

HEARING DATE AND TIME: January 27, 2012 at 10:00 a.m. (Eastern Time)
OBJECTION DEADLINE: January 20, 2012 at 4:00 p.m. (Eastern Time)

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Attorneys for Debtors
and Debtors in Possession

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

-----X
: **Chapter 11 Case No.**
: **11-15463 (SHL)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
-----X

**NOTICE OF HEARING ON APPLICATION OF DEBTORS PURSUANT TO 11
U.S.C. § 327(a) AND FED. R. BANKR. P. 2014(a) FOR AUTHORITY TO
EMPLOY AND RETAIN WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS
FOR THE DEBTORS *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

PLEASE TAKE NOTICE that a hearing on the annexed application, dated
January 10, 2012 (the “**Application**”), of AMR Corporation, American Airlines, Inc., AMR
Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession
(collectively, the “**Debtors**”), will be held before the Honorable Sean H. Lane, United States
Bankruptcy Judge, in Room 701 of the United States Bankruptcy Court for the Southern District
of New York (the “**Bankruptcy Court**”), One Bowling Green, New York, New York 10004, on
January 27, 2012 at 10:00 a.m. (Eastern Time), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application (the “**Objections**”) must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M-399 (which can be found at <http://nysb.uscourts.gov>) and (b) by all other parties-in-interest, on a 3.5 inch disk, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 and on (i) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Alfredo R. Pérez, Esq.), (ii) the Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.), (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.), (iv) the attorneys for the statutory committee of unsecured creditors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., Esq.) and Four Times Square, New York, New York 10036 (Attn: Jay M. Goffman, Esq.), and (v) all entities that requested notice in these chapter 11 cases under Fed. R. Bankr. P. 2002 so as to be received no later than **January 20, 2012 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Application, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Application, which order may be entered with no further notice or opportunity to be heard.

Dated: New York, New York
January 10, 2012

/s/ Alfredo R. Pérez

Harvey R. Miller
Stephen Karotkin
Alfredo R. Pérez
Stephen A. Youngman

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Attorneys for Debtors
and Debtors in Possession

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

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

**APPLICATION OF DEBTORS PURSUANT TO 11 U.S.C. § 327(a)
AND FED. R. BANKR. P. 2014(a) FOR AUTHORITY TO EMPLOY AND
RETAIN WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR
THE DEBTORS *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

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

AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation,
and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned
chapter 11 cases (collectively, the “**Debtors**,” and together with their non-Debtor subsidiaries,
“**AMR**”), respectfully represent:

Background

1. On November 29, 2011 (the “**Commencement Date**”), the Debtors each
commenced with this Court a voluntary case under chapter 11 of title 11, United States Code (the

“**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

2. Information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Affidavit of Isabella D. Goren Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York (the “**Local Rules**”), sworn to on November 29, 2011.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. The Debtors submit this Application for authority to employ and retain Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”) as attorneys for the Debtors, *nunc pro tunc* to the Commencement Date, pursuant to section 327(a) of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

5. The Debtors request that the Court approve the retention of Weil, under a general retainer, as their attorneys to perform the extensive legal services that will be required during these chapter 11 cases in accordance with Weil’s normal hourly rates in effect when services are rendered and Weil’s normal reimbursement policies. In support of this Application, the Debtors submit the Declaration of Alfredo R. Pérez, a member of Weil (the “**Pérez Declaration**”), annexed hereto as **Exhibit “A.”** A proposed order approving the retention and employment of Weil is annexed hereto as **Exhibit “B.”**

Weil's Qualifications

6. The Debtors have selected Weil as their attorneys because of the Firm's extensive knowledge of the Debtors' business and financial affairs, its extensive general experience and knowledge, and, in particular, Weil's recognized expertise in the field of debtors' protections, creditors' rights, and the administration of cases under chapter 11 of the Bankruptcy Code. For example, Weil currently represents or has represented, among others, the following debtors: Continental Airlines, Inc. I, Eastern Airlines, Inc., Lehman Brothers Holdings Inc., General Motors Corporation n/k/a Motors Liquidation Company, General Growth Properties, Inc., Global Crossing Ltd., WorldCom, Inc., Enron Corp., Aleris International, Inc., Washington Mutual, Inc., Pilgrim's Pride Corp., BearingPoint, Inc., SemCrude, L.P., Vertis Holdings, Inc., LandSource Communities Development, LLC, Silicon Graphics, Inc., Atkins Nutritionals, Inc., Footstar, Inc., Parmalat USA Corp., Loral Space & Communications Ltd., and Armstrong Worldwide Industries.

7. Weil has served as one of the Debtors' outside counsel since 1984. Through its more than twenty-five year representation of the Debtors, Weil has developed the necessary background and expertise to deal effectively with many of the potential legal issues and problems that may arise both in and outside the context of these chapter 11 cases.

