteed Claims**  
**AMR Other General Unsecured Claims**

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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**BALLOT FOR ACCEPTING OR REJECTING SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**BALLOT FOR:** *[Class Description]*

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

[BALLOT CODE]

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**This Ballot is to be used for voting by holders of [Class Description]. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, [Class Description].

### INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by [Class Description] if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in [Class Description] voting on the Plan. In the event that [Class Description] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in [Class Description] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

**To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold a Claim in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Check the appropriate box in Item 3;
- d. Complete and sign the IRS Form W-9 or W-8 requested in Item 4;
- e. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 5. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. If you hold Claims in a Class other than [*Class Description*] or AMR Equity Interests you may receive more than one Ballot labeled for a different Class. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign, and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
- g. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- h. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- i. Provide your name, mailing address, and any remaining information requested;
- j. Sign and date your Ballot; and
- k. Return your Ballot with an original signature to the Voting Agent.

**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT,  
(II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT,  
(III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN,  
OR (IV) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED  
MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438  
(DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT  
DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT  
IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Amount of [Class Description] Claim.** For purposes of voting to accept or reject the Plan, the undersigned certifies that as of [\_\_\_\_], 2013, the undersigned holds a [Class Description] Claim against the Debtor listed below in the amount set forth below.

<b>Claim Amount:</b>	\$[_____]
<b>Debtor:</b>	[_____]

**Item 2. Vote on the Plan.** The undersigned holder of a [Class Description] Claim in the amount set forth in Item 1 above hereby votes to:

**Check one box:**

☐ Accept the Plan

☐ Reject the Plan

**Item 3. U.S. Citizenship.** The holder of the [Class Description] Claim identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

**Check one box:**

☐ Yes – I am a Citizen of the United States

☐ No – I am not a Citizen of the United States

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).



**Item 4. Important Tax Information Required – Potential Withholding.** Distributions by the Reorganized Debtors and from the Disputed Claims Reserve are subject to any applicable tax withholding.

Under U.S. federal income tax law, interest and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable backup withholding rate (currently 28%). Backup withholding generally applies if the holder (a) fails to furnish its social security number or other taxpayer identification number (“**TIN**”), (b) furnishes an incorrect TIN, (c) fails properly to report interest or dividends, or (d) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a U.S. person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is timely supplied to the Internal Revenue Service (the “**IRS**”). Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, in the case of non-U.S. holders, the Disbursing Agent may be required to withhold up to 30% of the proceeds distributable to such persons and allocable to accrued and unpaid interest, depending on the circumstances (including whether the type of income is subject to a lower treaty rate). The Disbursing Agent may also place such withholding in an escrow pending a determination as to whether the withholding is required under applicable law.

To avoid unnecessary withholding, **each U.S. holder is required to properly complete and return the Substitute Form W-9 included at the end of this Ballot**, certifying that such holder is a U.S. person, that the TIN provided is correct, and that such holder is not subject to backup withholding, as per its instructions. Exempt persons should indicate their exempt status on the Substitute Form W-9 as per its instructions. **Each non-U.S. holder is required to complete and return the applicable IRS Form W-8 (W-8BEN, W-8ECI, W-8EXP or W-8IMY, as applicable)**, signed under penalties of perjury, certifying the holder’s foreign status. These forms may be obtained from the IRS website ([www.irs.gov](http://www.irs.gov)). Holders should consult their tax advisors as to any qualification for exemption from backup withholding, or a lower rate of U.S. withholding under an applicable treaty or exemption, and the procedure for obtaining such exemption.

**Tax forms must be sent to the Voting Agent, along with the completed Ballot. In order to receive a distribution from the Disbursing Agent you must provide the requested tax information so as not to forfeit your distribution. See Plan § 5.5.**

**Item 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the [Class Description] Claim identified in Item 1 above and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:	_____
Social Security or Federal Tax I.D. No. of Claimant:	_____
Signature:	_____
Name of Signatory (if different than claimant):	_____
If by Authorized Agent, Title of Agent:	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in these chapter 11 cases; and/or
- ☐ Distributions, if any, upon your Claim in these chapter 11 cases

**TO BE COMPLETED BY ALL U.S. HOLDERS**

**PAYOR:**

<b>SUBSTITUTE</b>  <b>Form W-9</b>  <b>Department of the Treasury</b> <b>Internal Revenue Service</b> <b>(IRS)</b>  <b>Request for Taxpayer</b> <b>Identification Number</b> <b>(TIN) and Certification</b>	<b>Name:</b>  _____  <b>Address:</b>  _____  _____  _____	<b>Check appropriate box:</b>  Individual/Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> enter tax classification: (D = Disregarded entity, C = Corporation, P = Partnership) _____ Corporation <input type="checkbox"/> Other (specify) <input type="checkbox"/> _____ _____
	<b>PART I.</b> Please provide your taxpayer identification number in the space at right. If awaiting TIN, write "Applied For" in space at right and complete the Certificate of Awaiting Taxpayer Identification Number below.	<b>SSN or EIN:</b>  _____
	<b>PART II:</b> For Payees exempt from backup withholding, see the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" and complete as instructed therein. Exempt from Backup Withholding <input type="checkbox"/>	
	<b>PART III: CERTIFICATION</b> Under penalties of perjury, I certify that:  (1) The number shown on this form is my correct TIN (or, as indicated, I am waiting for a number to be issued to me); (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or other U.S. person (including a U.S. resident alien).  <b>Certification Instructions</b> —You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because you have failed to report all interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2).	
Signature: _____ Date: _____, 2013		

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE  
IF YOU WROTE "APPLIED FOR" IN PART I  
OF THIS SUBSTITUTE FORM W-9 CERTIFICATE**

<p align="center"><b>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</b></p> <p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide my Taxpayer Identification Number by the time of payment, 28% of all reportable payments made to me will be withheld.</p> <p>Signature: _____ Date: _____</p>
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**NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE PLAN. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.**

**GUIDELINES FOR CERTIFICATION OF TAXPAYER  
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

**Guidelines for Determining the Proper Identification Number to Give the Payer**—Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<b>For this type of account</b>	<b>Give the SOCIAL SECURITY number of:</b>	<b>For this type of account</b>	<b>Give the EMPLOYER IDENTIFICATION number of:</b>
1. An individual	The individual	7. Disregarded entity not owned by an individual	The owner
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	8. A valid trust, estate, or pension trust	The legal entity(4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)	10. Association, club, religious, charitable, educational or other tax exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	11. Partnership or multimember LLC	The partnership
5. Sole proprietorship or disregarded entity owned by an individual	The owner(3)	12. A broker or registered nominee	The broker or nominee
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Treasury Regulation section 1.671-4(b)(2)(i)(A))	The grantor(5)	13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district or prison) that receives agricultural program payments	The public entity
		14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Treasury Regulation section 1.671-4(b)(2)(i)(B))	The trust

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) If you are an individual, you must show your individual name. You may use either your social security number or employer identification number (if you have one), but the IRS encourages you to use your social security number.
- (4) List first and circle the name of the trust, estate or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)
- (5) Grantor also must provide a Form W-9 to trustee of trust.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## **How to Obtain a TIN**

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Card, at the local office of the Social Security Administration (or the website [www.ssa.gov](http://www.ssa.gov)) and apply for a social security number, or obtain Form W-7, Application for IRS Individual Taxpayer Identification Number, or Form SS-4, Application for Employer Identification Number, at the local office of the Internal Revenue Service (“**IRS**”) (or the website [www.irs.gov](http://www.irs.gov)) and apply for an individual taxpayer identification number or employer identification number, as applicable.

**CAUTION:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## **Payees Exempt from Backup Withholding**

Payees specifically exempted from backup withholding on all payments include the following:

1. An organization exempt from tax under section 501(a) of the Internal Revenue IRC of 1986, as amended (the “**IRC**”), an individual retirement plan, or a custodial account under section 403(b)(7) of the IRC if the account satisfies the requirements of section 401(f)(2) of the IRC.
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.

12. A common trust fund operated by a bank under section 584(a) of the IRC.
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under section 664 of the IRC or described in section 4947 of the IRC.

The chart below shows three of the types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for ...	THEN the payment is exempt for...
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 5 and 7 through 13; also C corporations
Payments over \$600 required to be reported and direct sales over \$5,000	Generally, exempt recipients 1 through 7

**Exempt payees should file the Substitute Form W-9 to avoid possible erroneous backup withholding.** ENTER YOUR NAME ON THE APPROPRIATE LINE AND CHECK THE APPROPRIATE BOX FOR YOUR STATUS, THEN CHECK THE “EXEMPT FROM BACKUP WITHHOLDING” BOX, SIGN AND DATE THE FORM, AND RETURN IT TO THE PAYER. Foreign payees who are not subject to backup withholding should complete the appropriate IRS Form W-8 and return it to the payer.

### Privacy Act Notice

Section 6109 of the IRC requires most recipients of dividend, interest or other payments to give their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. It may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia and U.S. possessions to carry out their tax laws. It may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, and to federal law enforcement and intelligence agencies to combat terrorism.

Payees must provide payers with their taxpayer identification numbers whether or not they are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

## **Penalties**

1. **Penalty for Failure to Furnish Taxpayer Identification Number** — If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding** — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **Misuse of TINs** — If the requestor discloses or uses TINs in violation of federal law, the requestor may be subject to civil and criminal penalties.

**FOR ADDITIONAL INFORMATION, CONTACT YOUR  
TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.**

**American Other General Unsecured Claims**  
**American General Unsecured Guaranteed Claims**  
**Eagle General Unsecured Claims**



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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**BALLOT FOR ACCEPTING OR REJECTING SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**BALLOT FOR:** [*Class Description*]

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

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AA Real Estate Holding L.P.	11-15477	76-0735325	
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[BALLOT CODE]

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**This Ballot is to be used for voting by holders of [Class Description]. In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, [Class Description].

### INSTRUCTIONS FOR COMPLETING THE BALLOT

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The Plan will be accepted by [Class Description] if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in [Class Description] voting on the Plan. In the event that [Class Description] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in [Class Description] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

**To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold a Claim in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Check the appropriate box in Item 3;
- d. If you hold a Claim, other than a Note Claim, a Special Facility Revenue Bond Claim, an American Union Claim, or an Eagle Union Claim, and you wish to make the optional election in Item 4, check the appropriate box.
- e. Complete and sign the IRS Form W-9 or W-8 requested in Item 5;
- f. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 6. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- g. If you hold Claims in a Class other than [*Class Description*] or AMR Equity Interests you may receive more than one Ballot labeled for a different Class. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign, and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
- h. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- i. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- j. Provide your name, mailing address, and any remaining information requested;
- k. Sign and date your Ballot; and
- l. Return your Ballot with an original signature to the Voting Agent.

**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT,  
(II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT,  
(III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN,  
OR (IV) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED  
MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438  
(DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT  
DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT  
IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Amount of [Class Description] Claim.** For purposes of voting to accept or reject the Plan, the undersigned certifies that as of [\_\_\_], 2013, the undersigned holds a [Class Description] Claim against the Debtor listed below in the amount set forth below.

