HEARING DATE AND TIME: May 20, 2014 at 2:00 p.m. (Eastern Time)

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Alfredo R. Pérez
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Attorneys for Debtors
and Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	**Chapter 11 Case No.**
AMR CORPORATION, *et al.*,	:	**11-15463 (SHL)**
Debtors.	:	**(Jointly Administered)**

DEBTORS' REPLY TO THE
RESPONSES OF WILLIAM E. TILLERSON
TO DEBTORS' 150TH OMNIBUS OBJECTION TO CLAIMS

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

AMR Corporation and its related debtors, as debtors and reorganized debtors (collectively, the "**Debtors**" or "**American**"), respectfully submit this reply (the "**Reply**") to the Responses (as defined below) filed by William E. Tillerson (the "**Claimant**"), to the Debtors' 150th Omnibus Objection to Claims, dated March 14, 2014 (ECF No. 11828) (the "**150th Omnibus Objection to Claims**"), and respectfully represent:

Preliminary Statement

1. The Claimant filed Proof of Claim No. 7015 (the "**Proof of Claim**")[1], a copy of which is annexed hereto as **Exhibit "A,"** for (i) unexercised employee stock options issued in connection with the previous labor agreements in 2003 and (ii) a protective claim in the event certain employee benefits were modified or terminated, such as the pilot sick bank and certain pension fund alternatives, under the rejected collective bargaining agreement (the "**Rejected APA CBA**") between American Airlines, Inc. ("**American**") and the Allied Pilots Association (the "**APA**"). The unliquidated amount listed for the Proof of Claim was "970 AMR Stock Options."

2. The stock options were issued with a strike price of $5.00 and an expiration date of April 17, 2013 (the "**Option Expiration Date**"). The Debtors are not liable for any claims asserted for restrictions imposed on the exercise of employee stock options after the Debtors' chapter 11 filing on November 29, 2011 (the "**Commencement Date**") because, among other things, AMR common stock never traded above the $5.00 strike price from the Commencement Date through the Option Expiration Date.

3. With respect to the Claimant's protective claims asserted for certain employee benefits, these claims have been resolved. On December 19, 2012, the Court entered the Order Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 9019(a) Authorizing Entry into Collective Bargaining Agreement and Settlement Letter and Approving Certain Compromises and Settlements in Connection Therewith (Allied Pilots Association) (ECF No. 5800) (the "**Order Approving the New APA CBA**"). In connection with the Order Approving

[1] Certain information contained in the Proof of Claim that may constitute personally identifiable information has been redacted by the Debtors.

the New APA CBA, the Court approved the Letter Agreement, dated November 16, 2012, on Administrative Expense Claim and Bankruptcy Protections (the "**Settlement Letter**"). In exchange for the consideration provided in the Settlement Letter, the APA, on behalf of itself and the pilots it represented, resolved all claims against the Debtors related to the Rejected APA CBA except for certain grievances identified in the Settlement Letter.

4. In summary, the Proof of Claim is invalid because (i) AMR common stock never traded above the $5.00 strike price from the Commencement Date through the Option Expiration Date and (ii) the Order Approving the New APA CBA resolved all claims of the APA, on behalf of itself and the pilots it represented, relating to the Rejected APA CBA. Thus, the Responses (as defined below) should be overruled.

<u>Description of the Proof of Claim and the Responses</u>

5. The Proof of Claim was asserted for an unliquidated amount of "970 AMR Stock Options" and the basis for claim was "AMR Stock Options, Pilot Sick Bank." The Proof of Claim attached the following supporting documentation: (i) a letter describing the unexercised stock options and certain benefits under the Rejected APA CBA, (ii) Claimant's account statement for his stock options, and (iii) a June 2012 schedule purporting to show Claimant's sick bank accrual.

6. On April 11, 2014, the Claimant submitted a pro se letter response to the 150th Omnibus Objection to Claims (ECF No. 11982) (the "**April 11th Response**"), a copy of which is annexed hereto as **Exhibit "B."** The April 11th Response contained a two sentence objection, including the following statement: "I object to her [*sic*] request to disallow and expunge my request for credit of 970 shares of American Airlines stock, Claim Number 7015."