8. The Debtors have been informed that Harvey R. Miller, Stephen Karotkin, Alfredo R. Pérez, and Stephen A. Youngman, members of Weil, as well as other members of, counsel to, and associates of Weil, who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States

District Court for the Southern District of New York.¹ Accordingly, the Debtors believe that Weil is both well qualified and uniquely able to represent them in their chapter 11 cases in an efficient and timely manner.

9. In addition to Weil, the Debtors have submitted, or intend to submit, separate applications to retain, inter alia, Rothschild Inc. as financial advisor and investment banker; Debevoise & Plimpton LLP as special aircraft financing counsel; Paul Hastings LLP as special labor counsel; Ernst & Young LLP as independent auditors; Groom Law Group, Chartered as special employee benefits counsel; and GCG, Inc. as noticing and claims agent. Weil intends to monitor and coordinate the efforts of all professionals retained by the Debtors in these chapter 11 cases and will delineate their respective duties so as to prevent duplication of services, whenever possible. It is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

Scope of Services

10. The employment of Weil under a general retainer, and in accordance with its normal hourly rates and disbursement policies in effect from time to time, is appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to prosecute their chapter 11 cases. Subject to further order of this Court, it is proposed that Weil be employed to render the following professional services:

- a. Prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;

¹ Mr. Youngman is a member of the Bar of the State of New York. On December 13, 2011, this Court entered an order authorizing Mr. Youngman to appear *pro hac vice* as counsel to the Debtors in these chapter 11 cases (ECF No. 240).

- b. Take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;²
- c. Take all necessary actions in connection with chapter 11 plans and related disclosure statement(s), and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; and
- d. Perform all other necessary legal services in connection with the prosecution of these chapter 11 cases.

11. It is necessary for the Debtors to employ attorneys under a general retainer to render the foregoing professional services. Weil has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

Weil's Disinterestedness

12. To the best of the Debtors' knowledge, the members of, counsel to, and associates of Weil do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party-in-interest, or their respective attorneys and accountants, except as may be set forth in the Pérez Declaration.

13. Based upon the Pérez Declaration, the Debtors submit that Weil is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Weil will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new relevant facts or relationships are discovered, Weil will supplement its disclosure to the Court.

² As described in greater detail in the Pérez Declaration, Weil currently represents the Debtors in connection with certain federal and state litigation and provides corporate and regulatory advice on matters unrelated to these chapter 11 cases. As part of this Application, the Debtors seek authority for Weil to continue to render those legal services in the ordinary course of business.

Professional Compensation

14. As set forth in the Pérez Declaration, Weil received a retainer and an advance against expenses for all services to be performed, including in preparation for and the prosecution of these chapter 11 cases. As of the Commencement Date, the amount of the retainer was approximately \$2.2 million. Weil intends to apply the retainer to any outstanding amounts relating to the period prior to the Commencement Date that were not processed through Weil's billing system as of the Commencement Date and to retain the balance on account of services rendered and expenses incurred subsequent to the Commencement Date.

15. The Debtors understand and have agreed that Weil hereafter will apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated November 25, 2009, and the U.S. Trustee Fee Guidelines (collectively, the "**Fee Guidelines**"), sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any further orders of the Court (the "**Orders**") for all professional services performed and expenses incurred after the Commencement Date.

16. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and the Orders, Debtors propose to compensate Weil for services rendered at its customary hourly rates that are in effect from time to time, as set forth in the Pérez Declaration, and to reimburse Weil according to its customary reimbursement policies. The Debtors respectfully submit that Weil's rates and policies stated in the Pérez Declaration are reasonable.

Notice

17. Notice of this Application has been provided to parties-in-interest in accordance with the Order Pursuant to 11 U.S.C. §§ 105(a) and (d) and Bankruptcy Rules 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures, dated December 23, 2011 (ECF No. 453). The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

18. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

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

Dated: Fort Worth, Texas
January 10, 2012

AMR CORPORATION
(for itself and on behalf of its affiliated
Debtors and Debtors in Possession)

/s/ Randall J. White
NAME: Randall J. White
TITLE: Associate General Counsel

EXHIBIT A

PÉREZ DECLARATION

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

-----X
: **Chapter 11 Case No.**
: **11-15463 (SHL)**
: **(Jointly Administered)**
: **Debtors.**
: **(Jointly Administered)**
: **(Jointly Administered)**
-----X

**DECLARATION AND DISCLOSURE STATEMENT ON BEHALF OF
WEIL, GOTSHAL & MANGES LLP PURSUANT TO 11 U.S.C. § 327, 329 AND
504 OF THE BANKRUPTCY CODE AND FED. R. BANKR. P. 2014(a) AND 2016(b)**

Alfredo R. Pérez makes this declaration under 28 U.S.C. § 1746:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts; Providence, Rhode Island; Wilmington, Delaware; and Redwood Shores, California; and foreign offices in London, United Kingdom; Budapest, Hungary; Warsaw, Poland; Frankfurt and Munich, Germany; Prague, The Czech Republic; Paris, France; Beijing, Hong Kong and Shanghai, China; and Dubai, United Arab Emirates.