<b>Claim Amount:</b>	\$[_____]
<b>Debtor:</b>	[_____]

**Item 2. Vote on the Plan.** The undersigned holder of a [Class Description] Claim in the amount set forth in Item 1 above hereby votes to:

**Check one box:**                      ☐      Accept the Plan  
   ☐      Reject the Plan

**Item 3. U.S. Citizenship.** The holder of the [Class Description] Claim identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

**Check one box:**                      ☐      Yes – I am a Citizen of the United States  
   ☐      No – I am not a Citizen of the United States

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

- (A) an individual who is a citizen of the United States;
- (B) a partnership each of whose partners is an individual who is a citizen of the United States; or
- (C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

**Item 4. OPTIONAL – Convenience Class Election.** By checking the box below, you elect to have your Claim (if Allowed) reduced to \$10,000 and be treated as a Convenience Class Claim against the Debtors, meaning that you will receive cash in the amount of 100% of such Allowed Convenience Class Claim on or as soon as reasonably practicable after the later of (i) the Initial Distribution Date (for Claims that are Allowed as of the Effective Date) and (ii) the Distribution Date that is at least 20 calendar days after such Convenience Class Claim becomes an Allowed Convenience Class Claim.

**Check the box:** ☐ Elect to have Claim treated as a Convenience Class Claim

**Item 5. Important Tax Information Required – Potential Withholding.** Distributions by the Reorganized Debtors and from the Disputed Claims Reserve are subject to any applicable tax withholding.

Under U.S. federal income tax law, interest and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable backup withholding rate (currently 28%). Backup withholding generally applies if the holder (a) fails to furnish its social security number or other taxpayer identification number (“**TIN**”), (b) furnishes an incorrect TIN, (c) fails properly to report interest or dividends, or (d) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a U.S. person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is timely supplied to the Internal Revenue Service (the “**IRS**”). Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, in the case of non-U.S. holders, the Disbursing Agent may be required to withhold up to 30% of the proceeds distributable to such persons and allocable to accrued and unpaid interest, depending on the circumstances (including whether the type of income is subject to a lower treaty rate). The Disbursing Agent may also place such withholding in an escrow pending a determination as to whether the withholding is required under applicable law.

To avoid unnecessary withholding, **each U.S. holder is required to properly complete and return the Substitute Form W-9 included at the end of this Ballot**, certifying that such holder is a U.S. person, that the TIN provided is correct, and that such holder is not subject to backup withholding, as per its instructions. Exempt persons should indicate their exempt status on the Substitute Form W-9 as per its instructions. **Each non-U.S. holder is required to complete and return the applicable IRS Form W-8** (W-8BEN, W-8ECI, W-8EXP or W-8IMY, as applicable), signed under penalties of perjury, certifying the holder’s foreign status. These forms may be obtained from the IRS website ([www.irs.gov](http://www.irs.gov)). Holders should consult their tax advisors as to any qualification for exemption from backup withholding, or a lower rate of U.S. withholding under an applicable treaty or exemption, and the procedure for obtaining such exemption.

**Tax forms must be sent to the Voting Agent, along with the completed Ballot. In order to receive a distribution from the Disbursing Agent you must provide the requested tax information so as not to forfeit your distribution. See Plan § 5.5.**

**Item 6. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the [Class Description] Claim identified in Item 1 above and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:	_____
Social Security or Federal Tax I.D. No. of Claimant:	_____
Signature:	_____
Name of Signatory (if different than claimant):	_____
If by Authorized Agent, Title of Agent:	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in these chapter 11 cases; and/or
- ☐ Distributions, if any, upon your Claim in these chapter 11 cases

**TO BE COMPLETED BY ALL U.S. HOLDERS**

**PAYOR:**

<b>SUBSTITUTE</b>  <b>Form W-9</b>  <b>Department of the Treasury</b> <b>Internal Revenue Service</b> <b>(IRS)</b>  <b>Request for Taxpayer</b> <b>Identification Number</b> <b>(TIN) and Certification</b>	<b>Name:</b>  _____  <b>Address:</b>  _____  _____  _____	<b>Check appropriate box:</b>  Individual/Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> enter tax classification: (D = Disregarded entity, C = Corporation, P = Partnership) _____ Corporation <input type="checkbox"/> Other (specify) <input type="checkbox"/> _____ _____
	<b>PART I.</b> Please provide your taxpayer identification number in the space at right. If awaiting TIN, write "Applied For" in space at right and complete the Certificate of Awaiting Taxpayer Identification Number below.	<b>SSN or EIN:</b>  _____
	<b>PART II:</b> For Payees exempt from backup withholding, see the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" and complete as instructed therein. Exempt from Backup Withholding <input type="checkbox"/>	
	<b>PART III: CERTIFICATION</b> Under penalties of perjury, I certify that:  (1) The number shown on this form is my correct TIN (or, as indicated, I am waiting for a number to be issued to me); (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or other U.S. person (including a U.S. resident alien).  <b>Certification Instructions</b> —You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because you have failed to report all interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2).	
Signature: _____ Date: _____, 2013		

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE  
IF YOU WROTE "APPLIED FOR" IN PART I  
OF THIS SUBSTITUTE FORM W-9 CERTIFICATE**

<p align="center"><b>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</b></p> <p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide my Taxpayer Identification Number by the time of payment, 28% of all reportable payments made to me will be withheld.</p> <p>Signature: _____ Date: _____</p>
---

**NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE PLAN. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.**



**GUIDELINES FOR CERTIFICATION OF TAXPAYER  
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

**Guidelines for Determining the Proper Identification Number to Give the Payer**—Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<b>For this type of account</b>	<b>Give the SOCIAL SECURITY number of:</b>	<b>For this type of account</b>	<b>Give the EMPLOYER IDENTIFICATION number of:</b>
1. An individual	The individual	7. Disregarded entity not owned by an individual	The owner
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	8. A valid trust, estate, or pension trust	The legal entity(4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)	10. Association, club, religious, charitable, educational or other tax exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	11. Partnership or multimember LLC	The partnership
5. Sole proprietorship or disregarded entity owned by an individual	The owner(3)	12. A broker or registered nominee	The broker or nominee
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Treasury Regulation section 1.671-4(b)(2)(i)(A))	The grantor(5)	13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district or prison) that receives agricultural program payments	The public entity
		14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Treasury Regulation section 1.671-4(b)(2)(i)(B))	The trust

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) If you are an individual, you must show your individual name. You may use either your social security number or employer identification number (if you have one), but the IRS encourages you to use your social security number.
- (4) List first and circle the name of the trust, estate or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)
- (5) Grantor also must provide a Form W-9 to trustee of trust.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## **How to Obtain a TIN**

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Card, at the local office of the Social Security Administration (or the website [www.ssa.gov](http://www.ssa.gov)) and apply for a social security number, or obtain Form W-7, Application for IRS Individual Taxpayer Identification Number, or Form SS-4, Application for Employer Identification Number, at the local office of the Internal Revenue Service (“**IRS**”) (or the website [www.irs.gov](http://www.irs.gov)) and apply for an individual taxpayer identification number or employer identification number, as applicable.

**CAUTION:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## **Payees Exempt from Backup Withholding**

Payees specifically exempted from backup withholding on all payments include the following:

1. An organization exempt from tax under section 501(a) of the Internal Revenue IRC of 1986, as amended (the “**IRC**”), an individual retirement plan, or a custodial account under section 403(b)(7) of the IRC if the account satisfies the requirements of section 401(f)(2) of the IRC.
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.

12. A common trust fund operated by a bank under section 584(a) of the IRC.
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under section 664 of the IRC or described in section 4947 of the IRC.

The chart below shows three of the types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for ...	THEN the payment is exempt for...
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 5 and 7 through 13; also C corporations
Payments over \$600 required to be reported and direct sales over \$5,000	Generally, exempt recipients 1 through 7

**Exempt payees should file the Substitute Form W-9 to avoid possible erroneous backup withholding.** ENTER YOUR NAME ON THE APPROPRIATE LINE AND CHECK THE APPROPRIATE BOX FOR YOUR STATUS, THEN CHECK THE “EXEMPT FROM BACKUP WITHHOLDING” BOX, SIGN AND DATE THE FORM, AND RETURN IT TO THE PAYER. Foreign payees who are not subject to backup withholding should complete the appropriate IRS Form W-8 and return it to the payer.

### Privacy Act Notice

Section 6109 of the IRC requires most recipients of dividend, interest or other payments to give their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. It may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia and U.S. possessions to carry out their tax laws. It may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, and to federal law enforcement and intelligence agencies to combat terrorism.

Payees must provide payers with their taxpayer identification numbers whether or not they are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

## **Penalties**

1. **Penalty for Failure to Furnish Taxpayer Identification Number** — If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding** — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **Misuse of TINs** — If the requestor discloses or uses TINs in violation of federal law, the requestor may be subject to civil and criminal penalties.

**FOR ADDITIONAL INFORMATION, CONTACT YOUR  
TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.**

**American/Eagle Convenience Class Claims**

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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**BALLOT FOR ACCEPTING OR REJECTING SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**BALLOT FOR:** *[Class Description]*

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

[BALLOT CODE]

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**This Ballot is to be used for voting by holders of [Class Description]. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, [Class Description].

### INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by [Class Description] if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in [Class Description] voting on the Plan. In the event that [Class Description] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in [Class Description] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

**To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold a Claim in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Complete and sign the IRS Form W-9 or W-8 requested in Item 3;
- d. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 4. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- e. If you hold Claims in a Class other than [*Class Description*] or AMR Equity Interests you may receive more than one Ballot labeled for a different Class. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign, and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
- f. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- g. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- h. Provide your name, mailing address, and any remaining information requested;
- i. Sign and date your Ballot; and
- j. Return your Ballot with an original signature to the Voting Agent.

**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, (III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**



**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Amount of [Class Description] Claim.** For purposes of voting to accept or reject the Plan, the undersigned certifies that as of [\_\_\_], 2013, the undersigned holds a [Class Description] Claim against the Debtor listed below in the amount set forth below.

<b>Claim Amount:</b>	\$[_____]
<b>Debtor:</b>	[_____]

**Item 2. Vote on the Plan.** The undersigned holder of an [Class Description] Claim in the amount set forth in Item 1 above hereby votes to:

**Check one box:**

☐ Accept the Plan

☐ Reject the Plan

**Item 3. Important Tax Information Required – Potential Withholding.** Distributions by the Reorganized Debtors and from the Disputed Claims Reserve are subject to any applicable tax withholding.

Under U.S. federal income tax law, interest and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable backup withholding rate (currently 28%). Backup withholding generally applies if the holder (a) fails to furnish its social security number or other taxpayer identification number (“**TIN**”), (b) furnishes an incorrect TIN, (c) fails properly to report interest or dividends, or (d) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a U.S. person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is timely supplied to the Internal Revenue Service (the “**IRS**”). Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, in the case of non-U.S. holders, the Disbursing Agent may be required to withhold up to 30% of the proceeds distributable to such persons and allocable to accrued and unpaid interest, depending on the circumstances (including whether the type of income is subject to a lower treaty rate). The Disbursing Agent may also place such withholding in an escrow pending a determination as to whether the withholding is required under applicable law.

