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

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

**STATEMENT OF THE AD HOC COMMITTEE OF AMR CORPORATION
CREDITORS IN SUPPORT OF DEBTORS' MOTION FOR AN ORDER (I)
APPROVING DISCLOSURE STATEMENT; (II) ESTABLISHING A RECORD DATE;
(III) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR
CONFIRMATION OF THE PLAN; (IV) APPROVING SOLICITATION PACKAGES
AND PROCEDURES FOR DISTRIBUTION THEREOF; (V) APPROVING THE
FORMS OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING
ON THE PLAN; AND (VI) APPROVING THE FORM OF NOTICE
TO NON-VOTING CLASSES UNDER THE PLAN**

TO THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:

The Ad Hoc Committee of AMR Corporation Creditors (the "Ad Hoc Committee"), by and through its undersigned counsel, hereby files this statement in support of the Debtors' Motion for an Order (I) Approving Disclosure Statement; (II) Establishing a Record Date; (III) Establishing Notice and Objection Procedures for Confirmation of the Plan; (IV) Approving Solicitation Packages and Procedures for Distribution Thereof; (V) Approving the Forms of Ballots and Establishing Procedures for Voting on the Plan; and (VI) Approving the Form of Notice to Non-Voting Classes Under the Plan [Docket No. 7633] (the "Motion"). In support of the Motion, the Ad Hoc Committee respectfully represents as follows:

STATEMENT

1. Since April 2012, the Ad Hoc Committee has worked with the Debtors and the UCC to bring an efficient resolution to these cases that will also maximize the value of the Debtors' estates.¹ As a result of the efforts of each of these parties and their professionals, the Plan provides for distributions to general unsecured creditors consisting of equity in the new parent company of the merged airline that, if based on current equity trading prices, would satisfy such creditors' claims in full. In addition, the Plan provides for a guaranteed distribution of 3.5% of the common stock of the new parent company to holders of prepetition equity interests in AMR, with the potential for such equity holders to receive significantly more value based on post-emergence market-based tests. The Plan further provides for the settlement of a number of inter-Debtor and intercreditor issues, as well as valuation. Absent such settlement, it is possible that litigation could substantially delay distributions and jeopardize the merger.

2. Notably, notwithstanding that the Plan provides for the reorganization (and merger) of one of the world's largest airlines, with billions of dollars of outstanding prepetition debt and hundreds of millions of publicly traded shares of prepetition common stock, only twelve responses to the Motion were filed. The Ad Hoc Committee believes the Disclosure Statement, as revised, contains adequate information and should be approved.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Dated: May 31, 2013
New York, New York

By: /s/ Gerard Uzzi
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