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Attorney for Reorganized Debtor

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

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

**NOTICE OF REVISED PROPOSED ORDER
(I) AUTHORIZING (A) RELEASE OF EXCESS RESERVE FUNDS
HELD IN DISPUTED CLAIMS RESERVE AND (B) REIMBURSEMENT OF
PREPETITION CLAIM; (II) CLOSING THE CHAPTER 11 CASE;
AND (III) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE THAT on September 30, 2021, AMR Corporation as the reorganized debtor (the “**Reorganized Debtor**” or “**American**”), filed the *Reorganized Debtor’s Motion for Order (I) Authorizing (A) Release of Excess Reserve Funds Held in Disputed Claims Reserve and (B) Reimbursement of Prepetition Claim; (II) Closing the Chapter 11 Case; and (III) Granting Related Relief* (Dkt No. 13369) (the “**Motion**”),¹ with a proposed form of order annexed thereto.

PLEASE TAKE FURTHER NOTICE THAT on November 1, 2021, the Reorganized Debtor filed the *Omnibus Reply to Objections to Reorganized Debtor’s Motion for Order (I) Authorizing (A) Release of Excess Reserve Funds Held in Disputed Claims Reserve*

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

and (B) Reimbursement of Prepetition Claim; (II) Closing the Chapter 11 Case; and (III) Granting Related Relief and Status Update (Dkt No. 13394), with a revised proposed form of order annexed thereto (the “**November 1 Proposed Order**”).

PLEASE TAKE FURTHER NOTICE THAT the Reorganized Debtor hereby files the revised proposed form of order annexed hereto as **Exhibit “A”** (the “**Revised Proposed Order**”). Annexed hereto as **Exhibit “B”** is a blackline version that highlights the differences between the Revised Proposed Order and the November 1 Proposed Order.

Dated: November 10, 2021
Houston, Texas

/s/ Alfredo R. Pérez

Alfredo R. Pérez
WEIL, GOTSHAL & MANGES LLP
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
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Attorney for Reorganized Debtor

Exhibit "A"

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

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	:
In re	:
	:
AMR CORPORATION, <i>et al.</i>,	:
	:
Reorganized Debtor.	:
	:
-----X	

Chapter 11

Case No. 11-15463 (SHL)

(Jointly Administered)

**ORDER (I) AUTHORIZING (A) RELEASE OF EXCESS RESERVE FUNDS
HELD IN DISPUTED CLAIMS RESERVE AND (B) REIMBURSEMENT
OF PREPETITION CLAIM; (II) CLOSING THE CHAPTER 11 CASE;
AND (III) GRANTING RELATED RELIEF**

Upon the Motion dated September 30, 2021, (Dkt No. 13369)¹ of AMR Corporation as the reorganized debtor (the “**Reorganized Debtor**” or “**American**”), under Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 3021, for entry of an order (i) authorizing (a) release of excess reserve funds held in the DCR and (b) reimbursement of prepetition claim and (ii) closing the chapter 11 cases, all as described more fully in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested under 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Bankruptcy Court under 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held on November 4, 2021 to consider the relief requested in the Motion (the “**Hearing**”); and a further status update having been held with the Bankruptcy Court on November 10, 2021

¹ Capitalized terms not otherwise defined shall have the meanings ascribed to them in the Motion or the Plan, as applicable.

(the “**Status Update**”); and upon the record of the Hearing, the Status Update, and the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having overruled any objections for the reasons stated on the record of the Hearing; and the Bankruptcy Court having found and determined that the relief sought in the Motion is in the best interests of the Reorganized Debtor, creditors, and all parties in interest, and that the legal and factual bases in the Motion establish just cause for the relief granted; and after due deliberation and sufficient cause appearing, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the Reorganized Debtor may distribute the Allowed Debtor Single-Dip Claims in the amounts of \$8,023,015 and \$400,000, to be paid directly to, and to benefit, the Reorganized Debtor; and it is further

ORDERED that the Reorganized Debtor may reserve \$2.5 million in Cash from the Disputed Claims Reserve to be used in the event that the Reorganized Debtor’s resolution of the Remaining Disputed Claims is for an aggregate amount higher than \$400,000 for the purpose of making a distribution for the American Labor Allocation; *provided*, that any excess amount not distributed for the American Labor Allocation after the resolution of the Remaining Disputed Claims will be distributed to holders of Allowed AMR Equity Interests; and it is further