2. I submit this Declaration in connection with the application, dated January 10, 2012 (the “**Application**”), of AMR Corporation (“**AMR Corp.**”), American Airlines, Inc. (“**American Airlines**”), AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for authority to employ and retain Weil as their attorneys in the above-captioned chapter 11 cases, *nunc pro tunc* to the date of commencement of these cases (the “**Commencement Date**”), at their normal hourly rates in effect from time to time and in

accordance with their normal reimbursement policies, in compliance with sections 329 and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and to provide disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional party-in-interest information becomes available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

3. Neither I, Weil, nor any member of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these chapter 11 cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, Weil, nor any member of, counsel to, or associate of the Firm represents any party-in-interest in these chapter 11 cases in matters related to these chapter 11 cases.

Weil Disclosure Procedures

4. Weil, which employs approximately 1,100 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Weil has, in the past, represented, currently represents, and may in the future represent, entities that are claimants or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Some of those entities are, or may consider themselves to be, creditors or parties-in-interest in these chapter 11 cases or to otherwise have interests in these cases.

5. In preparing this Declaration, I used a set of procedures developed by Weil to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”)

regarding the retention of professionals by a debtor under the Bankruptcy Code (the “**Firm Disclosure Procedures**”). Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Weil’s connection to such parties:

- a. A comprehensive list of the types of entities who may have contacts with the Debtors was developed through discussions with the Weil attorneys who have provided services to the Debtors and in consultation with senior management of the Debtors (the “**Retention Checklist**”). A copy of the Retention Checklist is attached as **Annex “A.”**
- b. Weil obtained information responsive to the Retention Checklist through several inquiries of the Debtors’ senior management and review of documents provided by the Debtors to Weil. Weil then used that information, together with other information identified by Weil, to compile a list of the names of entities that may be parties-in-interest in these chapter 11 cases (the “**Potential Parties-in-Interest**”).
- c. Weil maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the “**Client Database**”). The Client Database includes the name of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the Weil personnel who are or were responsible for current or former matters for such client. It is the policy of Weil that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Weil. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.
- d. Weil compared the names of each of the Potential Parties-in-Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.¹ Any matches to

¹ For purposes of the Firm Disclosure Procedures, Weil considers an entity a “former client” if all matters for such client have been closed and professional time was recorded within the past two years. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Declaration.

names in the Client Database generated by the comparison were compiled, together with the names of the respective Weil personnel responsible for the identified client matters (the “**Client Match List**”).

- e. A Weil attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to Weil’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List and making general and, if applicable, specific inquiries of Weil personnel, Weil verified that it does not represent and has not represented any entity on the Client Match List in connection with the Debtors or these chapter 11 cases.
- g. In addition, a general inquiry to all Weil personnel (attorneys and staff) was sent by electronic mail to determine whether any such individual or any member of his or her household (i) owns any debt or equity securities of AMR Corp. or any of its affiliates; (ii) holds a claim against or interest adverse to AMR Corp. or any of its affiliates; (iii) is or was an officer, director, or employee of AMR Corp. or any of its affiliates; (iv) is related to or has any connections to bankruptcy judges in the Southern District of New York; or (v) is related to or has any connections to anyone working in the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”).

Weil’s Connections with the Debtors

6. Weil compiled responses to the foregoing inquiries for the purposes of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) above reflect that, as of the Commencement Date, several Weil employees have parents or in-laws, with whom they do not live, who are either employed or retired from the Debtors, or own immaterial amounts of the Debtors’ stocks or bonds. Furthermore, a Weil paralegal in Dallas is a former American Airlines employee who retired in 2003. In addition, a Weil receptionist in Boston, a secretary in Dallas, and a library employee in New York each have spouses who are current employees of American Airlines. Moreover, the spouse of a Weil partner is a Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York, and certain Weil attorneys clerked or otherwise worked with certain Bankruptcy Judges in the Southern District of

New York. Finally, the spouse of a Weil attorney is currently clerking for Bankruptcy Judge Martin Glenn in the Southern District of New York. None of the foregoing individuals is currently directly involved in representing the Debtors in connection with these chapter 11 cases. Details of all the foregoing will be provided upon request.