To avoid unnecessary withholding, **each U.S. holder is required to properly complete and return the Substitute Form W-9 included at the end of this Ballot**, certifying that such holder is a U.S. person, that the TIN provided is correct, and that such holder is not subject to backup withholding, as per its instructions. Exempt persons should indicate their exempt status on the Substitute Form W-9 as per its instructions. **Each non-U.S. holder is required to complete and return the applicable IRS Form W-8** (W-8BEN, W-8ECI, W-8EXP or W-8IMY, as applicable), signed under penalties of perjury, certifying the holder’s foreign status. These forms

may be obtained from the IRS website (www.irs.gov). Holders should consult their tax advisors as to any qualification for exemption from backup withholding, or a lower rate of U.S. withholding under an applicable treaty or exemption, and the procedure for obtaining such exemption.

**Tax forms must be sent to the Voting Agent, along with the completed Ballot. In order to receive a distribution from the Disbursing Agent you must provide the requested tax information so as not to forfeit your distribution. See Plan § 5.5.**

**Item 4. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the [Class Description] Claim identified in Item 1 above and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:	_____
Social Security or Federal Tax I.D. No. of Claimant:	_____
Signature:	_____
Name of Signatory (if different than claimant):	_____
If by Authorized Agent, Title of Agent:	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in these chapter 11 cases; and/or
- ☐ Distributions, if any, upon your Claim in these chapter 11 cases

**TO BE COMPLETED BY ALL U.S. HOLDERS**

**PAYOR:**

<b>SUBSTITUTE</b>  <b>Form W-9</b>  <b>Department of the Treasury</b> <b>Internal Revenue Service</b> <b>(IRS)</b>  <b>Request for Taxpayer</b> <b>Identification Number</b> <b>(TIN) and Certification</b>	<b>Name:</b>  _____  <b>Address:</b>  _____  _____  _____	<b>Check appropriate box:</b>  Individual/Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> enter tax classification: (D = Disregarded entity, C = Corporation, P = Partnership) _____ Corporation <input type="checkbox"/> Other (specify) <input type="checkbox"/> _____ _____
	<b>PART I.</b> Please provide your taxpayer identification number in the space at right. If awaiting TIN, write "Applied For" in space at right and complete the Certificate of Awaiting Taxpayer Identification Number below.	<b>SSN or EIN:</b>  _____
	<b>PART II:</b> For Payees exempt from backup withholding, see the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" and complete as instructed therein. Exempt from Backup Withholding <input type="checkbox"/>	
	<b>PART III: CERTIFICATION</b> Under penalties of perjury, I certify that:  (1) The number shown on this form is my correct TIN (or, as indicated, I am waiting for a number to be issued to me); (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or other U.S. person (including a U.S. resident alien).  <b>Certification Instructions</b> —You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because you have failed to report all interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2).	
Signature: _____ Date: _____, 2013		

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE  
IF YOU WROTE "APPLIED FOR" IN PART I  
OF THIS SUBSTITUTE FORM W-9 CERTIFICATE**

<p align="center"><b>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</b></p> <p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide my Taxpayer Identification Number by the time of payment, 28% of all reportable payments made to me will be withheld.</p> <p>Signature: _____ Date: _____</p>
---

**NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE PLAN. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.**

**GUIDELINES FOR CERTIFICATION OF TAXPAYER  
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

**Guidelines for Determining the Proper Identification Number to Give the Payer**—Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<b>For this type of account</b>	<b>Give the SOCIAL SECURITY number of:</b>	<b>For this type of account</b>	<b>Give the EMPLOYER IDENTIFICATION number of:</b>
1. An individual	The individual	7. Disregarded entity not owned by an individual	The owner
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	8. A valid trust, estate, or pension trust	The legal entity(4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)	10. Association, club, religious, charitable, educational or other tax exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	11. Partnership or multimember LLC	The partnership
5. Sole proprietorship or disregarded entity owned by an individual	The owner(3)	12. A broker or registered nominee	The broker or nominee
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Treasury Regulation section 1.671-4(b)(2)(i)(A))	The grantor(5)	13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district or prison) that receives agricultural program payments	The public entity
		14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Treasury Regulation section 1.671-4(b)(2)(i)(B))	The trust

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) If you are an individual, you must show your individual name. You may use either your social security number or employer identification number (if you have one), but the IRS encourages you to use your social security number.
- (4) List first and circle the name of the trust, estate or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)
- (5) Grantor also must provide a Form W-9 to trustee of trust.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## **How to Obtain a TIN**

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Card, at the local office of the Social Security Administration (or the website [www.ssa.gov](http://www.ssa.gov)) and apply for a social security number, or obtain Form W-7, Application for IRS Individual Taxpayer Identification Number, or Form SS-4, Application for Employer Identification Number, at the local office of the Internal Revenue Service (“**IRS**”) (or the website [www.irs.gov](http://www.irs.gov)) and apply for an individual taxpayer identification number or employer identification number, as applicable.

**CAUTION:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## **Payees Exempt from Backup Withholding**

Payees specifically exempted from backup withholding on all payments include the following:

1. An organization exempt from tax under section 501(a) of the Internal Revenue IRC of 1986, as amended (the “**IRC**”), an individual retirement plan, or a custodial account under section 403(b)(7) of the IRC if the account satisfies the requirements of section 401(f)(2) of the IRC.
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.

12. A common trust fund operated by a bank under section 584(a) of the IRC.
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under section 664 of the IRC or described in section 4947 of the IRC.

The chart below shows three of the types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for ...	THEN the payment is exempt for...
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 5 and 7 through 13; also C corporations
Payments over \$600 required to be reported and direct sales over \$5,000	Generally, exempt recipients 1 through 7

**Exempt payees should file the Substitute Form W-9 to avoid possible erroneous backup withholding.** ENTER YOUR NAME ON THE APPROPRIATE LINE AND CHECK THE APPROPRIATE BOX FOR YOUR STATUS, THEN CHECK THE “EXEMPT FROM BACKUP WITHHOLDING” BOX, SIGN AND DATE THE FORM, AND RETURN IT TO THE PAYER. Foreign payees who are not subject to backup withholding should complete the appropriate IRS Form W-8 and return it to the payer.

### Privacy Act Notice

Section 6109 of the IRC requires most recipients of dividend, interest or other payments to give their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. It may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia and U.S. possessions to carry out their tax laws. It may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, and to federal law enforcement and intelligence agencies to combat terrorism.

Payees must provide payers with their taxpayer identification numbers whether or not they are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

## **Penalties**

1. **Penalty for Failure to Furnish Taxpayer Identification Number** — If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding** — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **Misuse of TINs** — If the requestor discloses or uses TINs in violation of federal law, the requestor may be subject to civil and criminal penalties.

**FOR ADDITIONAL INFORMATION, CONTACT YOUR  
TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.**

**American Union Claims**



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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**BALLOT FOR ACCEPTING OR REJECTING SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**BALLOT FOR: AMERICAN CLASS 6 (AMERICAN UNION CLAIMS)**

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

[BALLOT CODE]

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**This Ballot is to be used for voting by holders of American Class 6 (American Union Claims). In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, American Union Claims.

### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

The Plan will be accepted by American Class 6 if it is accepted by the holders of two-thirds (2/3) in amount and more than one-half (1/2) in number of Claims in American Class 6 voting on the Plan. In the event that American Class 6 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in American Class 6 and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

**To have your vote counted, you must complete, sign, and return this Ballot so that it is received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors.** Ballots must be delivered to the Voting Agent at the appropriate address listed below:

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

- a. If you hold a Claim in American Class 6, cast one vote to accept or reject the Plan by checking the appropriate box in Item 1;
- b. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 2. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- c. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the Claim receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- d. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- e. Provide your name, mailing address, and any remaining information requested;
- f. Sign and date your Ballot; and
- g. Return your Ballot with an original signature to the Voting Agent.

**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT, (II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, (III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Vote on the Plan.** The undersigned holder of an American Class 6 Claim hereby votes to:

**Check one box:**

☐ Accept the Plan

☐ Reject the Plan

**Item 2. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the American Class 6 Claim and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:	_____
Social Security or Federal Tax I.D. No. of Claimant:	_____
Signature:	_____
Name of Signatory (if different than claimant):	_____
If by Authorized Agent, Title of Agent:	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in these chapter 11 cases; and/or
- ☐ Distributions, if any, upon your Claim in these chapter 11 cases

**AMR Equity Interest**

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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**BALLOT FOR ACCEPTING OR REJECTING SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**BALLOT FOR: AMR CLASS 5 (AMR EQUITY INTERESTS)**

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	

[BALLOT CODE]

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**This Ballot is to be used for voting by holders of AMR Class 5 (AMR Equity Interests). In order for your vote to be counted, this Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of, or distribution on account of, AMR Equity Interests.

#### **INSTRUCTIONS FOR COMPLETING THE BALLOT**

This Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

Acceptance of the Plan by AMR Class 5 occurs when holders of at least two-thirds (2/3) in amount of allowed AMR Equity Interests that cast ballots for acceptance or rejection of the Plan vote accept the Plan. In the event that AMR Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Equity Interests in AMR Class 5 and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

**To have your vote counted, you must complete, sign, and return this Ballot so that it its received by the Voting Agent at the appropriate address listed below no later than the Voting Deadline, unless such time is extended by the Debtors. Ballots must be delivered to the Voting Agent at the appropriate address listed below:**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you hold an Equity Interest in AMR Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Check the appropriate box in Item 3;
- d. Complete and sign the IRS Form W-9 or W-8 requested in Item 4;
- e. If you are completing this Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 5. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- f. If you hold Claims against a Debtor you may receive more than one Ballot labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for such Class of Claims in accordance with the instructions on that Ballot;
- g. If more than one timely, properly completed Ballot is received, only the Ballot that bears the latest date will be counted, unless the holder of the AMR Equity Interest receives Bankruptcy Court approval to have the Ballot that bears the earliest date counted;
- h. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- i. Provide your name, mailing address, and any remaining information requested;
- j. Sign and date your Ballot; and
- k. Return your Ballot with an original signature to the Voting Agent.



**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BALLOT,  
(II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT,  
(III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN,  
OR (IV) NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED  
MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438  
(DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT  
DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT  
IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. AMR Equity Interests.** For purposes of voting to accept or reject the Plan, the undersigned certifies that as of [\_\_\_\_], 2013, the undersigned holds Equity Interests in AMR as set forth below.

<b>No. of Shares of AMR Equity:</b> [_____]
---

**Item 2. Vote on the Plan.** The undersigned holder of an AMR Class 5 Equity Interest in the amount set forth in Item 1 above hereby votes to:

**Check one box:** ☐ Accept the Plan  
☐ Reject the Plan

**Item 3. U.S. Citizenship.** The holder of the AMR Class 5 Equity Interest identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a “Citizen of the United States” as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned’s potential receipt of New Common Stock (as defined in the Plan).

