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

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In re: :
: Chapter 11 Case No. 11-15463 (SHL)
AMR CORPORATION, *et al.* :
: (Jointly Administered)
Debtors. :
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**LIMITED RESPONSE AND JOINDER OF
BANK OF NEW YORK MELLON TO (I) DEBTORS’ OMNIBUS REPLY TO
OBJECTIONS TO THE DISCLOSURE STATEMENT FOR DEBTORS’ JOINT
CHAPTER 11 PLAN AND RELATED SOLICITATION PROCEDURES
AND (II) JOINDER TO DEBTORS’ RESPONSE AND STATEMENT OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

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

Bank of New York Mellon (“BNY” or the “Trustee”), by its undersigned counsel,
hereby submits this Limited Response to the objection of the United States Trustee (the
“UST”) to the motion of AMR Corporation and its affiliated debtors (collectively, the
“Debtors”) to the disclosure statement filed in connection with the Debtors’ Joint Chapter 11
Plan (the “UST Objection”) [Dkt. No. 8308] and Joinder to the (i) Debtors’ Omnibus Reply
to Objections to the Disclosure Statement for Debtors’ Joint Chapter 11 Plan and Related
Solicitation Procedures (the “Debtors’ Omnibus Reply”) [Dkt. No. 8485], and (ii) the Joinder
to the Debtors’ Response and Statement of the Official Committee of Unsecured Creditors
(A) In Support of Debtors’ Disclosure Statement Approval Motion and Support and

Settlement Agreement Approval Motion and (B) In Response to Limited Objections and Reservations of Rights to Disclosure Statement Approval Motion (the "Committee Joinder")

[Dkt. No. 8502]. BNY respectfully represents as follows:

1. BNY acts as the trustee under the following indentures:

(i) Supplemental Indenture No. 2, dated as of September 15, 1986, Series of 9% Debentures due September 15, 2016 (the "9.0% Indenture"), among AMR Corporation, as issuer, and Commerce Union Bank, as trustee, pursuant to which \$60,943,156.00 was outstanding as of November 29, 2011 (CUSIP no. 001765AC0);

(ii) Supplemental Indenture No. 6, dated as of June 15, 1990, Series of 9.88% Debentures due June 15, 2020 (the "9.88% Indenture"), among AMR Corporation, as issuer, and Sovran Bank/Central South (f/k/a Commerce Union Bank), as trustee, pursuant to which \$7,889,000.00 was outstanding as of November 29, 2011 (CUSIP no. 001765AG1);

(iii) Supplemental Indenture No. 4, dated as of March 1, 1990, Series of 10.20% Debentures due March 15, 2020 (the "10.20% Indenture"), among AMR Corporation, as issuer, and Sovran Bank/Central South (f/k/a Commerce Union Bank), as trustee, pursuant to which \$17,525,500.00 was outstanding as of November 29, 2011 (CUSIP no. 001765AE6);

(iv) Supplemental Indenture No. 8, dated as of September 28, 1990, Series of Medium Term Notes, Series B 10.29% due 2021 (the "10.29% Indenture"), among AMR Corporation, as issuer, and Sovran Bank/Central South (f/k/a Commerce Union Bank), as trustee, pursuant to which \$2,365,000.00 was outstanding as of November 29, 2011 (CUSIP no. 00176LCF6); and

(v) Supplemental Indenture No. 8, dated as of September 28, 1990, Series of Medium Term Notes, Series B 10.55% due 2021 (the "10.55% Indenture"), among AMR Corporation, as issuer, and Sovran Bank/Central South (f/k/a Commerce Union Bank), as trustee, pursuant to which \$3,725,000.00 was outstanding as of November 29, 2011 (CUSIP no. 00176LCJ8).

The 9.0% Indenture, the 9.88% Indenture, the 10.20% Indenture, the 10.29% Indenture, and the 10.55% Indenture are herein collectively referred to as the "Indentures."

2. BNY Mellon adopts the Debtors' Omnibus Reply and the Committee Joinder with respect to the arguments in opposition to the UST Objection that address Section 2.4 of the Debtors' proposed Joint Chapter 11 Plan (the "Plan") [Dkt. No. 7631].

3. In addition to the arguments made in the Debtors' Omnibus Reply and the Committee Joinder, the UST Objection ignores that the Debtors are contractually obligated to

pay BNY's reasonable fees and expenses in connection with the performance of its duties under the Indentures. Section 2.4 of the Plan is consistent with the terms of the Indentures.

4. BNY reserves any and all applicable rights at law and/or equity, all claims, and all defenses, and the right to amend or supplement this response and to join in the response of any other party to the UST Objection.

WHEREFORE, BNY requests that the Court deny the UST Objection with respect to the portion of the UST Objection relating to Section 2.4 of the Plan, or, alternatively, defer the UST Objection to the hearing on confirmation of the Plan, and grant BNY such other and further relief as the Court deems just and proper.

Dated: New York, New York
May 31, 2013

Respectfully Submitted,

DECHERT LLP

By: /s/ Glenn E. Siegel

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