

US AIRWAYS GROUP INC
Form 425
February 14, 2013

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Under the Securities Exchange Act of 1934

Subject Company: US Airways Group, Inc.
Commission File No. 001-8444

American Airlines and US Airways:

Combination is Good for Alaska

Alaska will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Anchorage.

The combined network will offer improved service through 2 daily departures from Alaska, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

* *Represents average of 2013 published schedule.*

For more information, please visit: www.newAmericanarriving.com

Additional Information and Where To Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger transaction between AMR Corporation (AMR) and US Airways Group, Inc. (US Airways) will be submitted to the stockholders of US Airways for their consideration. AMR expects to file with the Securities and Exchange Commission (SEC) a registration statement on Form S-4 that will include a prospectus of AMR and a proxy statement of US Airways, and US Airways expects to file with the SEC a definitive proxy statement on Schedule 14A. AMR and US Airways also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE URGED TO READ THE PROXY STATEMENT, PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the proxy statement, prospectus and other documents containing important information about AMR and US Airways, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways, when and if available, can be obtained free of charge on US Airways' website at www.usairways.com or by directing a written request to US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281, Attention: Vice President, Legal Affairs. Copies of the documents filed with the SEC by AMR, when and if available, can be obtained free of charge on AMR's website at www.aa.com or by directing a written request to AMR Corporation, P.O. Box 619616, MD 5675, Dallas/ Fort Worth International Airport, Texas 75261-9616, Attention: Investor Relations or by emailing investor.relations@aa.com.

US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as may, will, expect, intend, anticipate, believe, estimate, plan, project, should, would, continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are based on AMR and US Airways' current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. The following factors, among others, could cause actual results and financial position and timing of certain events to differ materially from those described in the forward-looking statements: failure of a proposed transaction to be implemented; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally, including those set forth in the filings of US Airways and AMR with the SEC, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings, including the registration statement, proxy statement and prospectus. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. Neither AMR nor US Airways assumes any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements except as required by law.

American Airlines and US Airways:

Combination is Good for Alabama

Alabama will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Alabama - Birmingham, Huntsville/Decatur, Montgomery and Mobile.

The combined network will offer improved service through 41 daily departures from Alabama, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 82 people in Alabama.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Arkansas

Arkansas will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Arkansas Little Rock, Fort Smith, Northwest Arkansas and Texarkana.

The combined network will offer improved service through 44 daily departures from Arkansas, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 230 people in Arkansas.**

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American Airlines and US Airways:

Combination is Good for Arizona

Arizona will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Arizona Phoenix, Tucson, Flagstaff-Grand Canyon and Yuma.

Hub operations and fleet and ground service will be located at Phoenix Sky Harbor International Airport.

The combined network will offer improved service through 319 daily departures from Arizona, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 10,100 people in Arizona.**

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American Airlines and US Airways:

Combination is Good for California

California will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 16 locations across California: Los Angeles, San Francisco, Sacramento, San Diego, Oakland, San Jose, Burbank, Long Beach, Monterey, Bakersfield, Fresno, Ontario, Palm Springs, Santa Barbara, San Luis Obispo and Santa Ana-Orange County.

Hub operations and fleet and ground service will be located at Los Angeles International Airport, with fleet and ground service also in San Diego and San Francisco.

The combined network will offer improved service through 367 daily departures from California, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 7,160 people in California.**

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American Airlines and US Airways:

Combination is Good for Colorado

Colorado will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 9 locations across Colorado Denver, Colorado Springs, Aspen, Durango, Eagle/Vail, Grand Junction, Gunnison, Hayden/Steamboat Springs and Montrose.

The combined network will offer improved service through 54 daily departures from Colorado, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the oneworld® Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 250 people in Colorado.**

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American Airlines and US Airways:

Combination is Good for Connecticut

Connecticut will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Hartford and New Haven.

The combined network will offer improved service through 34 daily departures from Connecticut, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 294 people in Connecticut.**

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Cautionary Statement Regarding Forward-Looking Statements

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American Airlines and US Airways:

Combination is Good for the Washington, DC Region

The District of Columbia, Maryland and Virginia will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 10 locations around the DC, Maryland and Virginia region Washington, DC (Dulles and Ronald Reagan); Baltimore and Salisbury/Ocean City, MD; and Richmond, Charlottesville-Albemarle, Lynchburg, Norfolk, Newport and Roanoke, VA.