**Check one box:** ☐ Yes – I am a Citizen of the United States  
☐ No – I am not a Citizen of the United States

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

**Item 4. Important Tax Information Required – Potential Withholding.** Distributions by the Reorganized Debtors and from the Disputed Claims Reserve are subject to any applicable tax withholding.

Under U.S. federal income tax law, interest and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable backup withholding rate (currently 28%). Backup withholding generally applies if the holder (a) fails to furnish its social security number or other taxpayer identification number (“**TIN**”), (b) furnishes an incorrect TIN, (c) fails properly to report interest or dividends, or (d) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a U.S. person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is timely supplied to the Internal Revenue Service (the “**IRS**”). Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, in the case of non-U.S. holders, the Disbursing Agent may be required to withhold up to 30% of the proceeds distributable to such persons and allocable to accrued and unpaid interest, depending on the circumstances (including whether the type of income is subject to a lower treaty rate). The Disbursing Agent may also place such withholding in an escrow pending a determination as to whether the withholding is required under applicable law.

To avoid unnecessary withholding, **each U.S. holder is required to properly complete and return the Substitute Form W-9 included at the end of this Ballot**, certifying that such holder is a U.S. person, that the TIN provided is correct, and that such holder is not subject to backup withholding, as per its instructions. Exempt persons should indicate their exempt status on the Substitute Form W-9 as per its instructions. **Each non-U.S. holder is required to complete and return the applicable IRS Form W-8 (W-8BEN, W-8ECI, W-8EXP or W-8IMY, as applicable)**, signed under penalties of perjury, certifying the holder’s foreign status. These forms may be obtained from the IRS website ([www.irs.gov](http://www.irs.gov)). Holders should consult their tax advisors as to any qualification for exemption from backup withholding, or a lower rate of U.S. withholding under an applicable treaty or exemption, and the procedure for obtaining such exemption.

**Tax forms must be sent to the Voting Agent, along with the completed Ballot. In order to receive a distribution from the Disbursing Agent you must provide the requested tax information so as not to forfeit your distribution. See Plan § 5.5.**

**Item 5. Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with: a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the AMR Equity Interest identified in Item 1 above and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order

approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: \_\_\_\_\_  
Social Security or Federal Tax I.D. No. of Claimant: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Name of Signatory (if different than claimant): \_\_\_\_\_  
If by Authorized Agent, Title of Agent: \_\_\_\_\_  
Street Address: \_\_\_\_\_  
City, State, Zip Code: \_\_\_\_\_  
Telephone Number: \_\_\_\_\_  
E-mail Address: \_\_\_\_\_  
Date Completed: \_\_\_\_\_

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in these chapter 11 cases; and/or
- ☐ Distributions, if any, upon your AMR Equity Interest in these chapter 11 cases

**TO BE COMPLETED BY ALL U.S. HOLDERS**

**PAYOR:**

<b>SUBSTITUTE</b>  <b>Form W-9</b>  <b>Department of the Treasury</b> <b>Internal Revenue Service</b> <b>(IRS)</b>  <b>Request for Taxpayer</b> <b>Identification Number</b> <b>(TIN) and Certification</b>	<b>Name:</b>  _____  <b>Address:</b>  _____  _____  _____	<b>Check appropriate box:</b>  Individual/Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> enter tax classification: (D = Disregarded entity, C = Corporation, P = Partnership) _____ Corporation <input type="checkbox"/> Other (specify) <input type="checkbox"/> _____ _____
	<b>PART I.</b> Please provide your taxpayer identification number in the space at right. If awaiting TIN, write "Applied For" in space at right and complete the Certificate of Awaiting Taxpayer Identification Number below.	<b>SSN or EIN:</b>  _____
	<b>PART II:</b> For Payees exempt from backup withholding, see the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" and complete as instructed therein. Exempt from Backup Withholding <input type="checkbox"/>	
	<b>PART III: CERTIFICATION</b> Under penalties of perjury, I certify that:  (1) The number shown on this form is my correct TIN (or, as indicated, I am waiting for a number to be issued to me); (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or other U.S. person (including a U.S. resident alien).  <b>Certification Instructions</b> —You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because you have failed to report all interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2).	
Signature: _____ Date: _____, 2013		

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE  
IF YOU WROTE "APPLIED FOR" IN PART I  
OF THIS SUBSTITUTE FORM W-9 CERTIFICATE**

<p align="center"><b>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</b></p> <p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide my Taxpayer Identification Number by the time of payment, 28% of all reportable payments made to me will be withheld.</p> <p>Signature: _____ Date: _____</p>
---

**NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE PLAN. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.**

**GUIDELINES FOR CERTIFICATION OF TAXPAYER  
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

**Guidelines for Determining the Proper Identification Number to Give the Payer**—Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<b>For this type of account</b>	<b>Give the SOCIAL SECURITY number of:</b>	<b>For this type of account</b>	<b>Give the EMPLOYER IDENTIFICATION number of:</b>
1. An individual	The individual	7. Disregarded entity not owned by an individual	The owner
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	8. A valid trust, estate, or pension trust	The legal entity(4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)	10. Association, club, religious, charitable, educational or other tax exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	11. Partnership or multimember LLC	The partnership
5. Sole proprietorship or disregarded entity owned by an individual	The owner(3)	12. A broker or registered nominee	The broker or nominee
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Treasury Regulation section 1.671-4(b)(2)(i)(A))	The grantor(5)	13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district or prison) that receives agricultural program payments	The public entity
		14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Treasury Regulation section 1.671-4(b)(2)(i)(B))	The trust

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) If you are an individual, you must show your individual name. You may use either your social security number or employer identification number (if you have one), but the IRS encourages you to use your social security number.
- (4) List first and circle the name of the trust, estate or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)
- (5) Grantor also must provide a Form W-9 to trustee of trust.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## **How to Obtain a TIN**

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Card, at the local office of the Social Security Administration (or the website [www.ssa.gov](http://www.ssa.gov)) and apply for a social security number, or obtain Form W-7, Application for IRS Individual Taxpayer Identification Number, or Form SS-4, Application for Employer Identification Number, at the local office of the Internal Revenue Service (“**IRS**”) (or the website [www.irs.gov](http://www.irs.gov)) and apply for an individual taxpayer identification number or employer identification number, as applicable.

**CAUTION:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## **Payees Exempt from Backup Withholding**

Payees specifically exempted from backup withholding on all payments include the following:

1. An organization exempt from tax under section 501(a) of the Internal Revenue IRC of 1986, as amended (the “**IRC**”), an individual retirement plan, or a custodial account under section 403(b)(7) of the IRC if the account satisfies the requirements of section 401(f)(2) of the IRC.
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.

12. A common trust fund operated by a bank under section 584(a) of the IRC.
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under section 664 of the IRC or described in section 4947 of the IRC.

The chart below shows three of the types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for ...	THEN the payment is exempt for...
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 5 and 7 through 13; also C corporations
Payments over \$600 required to be reported and direct sales over \$5,000	Generally, exempt recipients 1 through 7

**Exempt payees should file the Substitute Form W-9 to avoid possible erroneous backup withholding.** ENTER YOUR NAME ON THE APPROPRIATE LINE AND CHECK THE APPROPRIATE BOX FOR YOUR STATUS, THEN CHECK THE “EXEMPT FROM BACKUP WITHHOLDING” BOX, SIGN AND DATE THE FORM, AND RETURN IT TO THE PAYER. Foreign payees who are not subject to backup withholding should complete the appropriate IRS Form W-8 and return it to the payer.

### Privacy Act Notice

Section 6109 of the IRC requires most recipients of dividend, interest or other payments to give their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. It may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia and U.S. possessions to carry out their tax laws. It may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, and to federal law enforcement and intelligence agencies to combat terrorism.

Payees must provide payers with their taxpayer identification numbers whether or not they are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.



## **Penalties**

1. **Penalty for Failure to Furnish Taxpayer Identification Number** — If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding** — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **Misuse of TINs** — If the requestor discloses or uses TINs in violation of federal law, the requestor may be subject to civil and criminal penalties.

**FOR ADDITIONAL INFORMATION, CONTACT YOUR  
TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.**

**Form Beneficial Owner Ballot**

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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**BENEFICIAL OWNER BALLOT FOR ACCEPTING OR  
REJECTING SECOND AMENDED JOINT CHAPTER 11 PLAN OF  
AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**BENEFICIAL OWNER BALLOT FOR:** *[Class Description]*

**[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]**

	Debt or Equity Instruments	CUSIP, ISIN, or other identification number
1		

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, and Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
			American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]**

This Beneficial Owner Ballot is to be used for voting of Claims held by the record or beneficial owners of [*Type of Claim/Equity Interest*].

This Beneficial Owner Ballot is to be used for voting by holders of [*Type of Claim/Equity Interest*]. In order for your vote to be counted, this Beneficial Owner Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Voting Agent of all Ballots (including Beneficial Owner Ballots and Master Ballots cast on behalf of beneficial owners) is no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, TOGETHER WITH ANY MAILING AGENTS THEREOF, A “NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT BEFORE THE VOTING DEADLINE.**

This Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of [*Type of Claim/Equity Interest*].

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

This Beneficial Owner Ballot is submitted to you to solicit your vote to accept or reject the Plan. The terms of the Plan are described in the Disclosure Statement for Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Disclosure Statement**”), including all exhibits thereto. **PLEASE READ THE PLAN AND**

**THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**

Acceptance of a chapter 11 plan by a class of claims occurs when holders of at least two-thirds (2/3) in dollar amount and more than one-half (1/2) in number of the allowed claims of that class that cast ballots for acceptance or rejection of the chapter 11 plan vote to accept the plan. Acceptance of a chapter 11 plan by a class of equity interests occurs when holders of at least two-thirds (2/3) in amount of allowed interests of that class that cast ballots for acceptance or rejection of the chapter 11 plan vote accept the plan. In the event that [*Class Description*] rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Claims or Equity Interests in [*Class Description*] and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against, and Equity Interests in, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereunder, whether or not they vote and whether or not they accept the Plan.

In order for your [*Class Description*] vote to be counted, the Beneficial Owner Ballot must be properly completed, signed, and returned in the envelope provided.