7. Weil has rendered legal services to the Debtors since 1984. Through Weil's many years of representation, Weil has played a significant role representing the Debtors in federal and state litigation, as well as providing legal services on matters unrelated to these chapter 11 cases. For example, Weil represented AMR Corp. and American Airlines in multi-district litigation pending in the Eastern District of New York (the "**MDL Litigation**").² Weil continues to provide legal services to the Debtors on issues relating to the MDL Litigation. Weil also provides legal services to AMR Corp. relating to a derivative lawsuit in the District Court of the 17th Judicial District in Tarrant County, Texas (the "**Pinellas Matter**").³

8. In addition, Weil currently represents American Airlines in separate lawsuits (collectively, the "**GDS Litigation**") commenced against Sabre, Inc., Sabre Holdings, Corp. and Sabre Travel International, Ltd. d/b/a Sabre Travel Network (collectively, "**Sabre**") and certain other third-party defendants in the United States District Court for the Northern District of Texas and the District Court of the 67th Judicial District in Tarrant County, Texas (the "**Texas Courts**").⁴ On December 23, 2011, the Bankruptcy Court entered an order partially lifting the automatic stay to permit Sabre to pursue its current counterclaims against American Airlines relating to the GDS Litigation in the Texas Courts (ECF No. 456). Weil intends to

² *In re: Air Cargo Shipping Servs. Antitrust Litig.*, Case No. 1:06-MD-1775 (JG) (VPP) (E.D.N.Y.) and *Benchmark Exp. Servs. et al. v. AMR Corp. and Am. Airlines, Inc.*, Case No. 10-CV-3398 (JG) (VPP) (E.D.N.Y.).

³ *Pinellas Park Ret. Sys. v. Arpey*, Case No. 017-247999-10 (17th Jud. Dist. Ct., Tarrant County, Tex.).

⁴ *Am. Airlines, Inc. v. Sabre Inc., et al.*, Case No. 4:11-cv-0244-Y (N.D. Tex.) and *Am. Airlines, Inc. v. Sabre Inc., et al.*, Case No. 067-249214-10 (67th Jud. Dist. Ct., Tarrant County, Tex.).

continue to advise and represent the Debtors on corporate matters, the GDS Litigation, the MDL Litigation, and the Pinellas Matter.

9. Weil has provided the necessary services to enable the Debtors to commence the instant cases under chapter 11. Weil was primarily responsible for the preparation of the chapter 11 petitions, initial motions, and applications relating to these chapter 11 cases and their commencement.

10. Weil has also been a customer of the Debtors. Weil attorneys and staff have purchased, and will continue to purchase, the Debtors' airline tickets. At any given time, Weil attorneys and staff may hold fully paid airline tickets for travel on a future date and/or other vouchers, credits, uncashed refund checks, or other travel credits.

11. In addition, Weil attorneys and staff participate in travel-related customer programs offered by the Debtors, such as membership in the Admirals Club,[®] American Airlines Vacations, the AAirpass[®] Program, and the AADVANTAGE[®] Travel Awards Program. The AADVANTAGE[®] Travel Awards Program is the Debtors' travel rewards and frequent flyer loyalty program, through which a member earns miles for certain airline tickets and other purchases, and which may be exchanged for tickets or ticket upgrades, hotel stays, car rentals, and other awards. The AADVANTAGE[®] Travel Awards Program has in excess of 69 million members worldwide, with approximately 7,100 new members enrolling daily over the last eight months. Weil currently employs approximately 2,500 people worldwide, including attorneys and support staff. Therefore, even if every Weil employee were a member, which upon information and belief is not the case, Weil represents a de minimis number of all AADVANTAGE[®] Travel Awards Program members and, therefore, any such participation does not affect Weil's disinterestedness in these cases.

12. Furthermore, while each of the aforementioned customer programs may constitute an obligation of the Debtors, Weil submits that they are de minimis in relation to all claims in these chapter 11 cases and do not affect Weil's disinterestedness. In fact, on December 22, 2011, the Court entered a final order approving the Debtors' motion to honor certain customer obligations in the ordinary course of business, including obligations for these customer programs (ECF No. 426).

13. Moreover, like many other large companies with employees who travel frequently, Weil is a party to a corporate travel agreement (the "**Corporate Travel Agreement**") with American Airlines. Pursuant to the terms of the Corporate Travel Agreement, Weil receives a small discount from the Debtors' published ticket prices for travel on certain routes. By its terms, the Corporate Travel Agreement precludes Weil from disclosing the terms of its agreement with American Airlines. If the Court requires such disclosure, the Debtors will be put at a disadvantage in negotiating similar agreements with other companies. Weil submits that the benefits it derives from the Corporate Travel Agreement do not affect its disinterestedness in these cases. If the Debtors elect to reject the Corporate Travel Agreement with Weil pursuant to section 365 of the Bankruptcy Code, Weil waives any claim, as that term is defined in section 101(5) of the Bankruptcy Code, which may arise as a result of such rejection.

14. In mid-1996, Weil began advising a client, now a former client, on a possible investment in, or bid for, Business Express Airlines, Inc., one of the Debtors in these cases. After a diligent inquiry, I have only been able to determine that the matter terminated approximately 20 months later without a deal.