7. On May 3, 2014, the Claimant submitted an additional pro se letter response to the 150th Omnibus Objection to Claims (the "**May 3rd Response**"), a copy of which is annexed hereto as **Exhibit "C."** The May 3rd Response contained a similar request to receive compensation for the Claimant's stock options.

8. On May 9, 2014, the Claimant submitted an additional pro se letter response to the 150th Omnibus Objection to Claims (the "**May 9th Response**," and together with the April 11th Response and May 3rd Response, the "**Responses**"), a copy of which is annexed hereto as **Exhibit "D."** The May 9th Response stated that the APA had advised its members to submit a proof of claim on account of their unexercised stock options.

AMR Common Stock Did Not Trade Above the Option Strike Price
From the Commencement Date Through the Option Expiration Date

9. As stated above, the Claimant's stock options were issued with a strike price of $5.00 and an expiration date of April 17, 2013. Based on a review of trading prices of AMR common stock (AAMRQ), which can be accessed online through the website http://www.bloomberg.com/quote/AAMRQ:US/chart, AMR common stock did not trade above $5.00 per share from the Commencement Date through the Option Expiration Date. The highest trading value during this period was $4.52.

10. Therefore, the Debtors are not liable for the Claimant's assertion that he was unable to exercise his stock options through the Option Expiration Date due to the Debtors' chapter 11 filing.

Claims under the Rejected APA CBA
Were Resolved Pursuant to the Settlement Letter

11. After an extensive proceeding under section 1113 of the Bankruptcy Code, a ruling by the Court authorizing the rejection of the Rejected APA CBA, and further intense

negotiations between American and the APA, the Court entered the Order Approving the New APA CBA, which included the Settlement Letter.

12. The Settlement Letter that was entered into with the APA resolved all claims that the APA, on behalf of itself and the pilots it represented, may have asserted against the Debtors relating to the Rejected APA CBA as follows:

> **In full and complete satisfaction of any and all claims APA has or might arguably have, on behalf of itself or the pilots represented by APA,** pursuant to the Railway Labor Act ("RLA") or under or with respect to the abrogated collective bargaining agreement between the Company and APA or the existing pilot terms and conditions of employment ("Green Book"), against the Debtors (or any of them) in the Bankruptcy Cases, and subject to the approval of the Bankruptcy Court, APA will receive under a plan or plans of reorganization of the Debtors equity in the reorganized entity (the "APA Settlement Consideration") equal to 13.5% of such equity issued to the holders of allowed prepetition unsecured claims (including APA) against the Debtors (including any equity issued with respect to other unions) (collectively the "Unsecured Claims"). **The APA Settlement Consideration fully, finally, and completely extinguishes any and all claims, interests, causes or demands (including any and all pending grievances, excluding those grievances identified in Exhibit 1) that APA has or might arguably have, on behalf of itself or the pilots represented by APA, pursuant to the RLA and the terms of the abrogated CBA and/or the Green Book, against the Debtors arising prior to the Effective Date of this Letter of Agreement as defined below**.

(Settlement Letter § 1 (emphasis added).)

13. Consequently, the Claimant's claim for employee benefits under the Rejected APA CBA was resolved pursuant to the Settlement Letter.

<u>The Court Should Enter an Order Disallowing the Proof of Claim</u>

14. Based on the trading values of AMR common stock from the Commencement Date through the Option Expiration Date, the Debtors are not liable for the

Claimant's stock options because AMR common stock never traded above the $5.00 strike price during this period. In addition, the Order Approving the New APA CBA and the related Settlement Letter resolved any claims that the APA, on behalf of itself and the pilots it represented, may have asserted against the Debtors relating to the Rejected APA CBA.

15. Therefore, the Court should disallow and expunge the Proof of Claim because it seeks recovery for amounts for which the Debtors are not liable.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: New York, New York
May 15, 2014

/s/ Stephen A. Youngman
Stephen Karotkin
Alfredo R. Pérez
Stephen A. Youngman

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

Attorneys for Debtors
and Reorganized Debtors

Exhibit "A"

Proof of Claim

01295583
AAM0225002171

Modified B 10 (GCG) (12-11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK | PROOF OF CLAIM

Name of Debtor (Check Only One):