ORDERED that the Reorganized Debtor may make any distribution for the American Labor Allocation before distributing the EEOC Claim; and it is further

ORDERED that the Reorganized Debtor and the Disbursing Agent, as applicable, agree to take all actions that are necessary and commercially appropriate to distribute the remaining excess New Common Stock and Cash from the Disputed Claims Reserve to holders of

Allowed AMR Equity Interests by December 31, 2021, or as soon as commercially practicable thereafter; and it is further

ORDERED that if the Reorganized Debtor (or its successors or assigns) recover after entry of this order any tax refunds relating to New Common Stock or other property in or distributed from the Disputed Claims Reserve, the Reorganized Debtor shall have the authority to, and is directed to, distribute those amounts to holders of Allowed AMR Equity Interests and deduct reasonable and documented third-party and non-ordinary course costs associated with any distributions to holders of Allowed AMR Equity Interests (including any distributions of additional cash) without reopening the chapter 11 cases; and it is further

ORDERED that Stephen L. Johnson, trustee for each of the Employee Trusts, is exculpated under the Plan, and it is further

ORDERED that the chapter 11 case for the Reorganized Debtor AMR Corporation is hereby closed, and it is further

ORDERED that entry of this order (a) is without prejudice to the rights of the Reorganized Debtor or any other party with requisite standing to (i) commence, prosecute and/or resolve any claim or Cause of Action, or (ii) object to claims filed against the Debtor or Reorganized Debtor and (b) shall have no effect on any contested or other matters pending before this Court, and it is further

ORDERED that Reorganized Debtor and its agents may take all actions necessary or appropriate to effectuate the relief granted under this order, and it is further

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

Dated: _____, 2021
New York, New York

United States Bankruptcy Judge

Exhibit "B"

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

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

**ORDER (I) AUTHORIZING (A) RELEASE OF EXCESS RESERVE FUNDS
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November 10, 2021 (the “Status Update”); and upon the record of the Hearing, the Status Update, and the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having overruled any objections for the reasons stated on the record of the Hearing; and the Bankruptcy Court having found and determined that the relief sought in the Motion is in the best interests of the Reorganized Debtor, creditors, and all parties in interest, and that the legal and factual bases in the Motion establish just cause for the relief granted; and after due deliberation and sufficient cause appearing, it is

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ORDERED that the Reorganized Debtor may reserve \$2.5 million in Cash from the Disputed Claims Reserve to be used in the event that the Reorganized Debtor’s resolution of the Remaining Disputed Claims is for an aggregate amount higher than \$400,000 for the purpose of making a distribution for the American Labor Allocation; provided, that any excess amount not distributed for the American Labor Allocation after the resolution of the Remaining Disputed Claims will be distributed to holders of Allowed AMR Equity Interests; and it is further

ORDERED that the Reorganized Debtor may make any distribution for the American Labor Allocation before distributing the EEOC Claim; and it is further

ORDERED that the Reorganized Debtor and the Disbursing Agent, as applicable, agree to take all actions that are necessary and commercially appropriate to distribute the remaining excess New Common Stock and Cash from the ~~DCR~~Disputed Claims Reserve to

holders of Allowed AMR Equity Interests by December 31, 2021, or as soon as commercially practicable thereafter; and it is further

ORDERED that if the Reorganized Debtor (or its successors or assigns) recover after entry of this order any tax refunds relating to New Common Stock or other property in or distributed from the Disputed Claims Reserve, the Reorganized Debtor shall have the authority to, and is directed to, distribute those amounts to holders of Allowed AMR Equity Interests and deduct reasonable and documented third-party and non-ordinary course costs associated with any distributions to holders of Allowed AMR Equity Interests (including any distributions of additional cash) without reopening the chapter 11 cases; and it is further

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ORDERED that Reorganized Debtor and its agents may take all actions necessary or appropriate to effectuate the relief granted under this order, and it is further

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

Dated: _____, 2021
New York, New York

United States Bankruptcy Judge