Hub operations will be located at Ronald Reagan Washington National Airport.

The combined network will offer improved service through 423 daily departures from the region, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 2,400 people in the Washington, DC region.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Pennsylvania and Delaware

**The Pennsylvania-Delaware region will benefit from increased connectivity,
a broader route network, and a stronger, more competitive airline.**

Service

The combined network will serve 8 locations across the Pennsylvania-Delaware region Philadelphia, Pittsburgh, Scranton, Harrisburg, State College, Allentown-Lehigh, Erie and Williamsport.

Hub operations and fleet and ground service will be located at Philadelphia International Airport, with fleet and ground service also in Pittsburgh, and flight operations located in Moon Township.

The combined network will offer improved service through 558 daily departures from Pennsylvania, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 9,100 people in Pennsylvania.**

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American Airlines and US Airways:

Combination is Good for Florida

Florida will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 15 locations across Florida – Daytona Beach, Fort Lauderdale, Gainesville, Jacksonville, Orlando, Miami, Melbourne, Palm Beach, Pensacola, Fort Myers, Sarasota, Tallahassee, Tampa, Valparaiso-Fort Walton and Key West.

Hub operations will be located at Miami International Airport.

The combined network will offer improved service through 556 daily departures from Florida, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 11,650 people in Florida.**

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American Airlines and US Airways:

Combination is Good for Georgia

Georgia will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Georgia Hartsfield-Jackson-Atlanta, Savannah-Hilton Head, Augusta and Columbus.

The combined network will offer improved service through 74 daily departures from Georgia, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 580 people in Georgia.**

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American Airlines and US Airways:

Combination is Good for Hawaii

Hawaii will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 4 locations across Hawaii Honolulu (Oahu), Kona (Hawaii), Lihue (Kauai) and Kahlului (Maui)

The combined network will offer improved service through 17 daily departures from Hawaii, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 51 people in Hawaii.**

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American Airlines and US Airways:

Combination is Good for Iowa

Iowa will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 5 locations across Iowa Des Moines, Sioux City, Waterloo, Dubuque and Cedar Rapids.

The combined network will offer improved service through 35 daily departures from Iowa, with access to more than 330 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 50 people in Iowa.**

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American Airlines and US Airways:

Combination is Good for Idaho

Idaho will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Boise.

The combined network will offer improved service through 2 daily departures from Idaho, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 14 people in Idaho.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Illinois

Illinois will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 6 locations across Illinois Chicago, Springfield, Peoria, Bloomington-Normal, Champaign and Moline.

Hub operations and fleet and ground service will be located at Chicago O Hare International Airport.

The combined network will offer improved service through 503 daily departures from Illinois, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the oneworld® Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 9,680 people in Illinois.**

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American Airlines and US Airways:

Combination is Good for Indiana

Indiana will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 3 locations across Indiana Indianapolis, Evansville and Fort Wayne.

The combined network will offer improved service through 49 daily departures from Indiana, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 136 people in Indiana.**

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American Airlines and US Airways:

Combination is Good for Kansas

Kansas will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 3 locations across Kansas - Wichita, Garden City and Manhattan.

The combined network will offer improved service through 14 daily departures from Kansas, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 70 people in Kansas.**

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American Airlines and US Airways:

Combination is Good for Kentucky

Kentucky will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 3 locations across Kentucky Cincinnati, Louisville and Lexington.

The combined network will offer improved service through 68 daily departures from Kentucky, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the oneworld® Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 141 people in Kentucky.**

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American Airlines and US Airways:

Combination is Good for Louisiana

Louisiana will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 7 locations across Louisiana New Orleans, Baton Rouge, Lafayette, Shreveport, Alexandria, Monroe and Lake Charles.

The combined network will offer improved service through 59 daily departures from Louisiana, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the oneworld® Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 200 people in Louisiana.**

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Cautionary Statement Regarding Forward-Looking Statements

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American Airlines and US Airways:

Combination is Good for Massachusetts

Massachusetts will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 3 locations across Massachusetts - Boston, Nantucket and Martha's Vineyard.

The combined network will offer improved service through 102 daily departures from Massachusetts, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 1,507 people in Massachusetts.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Maryland

Maryland will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Baltimore-Washington and Salisbury-Ocean City.

