

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

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In re : Chapter 11 Case No.
AMR CORPORATION, *et al.*, : 11-15463 (SHL)
Debtors. : (Jointly Administered)
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**ORDER PURSUANT TO 11 U.S.C. § 363(b) APPROVING SUPPORT AND
SETTLEMENT AGREEMENT AMONG DEBTORS AND CONSENTING CREDITORS**

Upon the motion, dated May 14, 2013 (the “**Motion**”),¹ of AMR Corporation and its related debtors, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 363(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) for entry of an order approving the Support and Settlement Agreement, executed on February 13, 2013 and amended on March 8, 2013 (the “**Support Agreement**”), among the Debtors and various consenting creditors, a copy of which is annexed as **Exhibit “A”** to the Motion, including authorization of the Debtors to pay the fees and expenses of the advisors to the Ad Hoc Committee and the Indenture Trustees and the Other Trustee Fees and Expenses, including the Deferred Fee and the Completion Fee, in accordance with the terms of the Support Agreement, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided, and it

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

appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion on June 4, 2013 (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Support Agreement is approved in its entirety; and it is further

ORDERED that the Debtors are authorized to execute the Support Agreement, perform all of their obligations thereunder, and implement the actions contemplated thereby, including to pay the fees and expenses of the advisors to the Ad Hoc Committee and the Indenture Trustees and the Other Trustee Fees and Expenses in accordance with the terms of the Support Agreement, including the Deferred Fee and the Completion Fee subject to the occurrence of the Plan Effective Date; and it is further

ORDERED that the entry of this Order and the approval of the Support Agreement as provided herein are without prejudice to the rights of the Debtors and all parties in interest with respect to any plan of reorganization or disclosure statement filed in the Chapter 11 Cases; and it is further

ORDERED that this Order shall be immediately effective and enforceable upon its entry and the effectiveness of this Order shall not be stayed pursuant to Bankruptcy Rule 6004(h) or otherwise; and it is further

ORDERED that the Court retains jurisdiction to hear and determine any and all matters or issues arising from or related to this Order.

Dated: New York, New York
June 4, 2013

/s/ Sean H. Lane
United States Bankruptcy Judge