15. Weil has also rendered legal services to Mr. Thomas O. Hicks and certain entities he controlled in connection with the construction and financing of the American Airlines

Center (“AAC”), the creation of an entity named Center Operating Company, L.P. (“COC”), and a lease between COC and the Dallas Stars, L.P. relating to AAC. COC is also a party to a naming rights agreement for the AAC with, among others, Dallas Stars, L.P. and American Airlines. Weil currently represents COC in connection with a matter relating to the AAC, but will not advise or represent COC on any matter adverse to the Debtors. In addition, TOH Victory Texas, L.P. (“TOH Victory”), which is indirectly owned and controlled by Mr. Hicks, owns certain interests in entities that own land and improvements around AAC. Weil has not represented TOH Victory in any matter for several years.

16. Finally, over 20 years ago, Weil represented Citibank in a matter where AMR Corp. was technically an adverse party. The matter involved an agreement whereby AMR Corp. would purchase the US Air Shuttle, which was owned by a bank syndicate wherein Citibank served as the agent. Though AMR Corp. was technically an adverse party, all dealings were amicable. This matter has been closed for many years.

**Weil’s Connections with Parties-in-Interest
in Matters Unrelated to These Chapter 11 Cases**

17. Either I, or an attorney working under my supervision, reviewed the connections between Weil and the clients identified on the Client Match List, and the connections between those entities and the Debtors. After such review, either I, or an attorney working under my supervision, determined, in each case, that Weil does not hold or represent an interest that is adverse to the Debtors’ estates and that Weil is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

18. Weil previously represented, currently represents, and may represent in the future the entities described below (or their affiliates), in matters unrelated to the Debtors.

These disclosures, attached as **Annex “B”**, are the product of implementing the Firm Disclosure Procedures. An entity is listed as a “Current Client” on **Annex “B”** if Weil has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is listed as a “Former Client” on **Annex “B”** if Weil represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. Weil has not represented, does not represent, and will not represent any entities listed on **Annex “B”** in matters directly related to the Debtors or these chapter 11 cases.

19. To the best of my knowledge and information, the annual fees for the last twelve months paid to Weil by any entity listed on **Annex “B”**, other than GECAS and Citigroup, did not exceed 1% of the annual gross revenue of Weil.

20. In addition to the entities identified on **Annex “B”**, the entities identified on **Annex “C”** attached hereto either (i) have a name similar to a client identified on the Client Match List or (ii) are or may be related to such a client (collectively, the “**Potential Clients**”). After a diligent effort, Weil was unable to determine whether the similarity of names was, in fact, a name coincidence or whether, and to what extent, the Potential Client is related to a client identified on the Client Match List. Out of an abundance of caution, however, Weil has confirmed that, similar to the clients identified above, Weil has not represented, does not represent, and will not represent any of the Potential Clients in matters directly related to the Debtors or these chapter 11 cases.

21. In addition, GE Capital and its affiliates or subsidiaries, including GE Capital Aviation Services LLC (collectively “**GECAS**”) are parties to numerous aircraft/aircraft

engine financings or leases with the Debtors. Weil will not represent the Debtors in any matters adverse to GECAS. Any such matters will be handled by, inter alia, Debevoise & Plimpton LLP, the Debtors' proposed special aircraft financing counsel.

22. Weil also currently represents GE Engines Services, Inc., an affiliate of GECAS. More than twelve years ago, Weil was adverse to AMR Combs, Inc., a former subsidiary of the Debtors, in a matter in which Weil represented GECAS. The matter concerned AMR Corp.'s auction of an AMR Combs, Inc. subsidiary. GE Engine Services, Inc. dropped out early in the due diligence process. AMR Corp. waived the conflict at the time and was represented by another law firm. The matter is closed.

23. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between Weil and (i) the U.S. Trustee or any person employed by the U.S. Trustee, (ii) any attorneys, accountants, or financial consultants in these chapter 11 cases, or (iii) any investment bankers who represent or may represent the Debtors, claimants, or other parties-in-interest in these chapter 11 cases, except as set forth herein.⁵ As part of its practice, Weil appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent claimants and other parties-in-interest in these cases. Weil has not represented, and will not represent, any of such parties in relation to the Debtors or their chapter 11 cases. Weil does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

⁵ Certain Weil partners have adult children who are affiliated with investment banking firms that are Potential-Parties-In-Interest in these chapter 11 cases. Such a *de minimis* connection does not affect Weil's disinterestedness in these chapter 11 cases.

24. Additionally, Weil has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in commercial markets, Weil may be unaware of the actual holder of such debt at any given moment. Weil also represents numerous entities in unrelated matters that may buy and/or sell distressed debt of chapter 11 debtors.