The combined network will offer improved service through 40 daily departures from Maryland, with access to 336 destinations around the world.*

Fleet and ground service will be located in Baltimore.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 180 people in Maryland.**

* *Represents average of 2013 published schedule.*

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American Airlines and US Airways:

Combination is Good for Maine

Maine will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Portland and Bangor.

The combined network will offer improved service through 17 daily departures from Maine, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 18 people in Maine.**

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American Airlines and US Airways:

Combination is Good for Michigan

Michigan will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 6 locations across Michigan - Detroit, Flint, Grand Rapids, Kalamazoo-Battle Creek, Traverse City and Marquette.

The combined network will offer improved service through 62 daily departures from Michigan, with access to 336 destinations around the world.*

Fleet and ground service will be located in Detroit.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 400 people in Michigan.**

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American Airlines and US Airways:

Combination is Good for Minnesota

Minnesota will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Minneapolis-St. Paul and Rochester.

The combined network will offer improved service through 38 daily departures from Minnesota, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 412 people in Minnesota.**

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American Airlines and US Airways:

Combination is Good for Missouri

Missouri will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 5 locations across Missouri Lambert-St. Louis, Kansas City, Springfield-Branson, Columbia and Joplin.

The combined network will offer improved service through 86 daily departures from Missouri, with access to 336 destinations around the world.*

Fleet and ground service will be located in St. Louis.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 370 people in Missouri.**

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US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

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American Airlines and US Airways:

Combination is Good for Mississippi

Mississippi will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Jackson and Gulfport/Biloxi.

The combined network will offer improved service through 19 daily departures from Mississippi, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 36 people in Mississippi.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for the Northern Rockies Region

**Idaho, Montana and Wyoming will benefit from increased connectivity,
a broader route network, and a stronger, more competitive airline.**

Service

The combined network will serve 2 locations across the Northern Rockies region - Boise, ID and Jackson Hole, WY.

The combined network will offer improved service through 3 daily departures from the region, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

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American Airlines and US Airways:

Combination is Good for North Carolina

North Carolina will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 9 locations across North Carolina Asheville, Charlotte, New Bern, Fayetteville, Greensboro, Greenville, Jacksonville, Raleigh-Durham and Wilmington.

Hub operations and fleet and ground service will be located at Charlotte/Douglas International Airport.

The combined network will offer improved service through 784 daily departures from North Carolina, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 9,800 people in North Carolina.**

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American Airlines and US Airways:

Combination is Good for North Dakota

North Dakota will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Fargo.

The combined network will offer improved service through 4 daily departures from North Dakota, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

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American Airlines and US Airways:

Combination is Good for Nebraska

Nebraska will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Omaha and Grand Island.

The combined network will offer improved service through 18 daily departures from Nebraska, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 18 people in Nebraska.**

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American Airlines and US Airways:

Combination is Good for New Hampshire

New Hampshire will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Manchester.

The combined network will offer improved service through 10 daily departures from New Hampshire, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 24 people in New Hampshire.**

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American Airlines and US Airways:

Combination is Good for New Jersey

New Jersey will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Newark Liberty International Airport.

The combined network will offer improved service through 36 daily departures from New Jersey, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 850 people in New Jersey.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

For more information, please visit: www.newAmericanarriving.com

Additional Information and Where To Find It

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American Airlines and US Airways:

Combination is Good for New Mexico

New Mexico will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 3 locations across New Mexico - Albuquerque, Santa Fe and Roswell.

The combined network will offer improved service through 25 daily departures from New Mexico, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 85 people in New Mexico.**

* *Represents average of 2013 published schedule.*

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American Airlines and US Airways:

Combination is Good for Nevada

Nevada will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Las Vegas and Reno-Tahoe.

The combined network will offer improved service through 56 daily departures from Nevada, with access to 336 destinations around the world.*

Fleet and ground service will be located in Las Vegas.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 950 people in Nevada.**

* *Represents average of 2013 published schedule.*

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American Airlines and US Airways:

Combination is Good for New York

New York will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 13 locations across New York: New York City (JFK and La Guardia), Buffalo, Albany, Rochester, Syracuse, Long Island, Binghamton, Newburgh, Watertown, Westchester, Elmira and Ithaca.

Hub operations will be located at John F. Kennedy International Airport, and fleet and ground service will be located in New York City, Buffalo, Rochester, Albany and Syracuse.