Name of Debtor	Case No.	Name of Debtor	Case No.
☑ American Airlines, Inc.	(11-15464)	☐ Eagle Aviation Services, Inc.	(11-15472)
☐ AMR Corporation	(11-15463)	☐ Admirals Club, Inc.	(11-15473)
☐ AMR Eagle Holding Corporation	(11-15465)	☐ Business Express Airlines, Inc.	(11-15474)
☐ American Airlines Realty (NYC) Holdings, Inc.	(11-15462)	☐ Reno Air, Inc.	(11-15475)
☐ Americas Ground Services, Inc.	(11-15466)	☐ AA Real Estate Holding GP LLC	(11-15476)
☐ PMA Investment Subsidiary, Inc.	(11-15467)	☐ AA Real Estate Holding L.P.	(11-15477)
☐ SC Investment, Inc.	(11-15468)	☐ American Airlines Marketing Services LLC	(11-15478)
☐ American Eagle Airlines, Inc.	(11-15469)	☐ American Airlines Vacations LLC	(11-15479)
☐ Executive Airlines, Inc.	(11-15470)	☐ American Aviation Supply LLC	(11-15480)
☐ Executive Ground Services, Inc.	(11-15471)	☐ American Airlines IP Licensing Holding, LLC	(11-15481)

Your Claim is Scheduled As Follows:

THE GARDEN CITY GROUP INC.
JUL 11 2012

FILED - 07015
USBC - SDNY
AMR CORPORATION, ET AL.
11-15463 (SHL)

If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.

NOTE: *Do not use this form to make a claim for an administrative expense that arises **after** the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503 (other than a claim under 11 U.S.C. § 503(b)(9) which is subject to a separate bar date of February 13, 2012).*

Name of Creditor (the person or other entity to whom the Debtor owes money or property): WILLIAM TILLERSON JR

☐ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

WILLIAM TILLERSON JR
12596 CRESTA CT
SAN DIEGO, CA 92128-2308

Telephone number: [redacted]
E-mail: [redacted]

Court Claim Number: ____________
(If known)

Filed on: ____________

Name and address where payment should be sent (if different from above):

Telephone number:
E-mail:

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

1. **Amount of Claim as of Date Case Filed (November 29, 2011): $** 970 AMR STOCK OPTIONS
(See instruction #1)
★ SEE ATTACHED LETTER
If all or part of the claim is secured, complete item 4.
If all or part of the claim is entitled to priority, complete item 5.
☐ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. **Basis for Claim:** AMR STOCK OPTIONS, PILOT SICK BANK
(See instruction #2)

3. **Last four digits of any number by which creditor identifies Debtor:** (See instruction #3)
5 4 6 4

3a. **Debtor may have scheduled account as:** ____________ (See instruction #3a)

3b. **Uniform Claim Identifier (optional):** ____________ (See instruction #3b)

4. **Secured Claim** (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: $____________

Nature of property or right of setoff: ☐ Real Estate ☐ Equipment ☐ Other

Describe: ____________ **Basis for perfection:** ____________

Value of Property: $____________ **Amount of Secured Claim: $**____________

Annual Interest Rate ______% ☐ Fixed or ☐ Variable **Amount Unsecured: $**____________
(when case was filed)

5. **Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.** (See instruction #5)

☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

☐ Up to $2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).

☐ Wages, salaries, or commissions (up to $11,725*) earned within 180 days before the case was filed or the Debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).

☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).

☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(__).

Amount entitled to priority:
$____________

**Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

6. **Credits.** The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

Modified B 10 (GCG) (12-11)

7. **Documents:** Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (*See instruction #7, and the definition of "redacted".*) ENCLOSURES 1 & 2

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: ______

8. **Signature:** (See instruction #8)
Check the appropriate box.

☑ I am the creditor ☐ I am the creditor's authorized agent. (Attach copy of power of attorney, if any.) ☐ I am the trustee, or the Debtor, or their authorized agent. (See Bankruptcy Rule 3004.) ☐ I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: WILLIAM EUGENE TILLERSON, JR.
Title: CAPTAIN
Company: AMERICAN AIRLINES
Address and telephone number (if different from notice address above):

W.E. Tillerson Jr. 7/7/2012
(Signature) (Date)

Telephone number: [redacted] mail: [redacted]

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their Court-appointed claims agent, GCG, Inc. ("GCG"), are not authorized to provide, and are not providing, you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY FIRST CLASS MAIL:** AMR Corporation, *et al.*, c/o GCG, P.O. Box 9852, Dublin, Ohio 43017-5752. **IF BY HAND DELIVERY OR OVERNIGHT MAIL:** AMR Corporation, *et al.*, c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.**