25. Despite the efforts described herein to identify and disclose Weil's connections with the parties-in-interest in these chapter 11 cases, because the Debtors are a large enterprise with numerous and complex relationships, Weil is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, Weil will continue to apply the Firm Disclosure Procedures. If any new material, relevant facts or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

Weil Is Disinterested

26. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Weil does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Weil is to be employed, and Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

Weil's Retainer, Rates, and Billing Practices

27. Weil is not a creditor of the Debtors. During the period in 2011 prior to the Commencement Date, Weil received from the Debtors an aggregate of approximately \$9.9 million for professional services performed and expenses incurred on several existing matters, and as advance payments to cover an estimate for the period through the Commencement Date

for all professional services performed and expenses incurred, including those relating to these chapter 11 cases. This amount includes approximately \$2.2 million incurred for restructuring advice. Weil has applied a portion of the advance payments received to credit the Debtors' account for Weil's estimated charges for professional services performed and expenses incurred up to the time of the commencement of these chapter 11 cases and has reduced the balance of the credit available to the Debtors by the amount of such charges. The precise amount of such charges and expenses will be determined upon the final recording of all time and expense charges with respect to the period prior to the Commencement Date, and the advance will be applied against such amount. As of the Commencement Date, Weil estimates that it holds a retainer balance, for future professional services to be performed and expenses to be incurred subsequent to the Commencement Date, in the approximate amount of \$2.2 million.

28. Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered subject to bankruptcy court approval. Weil's current customary U.S. hourly rates, subject to change from time to time, are \$760 to \$1,075 for members and counsel, \$430 to \$750 for associates, and \$175 to \$310 for paraprofessionals. Weil has agreed to cap its hourly rate at \$1,000 per hour for this representation.

29. Weil also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply with the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York,

dated November 25, 2009, and the U.S. Trustee Fee Guidelines (collectively, the “**Fee Guidelines**”), sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any further order of the Court. Weil’s disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third-party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, and clerk fees.

30. No promises have been received by Weil, or any member, counsel, or associate of Weil, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines. Furthermore, Weil has no agreement with any other entity to share compensation received by Weil or by such entity.

31. The Application requests approval of Weil’s retention on rates, terms, and conditions consistent with what Weil charges non-chapter 11 debtors, namely, prompt payment of Weil’s hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Weil intends to apply for allowance of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses relating thereto in accordance with the

applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines.

Coordination with Other Professionals for the Debtors

32. Weil is aware that the Debtors have submitted, or intend to submit, separate applications to retain, inter alia, Rothschild Inc. as financial advisor and investment banker; Debevoise & Plimpton LLP as special aircraft financing counsel; Paul Hastings LLP as special labor counsel; Groom Law Group, Chartered as special employee benefits counsel; Ernst & Young LLP as independent auditors; and GCG, Inc. as noticing and claims agent. Weil intends to carefully monitor and coordinate the efforts of all professionals retained by the Debtors in these chapter 11 cases and will delineate their respective duties so as to prevent duplication of services whenever possible.

33. The foregoing constitutes the statement of Weil pursuant to sections 327(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Executed this 10th day of January, 2012

/s/ Alfred R. Pérez
Alfredo R. Pérez
A Member of the Firm

ANNEX A

RETENTION CHECKLIST

Retention Checklist

- Debtors
- Debtors' Trade Names
- Debtors' Affiliates
- Top 50 Unsecured Creditors
- Largest Unsecured Funded Debt Creditors
- Top 100 Trade Creditors
- Top 5 Secured Creditors
- Current Members of Board of Directors
- Former Members of Board of Directors (past 3 years)
- Current Officers
- Former Officers (past 3 years)
- Affiliations of Current Members of Board of Directors
- Affiliations of Current Officers
- Current Significant Shareholders (top 5%)
- Unions
- Financial Institutions
- Aircraft Lenders and Lessors
- Financial Derivative Counterparties
- Landlords
- Major Competitors
- Bankruptcy Judges for the United States Bankruptcy Court for the S.D.N.Y.
- United States Trustees for the S.D.N.Y.
- Major Litigation Claimants
- Insurance Providers
- Taxing Authorities
- Utility Companies
- Professionals