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO YOUR BANK, BROKER, OR OTHER NOMINEE (EACH OF THE FOREGOING, TOGETHER WITH ANY MAILING AGENTS THEREOF, A “NOMINEE”), PLEASE ALLOW SUFFICIENT TIME FOR YOUR NOMINEE TO PROCESS YOUR VOTE ON A MASTER BALLOT AND RETURN THE MASTER BALLOT TO THE VOTING AGENT ON OR BEFORE JULY 29, 2013 AT 5:00 P.M. (EASTERN TIME) (THE “VOTING DEADLINE”), UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS.**

**IF YOU RECEIVED A RETURN ENVELOPE ADDRESSED TO THE VOTING AGENT, YOU ARE EITHER A REGISTERED HOLDER OF THE DEBTORS’ DEBT OR EQUITY INSTRUMENTS OR YOUR MASTER BALLOT AGENT HAS PRE-VALIDATED THIS BENEFICIAL OWNER BALLOT. THIS BENEFICIAL OWNER BALLOT MUST BE DELIVERED TO THE VOTING AGENT AT THE APPROPRIATE ADDRESS LISTED BELOW:**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Beneficial Owner Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

To properly complete the Beneficial Owner Ballot, you must follow the procedures described below:

- a. Make sure that the information contained in Item 1 is correct;
- b. If you have a Claim/Equity Interest in [*Class Description*], cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;
- c. Provide the information required by Item 3, if applicable to you;
- d. Check the appropriate box in Item 4;
- e. Complete and sign the IRS Form W-9 or W-8 requested in Item 5;
- f. If you are completing this Beneficial Owner Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing on the appropriate line in Item 6. By submitting the Ballot you are certifying that you have authority to so act and agree to provide documents evidencing such authority upon request (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);
- g. If you hold Claims in a Class other than [*Class Description*] or AMR Equity Interests you may receive more than one Ballot labeled for a different Class. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign, and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;
- h. If more than one timely, properly completed Beneficial Owner Ballot is received, only the Beneficial Owner Ballot that bears the latest date will be counted, unless the holder of the Claim or Equity Interest receives Bankruptcy Court approval to have the Beneficial Owner Ballot that bears the earliest date counted;
- i. If you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;
- j. Provide your name, mailing address, and any remaining information requested;
- k. Sign and date your Beneficial Owner Ballot; and
- l. Return your Beneficial Owner Ballot with an original signature using the enclosed pre-addressed return envelope.

**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE BENEFICIAL OWNER BALLOT, (II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR**

**BENEFICIAL OWNER BALLOT, (III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV) NEED ADDITIONAL COPIES OF THE BENEFICIAL OWNER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT YOUR NOMINEE OR THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Amount of [Type of Claim/Equity Interest].** The undersigned hereby certifies that as of [\_\_\_], 2013, the undersigned was the beneficial owner (or authorized signatory for a beneficial owner) or the Nominee of a beneficial owner of [Type of Claim/Equity Interest] in the following amount (insert amount in box below). If your [Type of Claim/Equity Interest] is held by a Nominee on your behalf and you do not know the amount of [Type of Claim/Equity Interest] held, please contact your Nominee immediately.

Amount of [Type of Claim/Equity Interest]:  \$[_____] or [_____] Shares
---

**Item 2. Vote on the Plan.** The beneficial owner of the [Type of Claim/Equity Interest] identified in Item 1 hereby votes to:

- Check one box:**
- ☐ Accept the Plan
- ☐ Reject the Plan

**Item 3. Certification as to [Type of Claim/Equity Interest] held in Additional Accounts.** By completing and returning this Beneficial Owner Ballot, the beneficial owner certifies that either (i) it has not submitted any other Beneficial Owner Ballots for other [Class Description] Claims held in other accounts or other record names or (ii) it has provided the information specified in the following table for all other [Type of Claim/Equity Interest] for which it has submitted additional Beneficial Owner Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED [Class Description]  
BENEFICIAL OWNER BALLOTS OTHER THAN THIS BENEFICIAL OWNER BALLOT.

Account Number with other Master Ballot Agent (if applicable)	Name of Registered Holder or Other Master Ballot Agent (if applicable)	Principal Amount of other [Type of Claim/Equity Interest] Voted	CUSIP of other [Type of Claim/Equity Interest] Voted	Name of other Debt Instrument or Equity Interest Voted

**Item 4. U.S. Citizenship.** The holder of the [Type of Claim/Equity Interest] identified in Item 1 above must check the applicable box below to indicate whether he/she/it is a "Citizen of the United States" as defined in section 40102(15) of title 49 of the United States Code, in accordance with applicable precedent of the U.S. Department of Transportation. This certification is given in connection with the undersigned's potential receipt of New Common Stock (as defined in the Plan).

- Check one box:**
- ☐ Yes – I am a Citizen of the United States



**Check one box:**

☐ Yes – I am a Citizen of the United States

☐ No – I am not a Citizen of the United States

The term “Citizen of the United States,” as defined in section 40102 of title 49 of the United States Code, means:

(A) an individual who is a citizen of the United States;

(B) a partnership each of whose partners is an individual who is a citizen of the United States; or

(C) a corporation or association organized under the laws of the United States or a State, the District of Columbia, or a territory or possession of the United States, of which the president and at least two-thirds of the board of directors and other managing officers are citizens of the United States, which is under the actual control of citizens of the United States, and in which at least 75 percent of the voting equity interest is owned or controlled by persons that are citizens of the United States.

49 U.S.C. § 40102(a)(15).

**Item 5. Important Tax Information Required – Potential Withholding.** Distributions by the Reorganized Debtors and from the Disputed Claims Reserve are subject to any applicable tax withholding.

Under U.S. federal income tax law, interest and other reportable payments may, under certain circumstances, be subject to “backup withholding” at the then applicable backup withholding rate (currently 28%). Backup withholding generally applies if the holder (a) fails to furnish its social security number or other taxpayer identification number (“**TIN**”), (b) furnishes an incorrect TIN, (c) fails properly to report interest or dividends, or (d) under certain circumstances, fails to provide a certified statement, signed under penalty of perjury, that the TIN provided is its correct number and that it is a U.S. person that is not subject to backup withholding. Backup withholding is not an additional tax but merely an advance payment, which may be refunded to the extent it results in an overpayment of tax and the appropriate information is timely supplied to the Internal Revenue Service (the “**IRS**”). Certain persons are exempt from backup withholding, including, in certain circumstances, corporations and financial institutions.

In addition, in the case of non-U.S. holders, the Disbursing Agent may be required to withhold up to 30% of the proceeds distributable to such persons and allocable to accrued and unpaid interest, depending on the circumstances (including whether the type of income is subject to a lower treaty rate). The Disbursing Agent may also place such withholding in an escrow pending a determination as to whether the withholding is required under applicable law.

To avoid unnecessary withholding, **each U.S. holder is required to properly complete and return the Substitute Form W-9 included in this package**, certifying that such holder is a U.S. person, that the TIN provided is correct, and that such holder is not subject to backup

withholding, as per its instructions. Exempt persons should indicate their exempt status on the Substitute Form W-9 as per its instructions. **Each non-U.S. holder is required to complete and return the applicable IRS Form W-8** (W-8BEN, W-8ECI, W-8EXP or W-8IMY, as applicable), signed under penalties of perjury, certifying the holder's foreign status. These forms may be obtained from the IRS website (www.irs.gov). Holders should consult their tax advisors as to any qualification for exemption from backup withholding, or a lower rate of U.S. withholding under an applicable treaty or exemption, and the procedure for obtaining such exemption.

**Tax forms must be sent to the Voting Agent. In order to receive a distribution from the Disbursing Agent you must provide the requested tax information so as not to forfeit your distribution. See Plan § 5.5.**

**Item 6. Acknowledgements and Certification.** By returning this Beneficial Owner Ballot, the Beneficial Owner of the [*Type of Claim/Equity Interest*] identified in Item 1 above acknowledges that it has been provided with a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned certifies that it (i) is the holder of the [*Type of Claim/Equity Interest*] identified in Item 1 above and (ii) has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant:	_____
Social Security or Federal Tax I.D. No. of Claimant:	_____
Signature:	_____
Name of Signatory (if different than claimant):	_____
If by Authorized Agent, Title of Agent:	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

**TO BE COMPLETED BY ALL U.S. HOLDERS**

**PAYOR:**

<b>SUBSTITUTE</b>  <b>Form W-9</b>  <b>Department of the Treasury</b> <b>Internal Revenue Service</b> <b>(IRS)</b>  <b>Request for Taxpayer</b> <b>Identification Number</b> <b>(TIN) and Certification</b>	<b>Name:</b>  _____  <b>Address:</b>  _____  _____  _____	<b>Check appropriate box:</b>  Individual/Sole Proprietor <input type="checkbox"/> Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> enter tax classification: (D = Disregarded entity, C = Corporation, P = Partnership) _____ Corporation <input type="checkbox"/> Other (specify) <input type="checkbox"/> _____ _____
	<b>PART I.</b> Please provide your taxpayer identification number in the space at right. If awaiting TIN, write "Applied For" in space at right and complete the Certificate of Awaiting Taxpayer Identification Number below.	<b>SSN or EIN:</b>  _____
	<b>PART II:</b> For Payees exempt from backup withholding, see the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" and complete as instructed therein. Exempt from Backup Withholding <input type="checkbox"/>	
	<b>PART III: CERTIFICATION</b> Under penalties of perjury, I certify that:  (1) The number shown on this form is my correct TIN (or, as indicated, I am waiting for a number to be issued to me); (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and (3) I am a U.S. citizen or other U.S. person (including a U.S. resident alien).  <b>Certification Instructions</b> —You must cross out item (2) above if you have been notified by the IRS that you are subject to backup withholding because you have failed to report all interest or dividends on your tax return. However, if after being notified by the IRS that you were subject to backup withholding you received another notification from the IRS that you are no longer subject to backup withholding, do not cross out item (2).	
Signature: _____ Date: _____, 2013		

**YOU MUST COMPLETE THE FOLLOWING CERTIFICATE  
IF YOU WROTE "APPLIED FOR" IN PART I  
OF THIS SUBSTITUTE FORM W-9 CERTIFICATE**

<p align="center"><b>CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER</b></p> <p>I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (a) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office or (b) I intend to mail or deliver an application in the near future. I understand that if I do not provide my Taxpayer Identification Number by the time of payment, 28% of all reportable payments made to me will be withheld.</p> <p>Signature: _____ Date: _____</p>
---

**NOTE: FAILURE TO COMPLETE AND RETURN THIS FORM MAY RESULT IN BACKUP WITHHOLDING OF 28% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE PLAN. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS.**

**GUIDELINES FOR CERTIFICATION OF TAXPAYER  
IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9**

**Guidelines for Determining the Proper Identification Number to Give the Payer**—Social Security numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<b>For this type of account</b>	<b>Give the SOCIAL SECURITY number of:</b>	<b>For this type of account</b>	<b>Give the EMPLOYER IDENTIFICATION number of:</b>
1. An individual	The individual	7. Disregarded entity not owned by an individual	The owner
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)	8. A valid trust, estate, or pension trust	The legal entity(4)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)	9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee(1)	10. Association, club, religious, charitable, educational or other tax exempt organization	The organization
b. So-called trust account that is not a legal or valid trust under state law	The actual owner(1)	11. Partnership or multimember LLC	The partnership
5. Sole proprietorship or disregarded entity owned by an individual	The owner(3)	12. A broker or registered nominee	The broker or nominee
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Treasury Regulation section 1.671-4(b)(2)(i)(A))	The grantor(5)	13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district or prison) that receives agricultural program payments	The public entity
		14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Treasury Regulation section 1.671-4(b)(2)(i)(B))	The trust

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a social security number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's social security number.
- (3) If you are an individual, you must show your individual name. You may use either your social security number or employer identification number (if you have one), but the IRS encourages you to use your social security number.
- (4) List first and circle the name of the trust, estate or pension trust. (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title.)
- (5) Grantor also must provide a Form W-9 to trustee of trust.