THE GENERAL AND GOVERNMENTAL BAR DATE IS JULY 16, 2012 AT 5:00 P.M. (PREVAILING EASTERN TIME)

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on November 29, 2011 (the "Commencement Date"). You should select the Debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:
Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid e-mail address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the Court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
State the total amount owed to the creditor on the date of the bankruptcy filing (using the exchange rate, if applicable, as of the Commencement Date.) Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

3a. Debtor May Have Scheduled Account As:
Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

3b. Uniform Claim Identifier:
If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a):
If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:
An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7. Documents:
Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes Courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

12596 Cresta Court
San Diego, CA 92128-2308
July 7, 2012

AMR Corporation, et al.
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

Re: PROOF OF CLAIM ICO WILLIAM EUGENE TILLERSON, JR.

Dear Sir,

Regarding my Proof of Claim vs. AMR Corporation/American Airlines in the United States Bankruptcy Court Southern District of New York, I offer the following comments:

1. I have 970 AMR Stock Options from 2003 that were never exercised. I leave it to the Bankruptcy Court to determine the value of these stocks in this case.

2. The Allied Pilots Association (APA) is representing all pilots regarding their Pension A Fund and Pension B Fund, including myself. The Pension A Fund reaches its maximum value when the pilot employee turns age 60. I turned age 60 on December 5th, 2011. The Pension B Fund's value varies with financial markets; some pilots make voluntary additions to their B Fund, myself included. American Airlines plans to close the existing Retirement B Fund.

3. As of today's date there are no indications that pilot Sick Banks will be adjusted. With almost 25 years at American Airlines my Sick Bank is over 1,000 hours. I request this be added to my Proof of Claim should matters change. This is not an issue at present.

Thank you for your assistance.

Sincerely,

W. E. Tillerson, Jr.

William Eugene Tillerson, Jr.

Captain
American Airlines
AA[redacted]

Enclosures: 1 and 2

12596 Cresta Court
San Diego, CA 92128-2308
July 7, 2012

AMR Corporation, et al.
c/o GCG
5151 Blazer Parkway, Suite A
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Thank you for your assistance.

Sincerely,

William Eugene Tillerson Jr.

Captain
American Airlines
AA# 052106

Enclosures: 1 and 2

AmericanAirlines'

AMR Stock Options
WILLIAM E TILLERSON JR

Statement Period
January 01, 2011
December 31, 2011

Manage Your Account

Web Site
Visit our Web Site at www.retireonline.com

Phone
J.P. Morgan Retirement Plan Services
1-800-345-2345
(International: 1-847-857-3000)

Mail
J.P. Morgan Retirement Plan Services
P.O. Box 419784
Kansas City, MO 64141

WILLIAM E TILLERSON JR
12596 CRESTA CT
SAN DIEGO, CA 92128-2308

,an Performance Summary

Beginning Option Balance	**970**
Option Account Activity	0
Current Option Balance	970
Options Available for Exercise	970
Potential Income (U.S. Dollars)	**$0.00**

Closing Stock Prices as of 12-31-2011

AMR	AMR Stock	$0.3500

Activity Summary

Grant Date/Type Ticker Symbol	Grant Price (U.S. Dollars)	Beginning Option Balance	+	Option Account Activity	−	Current Option Balance	x	Value Per Option (U.S. Dollars) 1	−	Potential Income (U.S. Dollars) 2	Available For Exercise 3	Expiration Date
04/17/2003/NQ AMR	5.0000	970		0		970		0.0000		0.00	970	04/17/2013
Total	**N/A**	**970**		**0**		**970**		**N/A**		**0.00**	**970**	

[1] Value per Option is equal to the closing price, as of the statement date, or your company's stock, minus the grant price.

[2] Potential Income is equal to the Value per Option times the number of options remaining in your account. Your income at exercise will vary according to the fair market value at the time of exercise. All income is subject to applicable taxes upon exercise.