ANNEX B

LIST OF CURRENT AND FORMER CLIENTS

Matched Entity	Relationship to Debtors	Relationship to Weil
Air BP USA	Top 100 Trade Creditor	Affiliate of Current Client
Alltel	Utility	Former Client
Aspen Institute	Affiliation of Director	Former Client
Avaya Inc.	Utility	Current Client
Bangor Hydro Electric Co.	Utility	Current Client
Bank of America	Financial Institution	Current Client
Bank of New York Mellon	Largest Unsecured Debt Creditor/ Top 5 Secured Creditor/ Financial Institution	Current Client
Bank of Nova Scotia	Financial Institution	Former Client
Barclays Bank PLC	Financial Derivative Counterparty	Current Client
BNP Paribas	Aircraft Lender/Lessor	Current Client
BNY Capital Funding LLC	Aircraft Lender/Lessor	Affiliate of Current Client
BNY Capital Resources Corporation	Aircraft Lender/Lessor	Affiliate of Current Client
Boeing Capital Corporation	Aircraft Lender/Lessor	Affiliate of Current Client
Boeing Commercial Airlines	Top 100 Trade Creditor	Affiliate of Current Client
Calyon	Aircraft Lender/Lessor	Current Client
Capital One Bank	Financial Institution	Current Client
CenturyTel	Utility	Former Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Chartis Insurance Co. of Canada	Insurance Provider	Affiliate of Current Client
Chevron Products Company	Top 100 Trade Creditor	Affiliate of Former Client
Citibank, N.A.	Top 5 Secured Creditor/ Financial Institution/ Aircraft Lender/ Financial Derivative Counterparty	Current Client
Citibank POS	Financial Institution	Affiliate of Current Client
Citigroup	Affiliation of Director	Current Client
Con Edison	Utility	Current Client
Credit Suisse International	Financial Derivative Counterparty	Current Client
Deloitte Consulting LLP	Professional	Affiliate of Current Client
Deloitte Financial Advisory Services LLP	Professional	Affiliate of Current Client
Deloitte Tax LLP	Professional	Affiliate of Current Client
Deutsche Vehrkers Bank (DVB)	Aircraft Lender/Lessor	Affiliate of Current Client
DirecTV	Utility	Current Client
Ernst & Young LLP	Professional	Former Client
Export Development Canada	Aircraft Lender/Lessor	Current Client
Flint Hills Resources, LP	Top 100 Trade Creditor	Affiliate of Former Client
Gap Inc.	Affiliation of Officer	Former Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Gate Gourmet	Top 100 Trade Creditor	Current Client
GE Capital Aviation Services LLC	Aircraft Lender/Lessor	Affiliate of Current Client
GECC	Aircraft Lender/Lessor	Current Client
Genesis Funding	Aircraft Lender/Lessor	Affiliate of Current Client
GTE Communications System Corp.	Utility	Affiliate of Current Client
GTE Customer Networks Inc.	Utility	Affiliate of Current Client
GTE Directories Distribution	Utility	Affiliate of Current Client
Hawker Pacific	Top 100 Trade Creditor	Affiliate of Current Client
Hewlett Packard Company	Top 100 Trade Creditor	Current Client
IBM	Top 100 Trade Creditor	Former Client
ING Bank N.V. Amsterdam	Aircraft Lender/Lessor	Affiliate of Current Client
IWCO Direct	Top 100 Trade Creditor	Affiliate of Current Client
J. Aron & Company	Financial Derivative Counterparty	Current Client
JP Morgan Chase Bank	Financial Institution	Current Client
KBC Bank	Aircraft Lender/Lessor	Current Client
Koch Supply & Trading, LP	Financial Derivative Counterparty	Affiliate of Current Client
Landesbank Baden Wurttemberg	Aircraft Lender/Lessor	Current Client
Law Debenture Trust Company of New York	Largest Unfunded Debt Creditor	Former Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Lloyds Bank Corporate Markets	Aircraft Lender/Lessor	Current Client
Make-A-Wish Foundation of America	Affiliation of Officer	Former Client
Manufacturers and Traders Trust Company	Largest Unsecured Debt Creditor	Current Client
Macquarie	Aircraft Lender/Lessor	Current Client
MetLife	Top Unsecured Creditor	Affiliate of Former Client
MoneyGram	Affiliation of Officer	Current Client
Morgan Stanley Capital Group	Financial Derivative Counterparty	Affiliate of Current Client
Morgan Stanley	Top 100 Trade Creditor	Affiliate of Current Client
Nationsbank Montgomery Securities	Aircraft Lender/Lessor	Affiliate of Current Client
Norddeutsche Landesbank	Aircraft Lender/Lessor	Former Client
Partnership for the Homeless	Affiliation of Officer	Former Client
PepsiCo	Affiliation of Director	Current Client
PG&E	Utility	Former Client
PK AirFinance	Aircraft Lender/Lessor	Former Client
Port Authority of NY & NJ	Top Unsecured Creditor/ Landlord	Current Client
Qualcomm Inc.	Affiliation of Officer/ Affiliation of Director	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Rolls Royce Inc.	Landlord	Affiliate of Former Client
Rothschild Inc.	Professional	Affiliate of Current Client
Shell Oil Company	Top 100 Trade Creditor	Former Client
Southwest Airlines	Major Competitor	Current Client
Sprint National Accounts	Utility	Affiliate of Former Client
Sprint PCS	Utility	Affiliate of Former Client
Sprint	Utility	Affiliate of Former Client
SunTrust Bank	Financial Institution	Current Client
Symantec Corp.	Affiliation of Director	Current Client
The Dow Chemical Company	Top 100 Trade Creditor	Current Client
The Home Depot	Affiliation of Director	Current Client
The Royal Bank of Scotland	Aircraft Lender/Lessor	Current Client
Time Warner Inc.	Affiliation of Director	Former Client
Unicredit Bank AG, London Branch	Aircraft Lender/Lessor	Affiliate of Current Client
University of Notre Dame Board of Trustees	Affiliation of Director	Affiliate of Current Client
U.S. Bancorp Equipment Finance, Inc.	Aircraft Lender/Lessor	Affiliate of Current Client
U.S. Bank, N.A	Largest Unsecured Debt Creditor/ Top 5 Secured Creditor	Current Client
Verizon Business	Top 100 Trade Creditor	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
Verizon Call Center Services	Utility	Affiliate of Current Client
Verizon Network Integration Corp.	Utility	Affiliate of Current Client
Verizon Northwest	Utility	Affiliate of Current Client
Verizon (NYNEX)	Utility	Affiliate of Current Client
Verizon South	Utility	Affiliate of Current Client
Verizon Wireless-Los Angeles	Utility	Affiliate of Current Client
Verizon Wireless Messaging	Utility	Affiliate of Current Client
Verizon Wireless	Utility	Affiliate of Current Client
VF Imagewear, Inc.	Top 100 Trade Creditor	Current Client
Wells Fargo	Financial Institution	Current Client
Wells Fargo Bank Northwest, N.A.	Aircraft Lender/Lessor	Affiliate of Current Client
Westinghouse Electric	Aircraft Lender/Lessor	Current Client
Wilmington Trust	Largest Unsecured Debt Creditor	Former Client
Zions First National Bank	Financial Institution	Current Client
Zurich Insurance Company	Insurance Provider	Former Client