The combined network will offer improved service through 372 daily departures from New York, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 8,060 people in New York.**

* Represents average of 2013 published schedule.

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*** New York La Guardia Airport and John F. Kennedy International Airport share this same crew.

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Additional Information and Where To Find It

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American Airlines and US Airways:

Combination is Good for Ohio

Ohio will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 5 locations across Ohio - Cleveland, Columbus, Toledo, Dayton and Akron-Canton.

The combined network will offer improved service through 106 daily departures from Ohio, with access to more than 330 destinations around the world.*

Fleet and ground service will be located in Cincinnati, Cleveland and Columbus.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 410 people in Ohio.**

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American Airlines and US Airways:

Combination is Good for Oklahoma

Oklahoma will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 3 locations across Oklahoma - Oklahoma City, Tulsa and Lawton.

Tulsa is home to a major maintenance base serving multiple fleet types and employing thousands in the area.

The combined network will offer improved service through 31 daily departures from Oklahoma, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 6,555 people in Oklahoma.**

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US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

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American Airlines and US Airways:

Combination is Good for Oregon

Oregon will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Portland.

The combined network will offer improved service through 10 daily departures from Oregon with access to more than 330 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 137 people in Oregon.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

For more information, please visit: www.newAmericanarriving.com

Additional Information and Where To Find It

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American Airlines and US Airways:

Combination is Good for Pennsylvania and Delaware

The Pennsylvania-Delaware region will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 8 locations across the Pennsylvania-Delaware region Philadelphia, Pittsburgh, Scranton, Harrisburg, State College, Allentown-Lehigh, Erie and Williamsport.

Hub operations and fleet and ground service will be located at Philadelphia International Airport, with fleet and ground service also in Pittsburgh, and flight operations located in Moon Township.

The combined network will offer improved service through 558 daily departures from Pennsylvania, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 9,100 people in Pennsylvania.**

* Represents average of 2013 published schedule.

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American Airlines and US Airways:

Combination is Good for Puerto Rico

Puerto Rico will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve San Juan.

The combined network will offer improved service through 41 daily departures from Puerto Rico, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 631 people in Puerto Rico.**

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American Airlines and US Airways:

Combination is Good for Rhode Island

Rhode Island will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Providence.

The combined network will offer improved service through 16 daily departures from Rhode Island, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 71 people in Rhode Island.**

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American Airlines and US Airways:

Combination is Good for South Carolina

South Carolina will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 6 locations across South Carolina - Charleston, Hilton Head, Columbia, Greenville-Spartanburg, Myrtle Beach and Florence.

The combined network will offer improved service through 75 daily departures from South Carolina, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 290 people in South Carolina.**

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American Airlines and US Airways:

Combination is Good for South Dakota

South Dakota will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Sioux Falls and Rapid City.

The combined network will offer improved service through 7 daily departures from South Dakota, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 230 people in South Dakota.**

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American Airlines and US Airways:

Combination is Good for Tennessee

Tennessee will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 5 locations across Tennessee Nashville, Memphis, Knoxville, Chattanooga and the Tri-Cities region.

The combined network will offer improved service through 102 daily departures from Tennessee, with access to 336 destinations around the world.*

Fleet and ground service will be located in Memphis and Nashville.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the oneworld® Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 370 people in Tennessee.**

* Represents average of 2013 published schedule.

** Employment information was provided by the companies, respectively as of Dec. 31, 2012.

For more information, please visit: www.newAmericanarriving.com

Additional Information and Where To Find It

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US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

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American Airlines and US Airways:

Combination is Good for Texas

Texas will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 22 locations across Texas: Dallas-Fort Worth, Houston (William P. Hobby and George Bush), Austin, San Antonio, El Paso, Corpus Christi, College Station, Waco, Midland, Abilene, Amarillo, Brownsville, Longview, Killeen-Fort Hood, Laredo, Lubbock, McAllen-Miller, San Angelo, Tyler, Wichita Falls and Beaumont-Port Arthur.

Hub operations and maintenance base will be located at Dallas/Forth Worth International Airport.

The combined network will offer improved service through 993 daily departures from Texas, with access to more than 330 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 24,600 people in Texas.**

* Represents average of 2013 published schedule.