**Note:** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## **How to Obtain a TIN**

If you do not have a taxpayer identification number or you do not know your number, obtain Form SS-5, Application for a Social Security Card, at the local office of the Social Security Administration (or the website [www.ssa.gov](http://www.ssa.gov)) and apply for a social security number, or obtain Form W-7, Application for IRS Individual Taxpayer Identification Number, or Form SS-4, Application for Employer Identification Number, at the local office of the Internal Revenue Service (“**IRS**”) (or the website [www.irs.gov](http://www.irs.gov)) and apply for an individual taxpayer identification number or employer identification number, as applicable.

**CAUTION:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## **Payees Exempt from Backup Withholding**

Payees specifically exempted from backup withholding on all payments include the following:

1. An organization exempt from tax under section 501(a) of the Internal Revenue IRC of 1986, as amended (the “**IRC**”), an individual retirement plan, or a custodial account under section 403(b)(7) of the IRC if the account satisfies the requirements of section 401(f)(2) of the IRC.
2. The United States or any of its agencies or instrumentalities.
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
4. A foreign government or any of its political subdivisions, agencies or instrumentalities.
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation.
7. A foreign central bank of issue.
8. A dealer in securities or commodities required to register in the United States, the District of Columbia or a possession of the United States.
9. A futures commission merchant registered with the Commodity Futures Trading Commission.
10. A real estate investment trust.
11. An entity registered at all times during the tax year under the Investment Company Act of 1940, as amended.

12. A common trust fund operated by a bank under section 584(a) of the IRC.
13. A financial institution.
14. A middleman known in the investment community as a nominee or custodian.
15. A trust exempt from tax under section 664 of the IRC or described in section 4947 of the IRC.

The chart below shows three of the types of payments that may be exempt from backup withholding. The chart applies to the exempt recipients listed above, 1 through 15.

IF the payment is for ...	THEN the payment is exempt for...
Interest and dividend payments	All exempt recipients except for 9
Broker transactions	Exempt recipients 1 through 5 and 7 through 13; also C corporations
Payments over \$600 required to be reported and direct sales over \$5,000	Generally, exempt recipients 1 through 7

**Exempt payees should file the Substitute Form W-9 to avoid possible erroneous backup withholding.** ENTER YOUR NAME ON THE APPROPRIATE LINE AND CHECK THE APPROPRIATE BOX FOR YOUR STATUS, THEN CHECK THE “EXEMPT FROM BACKUP WITHHOLDING” BOX, SIGN AND DATE THE FORM, AND RETURN IT TO THE PAYER. Foreign payees who are not subject to backup withholding should complete the appropriate IRS Form W-8 and return it to the payer.

### Privacy Act Notice

Section 6109 of the IRC requires most recipients of dividend, interest or other payments to give their correct taxpayer identification numbers to payers who must report the payments to the IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of tax returns. It may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states, the District of Columbia and U.S. possessions to carry out their tax laws. It may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal nontax criminal laws, and to federal law enforcement and intelligence agencies to combat terrorism.

Payees must provide payers with their taxpayer identification numbers whether or not they are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividend and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

## **Penalties**

1. **Penalty for Failure to Furnish Taxpayer Identification Number** — If you fail to furnish your correct taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding** — If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information** — Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.
4. **Misuse of TINs** — If the requestor discloses or uses TINs in violation of federal law, the requestor may be subject to civil and criminal penalties.

**FOR ADDITIONAL INFORMATION, CONTACT YOUR  
TAX CONSULTANT OR THE INTERNAL REVENUE SERVICE.**

**Form Master Ballot**



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

-----X	
In re	: Chapter 11 Case No.
	:
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**MASTER BALLOT FOR ACCEPTING OR REJECTING SECOND AMENDED JOINT  
CHAPTER 11 PLAN OF AMR CORPORATION AND ITS AFFILIATED DEBTORS**

**MASTER BALLOT FOR: [Class Description]**

**[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]**

	Debt or Equity Instruments	CUSIP, ISIN, or other identification number
1		

AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified below, are soliciting votes with respect to the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), from the holders of certain impaired Claims against, or Equity Interests in, the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call GCG, Inc. (the “**Voting Agent**”) at 1-888-285-9438 (domestic toll-free) or 1-440-389-7498 (international). **THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**[ONLY FOR AMR CLASSES 3 AND 5 & AMERICAN CLASSES 4 AND 5]**

This Master Ballot is to be used by you as a broker, bank, or other nominee; or as the agent of a broker, bank, or other nominee (each of the foregoing, together with any mailing agents thereof, a “**Voting Nominee**”); or as the proxy holder of a Voting Nominee or beneficial owner for the [Type of Claim/Equity Interest], to transmit to the Voting Agent the votes of such beneficial holders in respect of their [Type of Claim/Equity Interest] to accept or reject the Plan.

This Master Ballot must be properly completed, signed, and returned in the envelope provided. **The deadline for the receipt by the Voting Agent of all Ballots (including Master Ballots cast on behalf of beneficial owners and Beneficial Owner Ballots) is no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “Voting Deadline”), unless such time is extended by the Debtors.**

This Master Ballot is solely for purposes of voting to accept or reject the Plan and not for the purpose of allowance or disallowance of or distribution on account of [Type of Claim/Equity Interest].

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

**VOTING DEADLINE/VOTING AGENT:**

**To have the votes reflected on this Master Ballot counted, this Master Ballot must be completed, signed, and returned to the Voting Agent so that it is actually received no later than the Voting Deadline, unless such time is extended by the Debtors. Master Ballots must be delivered to the Voting Agent at the appropriate address listed below:**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

**Master Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.**

## **HOW TO VOTE:**

If you are both the registered owner and the beneficial owner of any principal amount of the [*Type of Claim/Equity Interest*] and you wish to vote any [*Type of Claim/Equity Interest*] held on account thereof, you may complete, sign, and return to the Voting Agent either an individual Beneficial Owner Ballot or a Master Ballot.

**If you are transmitting the votes of any beneficial owners of [*Type of Claim/Equity Interest*] other than yourself, you may either:**

2. “Prevalidate” the individual Beneficial Owner Ballot contained in the solicitation materials and then forward the solicitation materials to the beneficial owner of the [*Type of Claim/Equity Interest*] for voting within five Business Days after the receipt by such Voting Nominee of the solicitation materials, along with clear instructions stating that beneficial owners must return their pre-validated Beneficial Owner Ballots directly to the Voting Agent so that they are actually received by the Voting Agent on or before the Voting Deadline. The beneficial owner will then return the individual Beneficial Owner Ballot directly to the Voting Agent in the return envelope provided in the solicitation materials, which must be addressed to: GCG, Inc., P.O. Box 9852, Dublin, OH 43017-5752, Attn: AMR Corp. Balloting Center. A Voting Nominee “prevalidates” a Beneficial Owner Ballot by indicating thereon the record holder of the [*Type of Claim/Equity Interest*] voted, the amount of the [*Type of Claim/Equity Interest*] held by the beneficial owner, the appropriate account numbers through which the beneficial owner’s holdings are derived, and executing the Beneficial Owner Ballot. The beneficial owner shall return the “prevalidated” Beneficial Owner Ballot directly to the Voting Agent;

OR

3. Within five Business Days after the receipt by such Voting Nominee of the solicitation materials, forward the solicitation materials to the beneficial owner of the [*Type of Claim/Equity Interest*] for voting along with a return envelope provided by and addressed to the Voting Nominee, with the beneficial owner then returning the individual Beneficial Owner Ballot to the Voting Nominee. In such case, the Voting Nominee will tabulate the votes of its respective beneficial owners on the Master Ballot that has been provided to the Voting Nominee separately, in accordance with these instructions, and then return the Master Ballot to the Voting Agent. The Voting Nominee should advise the beneficial owners to return their individual Beneficial Owner Ballots to the Voting Nominee by a

date calculated by the Voting Nominee to allow it to prepare and return the Master Ballot to the Voting Agent so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline.

With respect to all Beneficial Owner Ballots returned to you, you must properly complete the Master Ballot, as follows:

- a. Check the appropriate box in Item 1 on the Master Ballot;
- b. Provide the information requested in Item 2 of the Master Ballot, as transmitted to you by the beneficial owners of the [*Type of Claim/Equity Interest*]. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number). **IMPORTANT: EACH BENEFICIAL OWNER MUST VOTE ALL OF ITS [*Type of Claim/Equity Interest*] EITHER TO ACCEPT OR REJECT THE PLAN, AND MAY NOT SPLIT SUCH VOTE. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE VOTING AGENT IMMEDIATELY.** Any Beneficial Owner Ballot that is signed, dated, and timely received, but does not indicate acceptance or rejection of the Plan, or indicates both an acceptance and rejection of the Plan, by order of the Bankruptcy Court, will not be counted;
- c. Please note that Item 3 of the Master Ballot requests that you transcribe the information provided by each beneficial owner in Item 3 of each completed Beneficial Owner Ballot relating to other [*Type of Claim/Equity Interest*] voted;
- d. Review the certification in Item 4 of the Master Ballot;
- e. Sign and date the Master Ballot, and provide the remaining information requested;
- f. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- g. Contact the Voting Agent if you need any additional information; and
- h. Deliver the completed, executed Master Ballot with an original signature so as to be received by the Voting Agent before the Voting Deadline. For each completed, executed Beneficial Owner Ballot returned to you by a beneficial owner, either forward such Beneficial Owner Ballot (along with your Master Ballot) to the Voting Agent or retain such Beneficial Owner Ballot in your files for one year from the Voting Deadline and produce the same upon the written request of the Debtors, the Reorganized Debtors, or their respective counsel.

**PLEASE NOTE:**

**The Master Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.** At this time, holders should not surrender certificates representing their securities. Neither the Debtors nor the Voting Agent will accept delivery of any such certificates surrendered together with the Master Ballot.

No Beneficial Owner Ballot or Master Ballot shall constitute or be deemed a proof of Claim or Equity Interest or an assertion of a Claim or Equity Interest.

No fees, commissions, or other remuneration will be payable to any Voting Nominee for soliciting votes on the Plan. The Debtors will, however, reimburse you for reasonable, documented, actual costs and expenses incurred by you in forwarding the Beneficial Owner Ballots and other enclosed materials to the beneficial owners of [*Type of Claim/Equity Interest*] held by you as a Voting Nominee or in a fiduciary capacity and in tabulating the Beneficial Owner Ballots.