[3] Available For Exercise reflects the number of options that you can exercise as of 01/05/2012

ENCLOSURE 1

026099 JDDTRB03 010742

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HI2«
MONTH ENDING 01JUL12 AS OF 02JUL12/2315                  TT-YES    SC-Y¶
TILLERSON JR WE
                                                MMAX     78.00    WAV48-Y¶
H 858-487-0022                         C 858-530-6825                ¶
PROJ 75.06 GTD 75.06 PPROJ 75.06  SPROJ 71.44¶
ORIG GUAR  64.00 ADJ GUAR  64.00 ADJ GUAR PENDING NO ¶
D EXP 216.04 I EXP 0.00 MISC EXP 0.00    CPA 0.00 FTCPA  0.00¶
RALS 0.00 MMBA 0.00 FLT TIME 72.33 YTD TTL 371.33¶
 ACT/SKD PROJ 72.33 YTD 371.33¶
CPA BORROWED TIME 0.00 BCPFU N  CPA PAYOUT TIME 0.00¶
AVBL SK 1000.00  YTD SK ACRL 25.00     SK USED MTD 0.00¶
 DD ST RMV ADD SEQ     FLT     FLT   SKED  STTL   ACT   GRTR  GTTL¶
 01F 1      SD  22987 -1710   -2194  5.55  5.55   5.43  5.55  5.55¶
 02J 1      OT  23000 -1254          4.50         4.56  4.56¶
 03S 1      OT        -702           5.45 10.35   5.14  5.45 10.41¶
               23000 EXP TAFB  25.13 MIA  3¶
 04  1          DO  ¶
 05  1          DO  ¶
 06  1          DO  ¶
 07  1          DO  ¶
 08  1          DO  ¶
 09J 1          22985 -1630   -1630  5.30         5.30  5.36¶
 10S 1                -2192          3.00         2.57  3.00      ¥
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JUNE 2012 SCHEDULE

ENCLOSURE 2

W. E. TILLERSON, JR.
12596 CRESTA COURT
SAN DIEGO, CA 92128-2308

AMR CORPORATION, ET AL.
C/O GCG
5151 BLAZER PARKWAY, SUITE A
DUBLIN, OHIO 43017

FedEx Express *NEW Package US Airbill*

FedEx Tracking Number 8006 9877 9684

Form ID No. 0200 AE

Recipient's Copy

1 From

Date 7/10/12 [redacted]

Sender's Name W. E. TILLERSON, JR. Phone [redacted]

Company AMERICAN AIRLINES

Address 12596 CRESTA COURT

Dept/Floor/Suite/Room

City SAN DIEGO State CA ZIP 92128-2308

2 Your Internal Billing Reference

3 To

Recipient's Name AMR CORPORATION, ET AL Phone

Company c/o GCG

Address 5151 BLAZER PARKWAY

We cannot deliver to P.O. boxes or P.O. ZIP codes

Dept/Floor/Suite/Room

HOLD Weekday — FedEx location address REQUIRED. NOT available for FedEx First Overnight.

Address SUITE A

Use this line for the HOLD location address or for continuation of your shipping address.

HOLD Saturday — FedEx location address REQUIRED. Available ONLY for FedEx Priority Overnight and FedEx 2Day to select locations.

City DUBLIN State OH ZIP 43017

8006 9877 9684

4 Express Package Service * To most locations.

NOTE: Service order has changed. Please select carefully.

Packages up to 150 lbs. For packages over 150 lbs., use the new FedEx Express Freight US Airbill.

Next Business Day

- [ ] FedEx First Overnight — Earliest next business morning delivery to select locations. Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
- [ ] FedEx Priority Overnight — Next business morning.* Friday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
- [x] FedEx Standard Overnight — Next business afternoon.* Saturday Delivery NOT available.

2 or 3 Business Days

- [ ] FedEx 2Day A.M. — Second business morning.* Saturday Delivery NOT available.
- [ ] FedEx 2Day — Second business afternoon.* Thursday shipments will be delivered on Monday unless SATURDAY Delivery is selected.
- [ ] FedEx Express Saver — Third business day.* Saturday Delivery NOT available.

5 Packaging * Declared value limit $500.

- [x] FedEx Envelope*
- [ ] FedEx Pak*
- [ ] FedEx Box
- [ ] FedEx Tube
- [ ] Other

6 Special Handling and Delivery Signature Options

- [ ] SATURDAY Delivery — NOT available for FedEx Standard Overnight, FedEx 2Day A.M., or FedEx Express Saver.
- [ ] No Signature Required — Package may be left without obtaining a signature for delivery.
- [x] Direct Signature — Someone at recipient's address may sign for delivery. Fee applies.
- [ ] Indirect Signature — If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only. Fee applies.