** Employment information was provided by the companies, respectively as of Dec. 31, 2012.

*** Aircraft engine facility.

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US Airways, and US Airways expects to file with the SEC a definitive proxy statement on Schedule 14A. AMR and US Airways also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS OF US AIRWAYS ARE URGED TO READ THE PROXY STATEMENT, PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the proxy statement, prospectus and other documents containing important information about AMR and US Airways, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by US Airways, when and if available, can be obtained free of charge on US Airways' website at www.usairways.com or by directing a written request to US Airways Group, Inc., 111 West Rio Salado Parkway, Tempe, Arizona 85281, Attention: Vice President, Legal Affairs. Copies of the documents filed with the SEC by AMR, when and if available, can be obtained free of charge on AMR's website at www.aa.com or by directing a written request to AMR Corporation, P.O. Box 619616, MD 5675, Dallas/ Fort Worth International Airport, Texas 75261-9616, Attention: Investor Relations or by emailing investor.relations@aa.com.

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American Airlines and US Airways:

Combination is Good for Utah

Utah will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Salt Lake City.

The combined network will offer improved service through 19 daily departures from Utah, with access to 336 destinations around the world.*

Fleet and ground service will be located in Salt Lake City.

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 110 people in Utah.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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American Airlines and US Airways:

Combination is Good for Virginia

Virginia will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 8 locations across Virginia: Washington, DC (Dulles and Ronald Reagan), Richmond, Charlottesville-Albemarle, Norfolk, Newport, Lynchburg and Roanoke.

Hub operations will be located at Ronald Reagan Washington National Airport.

The combined network will offer improved service through 383 daily departures from Virginia, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 570 people in Virginia.**

* Represents average of 2013 published schedule.

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American Airlines and US Airways:

Combination is Good for Vermont

Vermont will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Burlington.

The combined network will offer improved service through 9 daily departures from Vermont, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 40 people in Vermont.**

* *Represents average of 2013 published schedule.*

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American Airlines and US Airways:

Combination is Good for Washington

Washington will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Seattle-Tacoma and Spokane.

The combined network will offer improved service through 27 daily departures from Washington, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 380 people in Washington.**

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American Airlines and US Airways:

Combination is Good for Wisconsin

Wisconsin will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve 5 locations across Wisconsin Milwaukee, Green Bay, Dane, La Crosse and Central Wisconsin.

The combined network will offer improved service through 37 daily departures from Wisconsin, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 70 people in Wisconsin.**

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US Airways, AMR and certain of their respective directors, executive officers and certain members of management may be deemed to be participants in the solicitation of proxies from the stockholders of US Airways in connection with the proposed transaction. Information about the directors and executive officers of US Airways is set forth in its proxy statement for its 2012 annual meeting of stockholders, which was filed with the SEC on April 27, 2012. Information about the directors and executive officers of AMR is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the SEC on February 15, 2012. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the prospectus and proxy statement and other relevant materials when and if filed with the SEC in connection with the proposed transaction.

Cautionary Statement Regarding Forward-Looking Statements

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as may, will, expect, intend, anticipate, believe, estimate, plan, project, should, would, continue, seek, target, guidance, outlook, forecast and other similar words. These forward-looking statements are based on and US Airways' current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. The following factors, among others, could cause actual results and financial position and timing of certain events to differ materially from those described in the forward-looking statements: failure of a proposed transaction to be implemented; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of US Airways and AMR generally, including those set forth in the filings of US Airways and AMR with the SEC, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of their respective annual reports on Form 10-K and quarterly reports on Form 10-Q, their current reports on Form 8-K and other SEC filings, including the registration statement, proxy statement and prospectus. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statements. Neither AMR nor US Airways assumes any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements except as required by law.

American Airlines and US Airways:

Combination is Good for West Virginia

West Virginia will benefit from increased connectivity, a broader route network, and a stronger, more competitive airline.

Service

The combined network will serve Charleston and Huntington.

The combined network will offer improved service through 13 daily departures from West Virginia, with access to 336 destinations around the world.*

American Airlines and US Airways frequent flyers will enjoy service to more cities, greater depth of schedule offerings, and more benefits and travel options through the **oneworld**[®] Alliance.

Jobs

Together, American Airlines and US Airways employ approximately 35 people in West Virginia.**

* *Represents average of 2013 published schedule.*

** *Employment information was provided by the companies, respectively as of Dec. 31, 2012.*

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