

HEARING DATE AND TIME: June 4, 2013 at 11:00 a.m. (Eastern Time)

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Trust Company, as Indenture Trustee

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

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

**JOINDER OF MANUFACTURERS AND TRADERS TRUST COMPANY, AS
INDENTURE TRUSTEE, TO JOINDER OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS (DOCKET NO. 8502) TO DEBTORS' REPLY
(DOCKET NO. 8485) (A) IN SUPPORT OF DEBTORS' DISCLOSURE
STATEMENT APPROVAL MOTION (DOCKET NO. 7633) AND SUPPORT AND
SETTLEMENT AGREEMENT APPROVAL MOTION (DOCKET NO. 8154) AND
(B) IN RESPONSE TO LIMITED OBJECTIONS AND RESERVATIONS OF
RIGHTS TO DISCLOSURE STATEMENT APPROVAL MOTION (DOCKET
NOS. 8244, 8283, 8291, 8292, 8295, 8296, 8297, 8298, 8300, 8301, 8302, 8304, AND 8309)**

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

Manufacturers and Traders Trust Company, not individually, but solely in its capacity as Indenture Trustee ("M&T" or the "Indenture Trustee"), by and through its attorneys, Drinker Biddle & Reath LLP, joins (the "M&T Joinder") the Joinder of Official Committee of Unsecured Creditors (Docket No. 8502) to Debtors' Reply (Docket No. 8485) (A) in Support of Debtors' Disclosure Statement Approval Motion (Docket No. 7633) and Support and Settlement

Agreement Approval Motion (Docket No. 8154) and (B) in Response to Limited Objections and Reservations of Rights To Disclosure Statement Approval Motion (Docket Nos. 8244, 8283, 8291, 8292, 8295, 8296, 8297, 8298, 8300, 8301, 8302, 8304, and 8309) (the “UCC Statement”) [Docket No. 8502] and respectfully states as follows:

JOINDER

1. On November 29, 2011 (the “Petition Date”), AMR Corporation (“AMR”), American Airlines, AMR Eagle Holding Corporation, and certain of their subsidiaries (collectively, the “Debtors”) each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in this Court.

2. The Debtors continue to operate their respective businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On December 5, 2011, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors in the Debtors’ cases (the “UCC”) [Docket No. 128]. M&T¹ was one of nine members appointed to the UCC, but files this Joinder not as a member of the UCC, but as Indenture Trustee.

4. On April 15, 2013, the Debtors filed (A) the Joint Chapter 11 Plan (as same may be amended, the “Plan”) [Docket No. 7631]; (B) the Proposed Disclosure Statement for the Debtors’ Joint Chapter 11 Plan (as same may be amended, the “Disclosure Statement”) [Docket No. 7632]; and (C) the Motion for an Order (I) Approving Notice of Disclosure Statement; (II) Approving Disclosure Statement; (III) Establishing a Record Date; (IV) Establishing Notice and

¹ M&T serves as Indenture Trustee or successor Indenture Trustee for ten series of certain special facilities revenue bonds (the “M&T Bonds”) that were issued to finance the Debtors’ acquisition, construction, and improvement of airport facilities located in Dallas/Fort Worth, Texas and Puerto Rico.

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 (the “Disclosure Statement Motion”) [Docket No. 7632].

5. Article 2.4 of the Plan, entitled “Special Provisions Regarding Fees and Expenses of Indenture Trustees²,” provides for payment of the reasonable fees and expenses of each of the Indenture Trustees, to the extent payable by any of the Debtors pursuant to the terms of the applicable Bond Documents, including but not limited to the reasonable fees and expenses of any counsel and/or other professionals retained by the Indenture Trustees in connection with such duties (generally, the “Indenture Trustee Fees Provision”).

6. On May 24, 2013, the U.S. Trustee filed an Objection to the Disclosure Statement Motion (“U.S. Trustee Objection”) [Docket No. 8309] and argued, among other things, that the Disclosure Statement should not be approved because the Indenture Trustee Fees Provision renders the Plan patently unconfirmable.

7. M&T joins in the UCC Statement and further states that the Disclosure Statement contains adequate information about the terms of the Plan (including the Indenture Trustee Fees Provision) to enable a creditor to make an informed decision as to whether to vote in favor or against the Plan, and the U.S. Trustee Objection is at best a premature objection to Plan confirmation.

8. In addition, M&T does not seek payment of its fees and expenses pursuant to section 503(b)(3) of the Bankruptcy Code and therefore, the U.S. Trustee’s arguments regarding

² Capitalized terms not otherwise defined herein shall bear the meaning given in the Plan.

substantial contribution in the U.S. Trustee Objection are irrelevant and of no merit. Notably, section 503(b)(3) of the Bankruptcy Code is not a “trump card,” *see In re Lehman Bros. Holdings Inc.*, 487 B.R. 181, 186 (Bankr. S.D.N.Y. 2013) and is not the sole means by which an indenture trustee may be reimbursed.

9. The Plan, pursuant to which the Indenture Trustee Fees are being paid, represents a global settlement involving many various parties. One term of that settlement is that the Debtors will honor the payment provisions of the relevant Bond Documents (as that term is defined in the Plan), which settlement term is codified in section 2.4 of the Plan.

10. M&T reserves all rights to be heard before the Court with regard to the Disclosure Statement Motion and the UCC Statement in support thereof. In filing this Joinder, M&T reserves all rights and remedies available to it, and does not waive any rights or remedies, including those in connection with the Debtors’ bankruptcy. Nothing contained herein is intended to contravene or supersede any arguments or positions that have been made or taken, or that may be made or taken, by the holders of the M&T Bonds on whose behalf M&T, as Indenture Trustee, acts.

WHEREFORE, M&T joins in the arguments and relief requested in the UCC Statement and respectfully requests such other and further relief as this Court deems just and proper.

Dated: May 31, 2013

DRINKER BIDDLE & REATH LLP

By: /s/ Kristin K. Going
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