Does this shipment contain dangerous goods?

One box must be checked.

- [x] No
- [ ] Yes — As per attached Shipper's Declaration.
- [ ] Yes — Shipper's Declaration not required.
- [ ] Dry Ice — Dry Ice, 9, UN 1845 ____ x ____ kg

Dangerous goods (including dry ice) cannot be shipped in FedEx packaging or placed in a FedEx Express Drop Box.

- [ ] Cargo Aircraft Only

7 Payment *Bill to:*

Enter FedEx Acct. No. or Credit Card No. below.

- [ ] Sender — Acct. No. in Section 1 will be billed.
- [ ] Recipient
- [ ] Third Party
- [ ] Credit Card
- [x] Cash/Check
- [ ] Obtain recip. Acct. No.

[redacted] [redacted]

Total Packages 1 Total Weight ____ lbs. Credit Card Auth.

†Our liability is limited to US$100 unless you declare a higher value. See the current FedEx Service Guide for details.

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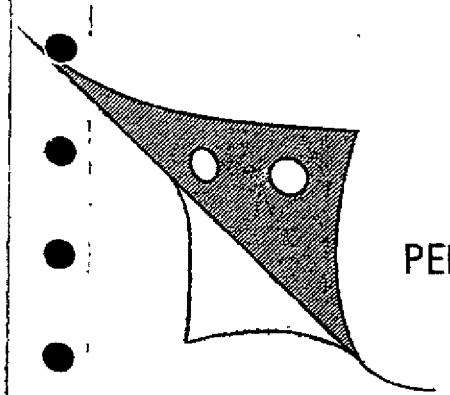
fedex.com 1.800.GoFedEx 1.800.463.3339

Peel-and-Stick FedEx Express Package US Airbill

1. Complete front page of the Airbill.
2. Retain "Sender's Copy" for your records.
3. Remove label backing.
4. Adhere Airbill to front of package.
   Please DO NOT remove "FedEx Copy."



PEEL FROM THIS CORNER.

Exhibit "B"

April 11th Response

THE GARDEN CITY GROUP, INC.
APR 11 2014

12596 Cresta Court
San Diego, CA 92128-2308
April 9, 2014

AMR Corporation, et al.
c/o GCG
P.O. Box 9852
Dublin, OH 43017-5752

Re: CHAPTER 11 CASE NO. 11-15463 (SHL)

Dear Sir,

I am in receipt of the "Declaration of Kathryn Koorenny Regarding Debtors' 150th Omnibus Objection To Claims".

I object to her request to disallow and expunge my request for credit of 970 shares of American Airlines stock, Claim Number 7015.

Thank you.

Sincerely,

W. E. Tillerson, Jr.

William E. Tillerson, Jr.

Captain
American Airlines

PRESS HARD. YOU ARE MAKING 3 COPIES.

EXTREMELY URGENT *Please Rush To Addressee*

home or office at usps.com/pickup

Print postage online - Go to usps.com/postageonline

PLEASE PRESS FIRMLY

PLEASE PRESS

U.S. POSTAGE PAID
SAN DIEGO, CA
92199
APR 10, 14
AMOUNT
$19.99
00068367-05

1007

EMS

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EI 604376031 US

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For Domestic and International Use

When used internationally affix customs declarations (PS Form 2976, or 2976A).

EXPRESS MAIL
UNITED STATES POSTAL SERVICE®

Mailing Label
Label 11-B, March 2004

Post Office To Addressee

ORIGIN (POSTAL SERVICE USE ONLY)

PO ZIP Code: 92150	Day of Delivery: ☑ Next ☐ 2nd ☐ 2nd Del. Day	Postage: $ 19.99
Date Accepted: 4-10-14 (Mo. Day Year)	Scheduled Date of Delivery: 4-11 (Month Day)	Return Receipt Fee: $
Time Accepted: 8:35 ☒ AM ☐ PM	Scheduled Time of Delivery: ☑ Noon ☐ 3 PM	COD Fee: $ / Insurance Fee: $
Flat Rate ☐ or Weight: 30 lbs. ozs.	Military: ☐ 2nd Day ☐ 3rd Day	Total Postage & Fees: $ 19.99
	Int'l Alpha Country Code	Acceptance Emp. Initials: A