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF THE DEBTORS OR THE VOTING AGENT WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.**

**IF YOU (I) HAVE ANY QUESTIONS REGARDING THE MASTER BALLOT, (II) DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR MASTER BALLOT, (III) DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR (IV) NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT AT 1-888-285-9438 (DOMESTIC TOLL-FREE) OR 1-440-389-7498 (INTERNATIONAL). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

**PLEASE COMPLETE THE FOLLOWING:**

**Item 1. Certification of Authority to Vote.** The undersigned certifies that as of [\_\_\_\_], 2013, (the “**Voting Record Date**”), the undersigned (please check appropriate box):

- ☐ Is a broker, bank, or other nominee for the beneficial owners of the aggregate principal amount of the [Type of Claim/Equity Interest] listed in Item 2 below, and is the registered holder of such securities; or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee, or a beneficial owner that is the registered holder of the aggregate principal amount of [Type of Claim/Equity Interest] listed in Item 2 below; or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee, or a beneficial owner, that is the registered holder of the aggregate principal amount of [Type of Claim/Equity Interest] listed in Item 2 below;

and accordingly, has full power and authority to vote to accept or reject the Plan, on behalf of the [Type of Claim/Equity Interest] held by the beneficial owners of the [Type of Claim/Equity Interest] described in Item 2.

**Item 2. Vote.** The undersigned transmits the following votes of beneficial owners in respect of their [Type of Claim/Equity Interest], and certifies that the following beneficial owners of the [Type of Claim/Equity Interest], as identified by their respective customer account numbers set forth below, of the [Type of Claim/Equity Interest] indicated below in the document footer are beneficial owners of such securities as of the Voting Record Date, and have delivered to the undersigned, as Voting Nominee, Beneficial Owner Ballots casting such votes. Indicate in the appropriate column the aggregate principal amount voted for each account, or attach such information to this Master Ballot in the form of the following table. Please note each beneficial owner must vote all of its [Type of Claim/Equity Interest] to accept or to reject the Plan and may not split such vote or vote to both accept and reject the Plan.

Your Customer Account Number for Each Beneficial Owner of Voting [Type of Claim/Equity Interest]	CUSIP of Other [Type of Claim/Equity Interest] Voted	Principal Amount of [Type of Claim/Equity Interest] Voted to ACCEPT or REJECT Plan [Indicate if \$ or shares]*		Check Column if Beneficial Owner Indicated U.S. Citizenship
		ACCEPT	REJECT	
1.				
TOTALS:				

\* In order to vote on the Plan, the beneficial owner must check one box in Item 2 to either ACCEPT or REJECT the Plan on its individual Beneficial Owner Ballot. If the beneficial owner did not check a box to either ACCEPT or REJECT the Plan, or checked the box to ACCEPT the Plan and the box to REJECT the Plan, by order of the Bankruptcy Court the beneficial owner’s vote will not be counted.

**Item 3. Certification as to Transcription of Information from Item 3 as to [Type of Claim/Equity Interest] Voted Through Other Beneficial Owner Ballots.** The undersigned certifies that the undersigned has transcribed in the following table the information, if any, provided by beneficial owners in Item 3 of the beneficial owner's original Beneficial Owner Ballot, identifying any [Type of Claim/Equity Interest] that such beneficial owners have submitted other Beneficial Owner Ballots other than to the undersigned:

YOUR Customer Account Number for Each Beneficial Owner Who Completed Item 3 of the Beneficial Owner Ballots	TRANSCRIBE FROM ITEM 3 OF THE BENEFICIAL OWNER BALLOTS:			
	Account Number with other Master Ballot Agent (if applicable)	Name of Registered Holder or Other Master Ballot Agent (if applicable)	CUSIP of Other [Type of Claim/Equity Interest] Voted	Name of Other Debt or Equity Instrument Voted
1.				

**Item 4. Certification.** By signing this Master Ballot, the undersigned certifies that each beneficial owner of the [Type of Claim/Equity Interest] listed in Item 2 above has been provided with a copy of the Disclosure Statement, including the Plan and all other exhibits thereto; a Confirmation Hearing Notice; a copy of the Order approving the Disclosure Statement without exhibits; and copies of a letter or letters recommending approval of the Plan. The undersigned further acknowledges that (i) each beneficial owner for whom you are acting as a Voting Nominee, or have included in Item 3 above, has submitted to you a Beneficial Owner Ballot with a completed IRS Form W-9 or W-8 and (ii) the Debtors' solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the Order approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Name of Voting Nominee:

\_\_\_\_\_  
(Print or Type)

Participant Number: \_\_\_\_\_

Name of Proxy Holder or Agent for Voting Nominee (if applicable):

\_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.:

Signature: \_\_\_\_\_

By: \_\_\_\_\_

(If Appropriate)

Title: \_\_\_\_\_  
(If Appropriate)

Street Address: \_\_\_\_\_

City, State, Zip Code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_  
(Including Area Code)

E-mail Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_



**EXHIBIT B**

**NOTICE OF NON-VOTING STATUS**

**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 NON-VOTING STATUS TO UNIMPAIRED CLASSES<sup>1</sup>**

PLEASE TAKE NOTICE THAT on [\_\_\_\_], 2013, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement for Debtors' Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the "**Disclosure Statement**") filed by AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the "**Debtors**"), for use by the Debtors in soliciting acceptances or rejections of the Debtors' Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the "**Plan**"), from holders of impaired claims and equity interests who are (or may be) entitled to receive distributions under the Plan.

**UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST, OR EQUITY INTEREST(S) IN, THE DEBTORS ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11, UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR EQUITY INTEREST(S), OR TO REQUEST A COPY OF THE PLAN AND DISCLOSURE STATEMENT, CONTACT THE DEBTORS' VOTING AGENT, GCG, INC., AT THE ADDRESS BELOW, OR BY TELEPHONE AT 1-888-285-9438 (DOMESTIC) OR 1-440-389-7498 (INTERNATIONAL). THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

<b>If by overnight or hand delivery:</b>	<b>If by standard mailing:</b>
AMR Corporation, <i>et al.</i> c/o GCG 5151 Blazer Parkway, Suite A Dublin, OH 43017	AMR Corporation, <i>et al.</i> c/o GCG P.O. Box 9852 Dublin, OH 43017-5752

<sup>1</sup> The Unimpaired Classes under the Plan are AMR Class 1 (AMR Secured Claims), AMR Class 2 (AMR Priority Non-Tax Claims), AMR Class 6 (AMR Other Equity Interests), American Class 1 (American Secured Aircraft Claims), American Class 2 (American Other Secured Claims), American Class 3 (American Priority Non-Tax Claims), American Class 8 (American Equity Interests), Eagle Class 1 (Eagle Secured Claims), Eagle Class 2 (Eagle Priority Non-Tax Claims), and Eagle Class 5 (Eagle Equity Interests).

**EXHIBIT C**

**CONFIRMATION HEARING NOTICE**

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

-----X	
In re	: Chapter 11 Case No.
AMR CORPORATION, <i>et al.</i> ,	: 11-15463 (SHL)
Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT;  
(II) ESTABLISHMENT OF RECORD DATE; (III) HEARING ON CONFIRMATION  
OF THE PLAN AND PROCEDURES FOR OBJECTING TO CONFIRMATION  
OF THE PLAN; AND (IV) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

**TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:**

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtors in the Past 8 Years
AMR Corporation	11-15463	75-1825172	AMR
American Airlines, Inc.	11-15464	13-1502798	American Airlines
AMR Eagle Holding Corporation	11-15465	75-2196520	American Eagle Airlines
Americas Ground Services, Inc.	11-15466	75-2491387	
PMA Investment Subsidiary, Inc.	11-15467	75-2828617	
SC Investment, Inc.	11-15468	75-2742622	
American Eagle Airlines, Inc.	11-15469	38-2036404	American Eagle
Executive Airlines, Inc.	11-15470	66-0433166	Executive Airlines American Eagle
Executive Ground Services, Inc.	11-15471	27-4061679	
Eagle Aviation Services, Inc.	11-15472	75-2533043	
Admirals Club, Inc.	11-15473	75-1698690	Admirals Club
Business Express Airlines, Inc.	11-15474	N/A	
Reno Air, Inc.	11-15475	N/A	
AA Real Estate Holding GP LLC	11-15476	20-1168033	
AA Real Estate Holding L.P.	11-15477	76-0735325	
American Airlines Marketing Services LLC	11-15478	76-0800265	
American Airlines Vacations LLC	11-15479	75-2968253	AAV Tours LLC American Airlines Vacations
American Aviation Supply LLC	11-15480	20-1648730	
American Airlines IP Licensing Holding, LLC	11-15481	N/A	
American Airlines Realty (NYC) Holdings, Inc.	11-15462	47-0899347	

**PLEASE TAKE NOTICE** that:

1. **Approval of Disclosure Statement.** By order dated [\_\_\_\_], 2013 (ECF No. [\_\_\_\_]) (the “**Order**”), the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved the Disclosure Statement for the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Disclosure Statement**”) filed by AMR Corporation and its affiliated debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), each of which is identified above. The Bankruptcy Court directed the Debtors to solicit votes with regard to the approval or rejection of the Debtors’ Second Amended Joint Chapter 11 Plan, dated June 5, 2013 (as it may be amended, the “**Plan**”), annexed as **Exhibit “A”** to the Disclosure Statement. Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.
2. **Confirmation Hearing.** A hearing (the “**Confirmation Hearing**”) to consider the confirmation of the Plan will be held at **10:00 a.m. (Eastern Time) on August 15, 2013**, 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, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Bankruptcy Court, and the Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.
3. **Record Date for Voting Purposes.** Only parties who are eligible to vote and hold (i) Claims against, or AMR Equity Interests in, the Debtors based on the Debtors’ publicly traded debt and/or equity securities as of May 1, 2013 or (ii) Claims against the Debtors as of May 23, 2013 that are not based on the Debtors’ publicly traded debt and/or equity securities, in each case, are entitled to vote on the Plan.
4. **Voting Deadline.** All votes to accept or reject the Plan must be actually received by the Debtors’ voting agent, GCG, Inc. (“**GCG**”), by no later than July 29, 2013 at 5:00 p.m. (Eastern Time) (the “**Voting Deadline**”). Any failure to follow the voting instructions included with your ballot may disqualify your ballot and your vote.
5. **Parties in Interest Not Entitled to Vote.** The following holders of Claims and Equity Interests are not entitled to vote on the Plan: (i) holders of unimpaired Claims or Equity Interests or (ii) holders of Claims that are the subject of filed objections or requests for estimation. If you have timely filed a proof of Claim and disagree with the Debtors’ classification of, objection to, or request for estimation of, your Claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors at the address set forth below and file with the Bankruptcy Court (with a copy to chambers) a motion (a “**Rule 3018(a) Motion**”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) temporarily allowing such Claim in a different amount or in a different Class for purposes of voting to accept or reject the Plan.
6. All Rule 3018(a) Motions must be filed on or before the tenth (10th) day after the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such Claim. In accordance with Bankruptcy Rule 3018, as to any party filing a Rule 3018(a) Motion, such party’s ballot will not be counted except as may be otherwise ordered by the Bankruptcy Court at least six (6) days prior to the Voting Deadline or as the Bankruptcy Court may direct. Parties may contact GCG at 1-888-285-9438 (domestic) or 1-440-389-7498 (international) to receive an appropriate ballot for any Claim for which a proof of Claim has been timely filed and a Rule

3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

7. **Objections to Confirmation.** Responses and objections, if any, to confirmation of the Plan must:

- (a) Be in writing;
- (b) State the name and address of the objecting party and the amount and nature of the Claim or Equity Interest of such party;
- (c) Conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court;
- (d) State with particularity the basis and nature of any objection to confirmation of the Plan;
- (e) Be filed with the Bankruptcy Court either (i) *electronically* or (ii) *conventionally*, as noted below:
  - (i) *Electronic Filing*: the filer must be an attorney in possession of passwords and logins to both PACER and the Bankruptcy Court's Electronic Case Filing System; electronic filing must be in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>); or
  - (ii) *Conventional Filing*: the filer must send the response or objection by mail, courier, or messenger to the Bankruptcy Court's clerk at the following address: United States Bankruptcy Court, One Bowling Green, New York, NY 10004; the hard copy of the response or objection should be accompanied by a 3.5 inch disk containing the response or objection in text-searchable portable document format (PDF);

[NOTE: *All filers* – those filing electronically as well as those filing conventionally – must provide Bankruptcy Court Chambers with a separate hard copy of the response or objection; any proposed order should be accompanied by a 3.5 inch disk containing the response or objection in text-searchable portable document format (PDF)]; and

- (f) Be served in accordance with General Order M-399 so as to be received no later than **July 30, 2013 at 4:00 p.m. (Eastern Time)**, and on the following parties:
  - (i) The Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Koorennny, Esq.);
  - (ii) The attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Stephen Karotkin, Esq. and Alfredo R. Pérez, 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 the Ad Hoc Committee of AMR Corporation Creditors, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Gerard Uzzi, Esq. and Eric K. Stodola, Esq.)

**IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND MAY NOT BE HEARD AT THE HEARING. THE DEBTORS, THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, AND THE AD HOC COMMITTEE OF AMR CORPORATION CREDITORS MAY SERVE REPLIES TO SUCH RESPONSES OR OBJECTIONS BY NO LATER THAN AUGUST 8, 2013 AT 12:00 NOON (EASTERN TIME).**

8. **Parties Who Will Not Be Treated as Creditors.** Any holder of a Claim that (i) is scheduled in the Debtors' schedules of assets and liabilities at \$0.00, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of Claim or a proof of Claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of Claim or a proof of Claim deemed timely filed with the Bankruptcy Court pursuant to either the Bankruptcy Code or any order of the Bankruptcy Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such Claim for purposes of voting on the Plan.

9. **Executory Contracts and Unexpired Leases.** All executory contracts and unexpired leases to which any of the Debtors are parties shall be deemed rejected as of the Effective Date, except for those executory contracts or unexpired leases: (i) that have been assumed or rejected pursuant to a Bankruptcy Court order entered prior to the Effective Date, (ii) that are the subject of a separate motion to assume or reject pending on the date the Clerk of the Bankruptcy Court enters an order confirming the Plan, (iii) that are assumed, rejected, or otherwise treated pursuant to Sections 8.3, 8.4, or 8.5 of the Plan, (iv) that are listed on Schedule 8.1 of the Plan Supplement, which represents the Debtors' then good-faith belief regarding the intended treatment of executory contracts and unexpired leases, or (v) as to which a Treatment Objection has been filed and served by the Treatment Objection Deadline (each as defined in the Plan). The Debtors shall file an initial version of Schedule 8.1 of the Plan Supplement, and any amendments thereto, with the Bankruptcy Court and shall serve all applicable notices thereof on the appropriate parties no later than ten (10) days prior to the Voting Deadline.

10. **AMR Trading Order.** In accordance with the Revised Final Order Pursuant to 11 U.S.C. §§ 105(a) and 362 Establishing Notification Procedures for Substantial Claimholders and Equity Securities Holders and Approving Restrictions on Certain Transfers of Interests in the Debtors' Estates, dated April 11, 2013 (ECF No. 7591) (the "**AMR Trading Order**"), holders of unsecured Claims in excess of a specified amount set forth in Section III.F.6 of the Disclosure Statement must file a "Notice of Substantial Claim Ownership" by July 8, 2013, irrespective of whether a holder has previously filed a Notice of Substantial Claim Ownership. A Notice of Substantial Claim Ownership must reflect a holder's beneficial ownership of unsecured Claims as of July 1, 2013. The AMR Trading Order, and the level of ownership for which a Notice of Substantial Claim Ownership is required to be filed, is discussed more fully in Section III.F.6 of the Disclosure Statement.

11. **Additional Information.** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact the Debtors' voting agent, GCG, at 1-888-285-9438 (domestic) or 1-440-389-7498 (international), or may view such documents by accessing the Debtors' website: [www.amrcaseinfo.com](http://www.amrcaseinfo.com) or the Bankruptcy Court's website: <http://nysb.uscourts.gov>. As previously noted above, a PACER ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) password and login are needed to access documents on the Bankruptcy Court's website (<http://nysb.uscourts.gov>). **GCG IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**

Dated: New York, New York  
[\_\_\_\_], 2013

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession



**EXHIBIT D**

**AIRCRAFT SOLICITATION PROCEDURES**

## AIRCRAFT SOLICITATION PROCEDURES

- a. With respect to Aircraft Claims relating to public debt aircraft financings (including those involving the public issuance of pass-through certificates):
  1. The Debtors propose to deliver, or cause to be delivered, on behalf of each Aircraft Trustee serving in such capacity in each such financing (each such Aircraft Trustee, a **"Public Debt Aircraft Trustee"**), copies of the Notice Package and a certificateholder letter of instruction to be in a form reasonably acceptable to the Public Debt Aircraft Trustees (the **"Certificateholder Instruction"**) to the holders of certificates in the tranche or tranches of certificates entitled, in accordance with the provisions of the underlying aircraft financing documents, to direct and instruct such Public Debt Aircraft Trustee in connection with the Aircraft Claims (the **"Controlling Certificateholders"**), on whose behalf the Public Debt Aircraft Trustee shall be executing, completing, and delivering a Ballot. Any Certificateholder Instruction executed and completed by a Controlling Certificateholder shall be returned to the applicable Public Debt Aircraft Trustee, as provided in such Certificateholder Instruction.
  2. Each Public Debt Aircraft Trustee shall provide the Debtors with a list of the record holders and the CUSIP numbers (if any) of those certificates that are held by the Controlling Certificateholders. The Debtors shall rely exclusively on such information in distributing solicitation materials to such holders of certificates reflected in the records maintained by The Depository Trust Company (**"DTC"**) for each CUSIP number as of the record date (each such holder, a **"DTC Holder"**) and shall have no responsibility to distribute a Notice Package, Certificateholder Instruction, or any other solicitation materials to any holder of any beneficial interest in any certificates held by any DTC Holder, or to any holder of any beneficial interest in any certificates held of record by a record holder identified by a Public Debt Aircraft Trustee that is neither DTC nor a nominee of DTC (each such holder, a **"Non-DTC Holder"**); *provided, however*, that, to the extent that any such DTC Holder or any such Non-DTC Holder is a broker, bank, dealer, or other agent or nominee (each, an **"Aircraft Voting Nominee"**), (A) such Aircraft Voting Nominee shall seek the necessary instruction from any holder of any beneficial interest in the certificates held by such Aircraft Voting Nominee, (B) each Aircraft Voting Nominee shall be entitled to receive an appropriate number of Certificateholder Instructions and a reasonably sufficient number of Notice Packages to distribute to such beneficial interest holders, and (C) the Debtors shall be responsible for each such Aircraft Voting Nominee's reasonable and customary out-of-pocket expenses associated with (1) distribution of the Notice Packages and Certificateholder Instructions to the relevant beneficial interest holders, and (2) completion and return of

the Certificateholder Instructions to the applicable Public Debt Aircraft Trustee, if requested.

3. Each Public Debt Aircraft Trustee shall facilitate the procurement of the relevant participant listings from DTC, if necessary. Upon request, GCG shall assist a Public Debt Aircraft Trustee to obtain a list of recordholders from DTC.
4. If requested (and provided with appropriate information) by any Public Debt Aircraft Trustee, the Debtors shall cause GCG to reasonably cooperate with the Public Debt Aircraft Trustee in tallying the Certificateholder Instructions. Each Public Debt Aircraft Trustee shall be authorized to determine whether a binding instruction has been given by the applicable Controlling Certificateholders pursuant to the provisions set forth in the respective underlying aircraft financing documents, and if it should so determine, such Public Debt Aircraft Trustee shall be authorized to cast a Ballot on behalf of the applicable public debt aircraft transaction either accepting or rejecting the Plan and to submit such Ballot to GCG by the Voting Deadline.

b. With respect to Aircraft Claims relating to private debt aircraft financings:

1. Upon the request of an Aircraft Trustee serving in such capacity in each such financing (each such Aircraft Trustee, a **“Private Debt Aircraft Trustee”**), the Debtors propose to deliver, or cause to be delivered, to such Private Debt Aircraft Trustee sufficient copies of the Notice Package and any letter of instruction (the **“Private Aircraft Instruction”**) for delivery by the Private Debt Aircraft Trustee to the applicable holders of record as determined by the register for the applicable private debt aircraft financing as of the record date of private debt aircraft certificates (the **“Private Debt Aircraft Certificateholder,”** and together with the Controlling Certificateholders, the **“Aircraft Certificateholders”**).
2. Each Private Debt Aircraft Trustee shall be instructed to transmit the Notice Packages and the Private Aircraft Instruction to each Private Debt Aircraft Certificateholder; *provided, however*, that upon the written request of a Private Debt Aircraft Trustee, the Debtors shall deliver or cause to be delivered Notice Packages and Private Aircraft Instructions directly to those Private Debt Aircraft Certificateholders whose names and last known addresses are listed in the written request.
3. Each Private Debt Aircraft Certificateholder wishing to instruct the applicable Private Debt Aircraft Trustee regarding the casting of a Ballot must complete and return the Private Aircraft Instruction to the applicable Private Debt Aircraft Trustee. Each Private Debt Aircraft Trustee shall be further authorized to determine whether a binding instrument has been

given by the requisite Private Debt Aircraft Certificateholders pursuant to the provisions of the respective underlying aircraft financing documents, and if it should so determine, such Private Debt Aircraft Trustee shall be authorized to cast a Ballot on behalf of the applicable private debt aircraft transaction either accepting or rejecting the Plan and to submit such Ballot to GCG by the Voting Deadline.

- c. Each Aircraft Trustee shall be entitled to rely on the applicable indenture and/or other governing documents of the relevant aircraft financing transaction in determining the direction to be provided by the Aircraft Certificateholders regarding execution, completion, and delivery of the relevant Ballot by the Aircraft Trustee to GCG by the Voting Deadline. If so directed by the relevant Aircraft Certificateholders, each such Aircraft Trustee shall be entitled to vote the full amounts of the relevant Aircraft Claims held by such Aircraft Trustee on behalf of the Aircraft Certificateholders either accepting or rejecting the Plan. To the extent that the applicable indenture and/or other governing documents so provide, an Aircraft Trustee shall be entitled to vote the relevant Aircraft Claims in accordance with the percentage of instructions received.