ANNEX C

LIST OF POTENTIAL CLIENTS

Matched Entity	Relationship to Debtors	Relationship to Weil
Tiaa Realty	Landlord	Potential Relation to Client
UniCredit CAIB Polska S.A.	Financial Institution	Potential Relation to Client

EXHIBIT B

PROPOSED ORDER

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

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

**ORDER PURSUANT TO 11 U.S.C. § 327(a) AND FED. R. BANKR. P.
2014(a) AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE
DEBTORS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon the Application, dated January 10, 2012 (the “**Application**”),¹ of AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 327(a) of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order authorizing the employment of Weil, Gotshal & Manges LLP (“**Weil**”) as attorneys for the Debtors, effective as of November 29, 2011 (the “**Commencement Date**”), under a general retainer, all as more fully described in the Application; and upon the declaration of Alfredo R. Pérez, a member of Weil, dated January 10, 2012, annexed to the Application as **Exhibit “A”** (the “**Pérez Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Pérez Declaration, that Weil is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Weil represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of any and all Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Application (the "**Hearing**"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, creditors, and all parties-in-interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

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

ORDERED that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Debtors are authorized to employ and retain Weil as their attorneys in these chapter 11 cases under a general retainer, in accordance with Weil's normal hourly rates and disbursement policies, all as contemplated by the Application, *nunc pro tunc* to the Commencement Date; and it is further

ORDERED that Weil is authorized to render the following professional services:

- a. Prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors' estates;
- b. Take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
- c. Take all necessary actions in connection with a chapter 11 plan and related disclosure statement(s), and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. Corporate matters relating to the Debtors and any matters arising under or relating to the MDL Litigation, the GDS Litigation, or the Pinellas Matter; and
- e. Perform all other necessary legal services in connection with the prosecution of these chapter 11 cases;

and it is further

ORDERED that Weil shall be compensated in accordance with, and will file, interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and any further order of the Court; and it is further

ORDERED that Weil shall be reimbursed for reasonable and necessary expenses as provided by the Fee Guidelines; and it is further

ORDERED that Weil shall apply any remaining amounts of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order of the Court awarding fees and expenses; and it is further

ORDERED that Weil shall provide ten (10) business days' notice to the Debtors, the United States Trustee for the Southern District of New York, and any statutory committee appointed in these chapter 11 cases in connection with any increase of the hourly rates listed in the Pérez Declaration; and it is further

ORDERED that Weil shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases; and it is further

ORDERED that Weil shall not withdraw as the Debtors' counsel prior to the effective date of any chapter 11 plan confirmed in these chapter 11 cases without prior approval of this Court in accordance with Local Rule 2090-1(e); and it is further

ORDERED that notice of the Application as provided therein shall be deemed good and sufficient notice of the Application; and it is further

ORDERED that to the extent the Application is inconsistent with this Order, the terms of this Order shall govern; 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: _____, 2012
New York, New York

United States Bankruptcy Judge