DELIVERY (POSTAL USE ONLY)

Delivery Attempt (Mo. Day)	Time ☐ AM ☐ PM	Employee Signature
Delivery Attempt (Mo. Day)	Time ☐ AM ☐ PM	Employee Signature
Delivery Date (Mo. Day)	Time ☐ AM ☐ PM	Employee Signature

CUSTOMER USE ONLY

PAYMENT BY ACCOUNT
Express Mail Corporate Acct. No.

Federal Agency Acct. No. or Postal Service Acct. No.

☑ **WAIVER OF SIGNATURE** *(Domestic Mail Only)*
Additional merchandise insurance is void if customer requests waiver of signature.
I wish delivery to be made without obtaining signature of addressee or addressee's agent (if delivery employee judges that article can be left in secure location) and I authorize that delivery employee's signature constitutes valid proof of delivery.

NO DELIVERY ☐ Weekend ☐ Holiday

Mailer Signature

FROM: (PLEASE PRINT) PHONE (858) 487-0032

CAPTAIN W. E. TILLERSON, JR.
12596 CRESTA COURT
SAN DIEGO, CA. 92128-2308

TO: (PLEASE PRINT) PHONE ( )

AMR CORPORATION, ET AL
c/o GCG
P.O. BOX 9852
DUBLIN, OH.
43017-5752

FOR INTERNATIONAL DESTINATIONS, WRITE COUNTRY NAME BELOW.

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EMS

GCG

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Cradle to Cradle Certified℠ is a certification mark of MBDC.

Please recycle.

Exhibit "C"

May 3rd Response

12596 Cresta Court
San Diego, CA 92128-2308
May 3, 2014

AMR Corporation, et al.
c/o GCG
P.O. Box 9852
Dublin, OH 43017-5752

Re: CHAPTER 11 CASE NO. 11-15463 (SHL)

Dear Sir,

I am in receipt of the "Declaration of Kathryn Koorenny Regarding Debtors' 150th Omnibus Objection to Claims". I object to her request to disallow and expunge my request for credit of 970 shares of American Airlines stock, Claim Number 7015.

In the 2003 Pilot Employment Contract an Equity Ownership Plan was included as part of the overall compensation to the Pilot Group. This was a concessionary contract agreed to following the events of September 11, 2001 to help the company in difficult times.

During the past decade the value of this stock varied and was below its strike price for a significant period of time. Not long after American Airlines declared bankruptcy in late 2011 the stock was delisted from the Stock Exchange. Individuals in this Claim Category did not have the benefit of the full 10 years to exercise the sale of these stocks. In good faith, the company expected all of their employees to benefit from the Equity Plan. The number of Claims in this category are extremely small.

It is in the best interest of the Bankruptcy Court and American Airlines to honor these Claims.

Thank you.

Sincerely,

W. E. Tillerson, Jr.

William E. Tillerson, Jr.

Captain
American Airlines

Captain
United States Navy (RET)

Copy to:
Mr. Charlie Chen, Weil, Gotshal & Manges LLP
Mr. Stephen Youngman, Weil, Gotshal & Manges LLP
United States Bankruptcy Court, SDNY

Exhibit "D"

May 9th Response

12596 Cresta Court
San Diego, CA 92128-2308
May 9, 2014

Mr. Stephen A. Youngman
Weil, Gotshal & Manges LLP
200 Crescent Court, Suite 300
Dallas, TX 75201-6950

Re: AMR Corporation, et al. Debtors' 150th Omnibus Objection to Claims (Claims Resolved Pursuant to the Plan) (ECF No. 11828)

Dear Mr. Youngman,

I am in receipt of your letter dated May 7, 2014.

I find it extremely interesting that the Allied Pilots Association relinquished all claims in this area (Claim Number 7015) when APA had previously advised all its members that may have unliquidated stock options from the 2003 Pilot Contract/Equity Plan to file a formal Claim following AMR's bankruptcy.

Thank you.

Sincerely,

W. E. Tillerson, Jr.

William E. Tillerson, Jr.

Captain
American Airlines

Captain
United States Navy (RET)