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US AIRWAYS GROUP INC
Form 425
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Jon Snook

Senior Vice President - Customer Service
February 14, 2013

Agents, Reps and Planners,

What a big day for our airline and for our people! Since I started at American as an Agent 27 years ago, I have seen a lot of changes, but few compare with today's announcement which we expect will ultimately catapult us into the position of the world's largest airline! This is a very significant day in the remarkable history of our company, and this merger announcement gives us the platform from which we can become the world's leading airline not just in terms of size, but also in terms of breadth and quality of products and customer service.

I know today's announcement probably drives many questions about what it will mean for all of us as employees, and I wanted to take a moment to personally address this for you and your colleagues in the domestic U.S.-Based Agent, Representative and Planner (ARP) group.

In the short term your jobs won't look much different than today. We will continue to operate as separate airlines with separate operations as we work to obtain all of the necessary regulatory, bankruptcy court and US Airways stockholder approvals. As we begin planning for the integration of our two airlines, one of our primary areas of focus will be ensuring the interests of our independent employees are protected.

As you are probably aware, we recently entered into memorandums of understanding (MOUs) with our unionized workgroups, which define the pay and benefit terms that will apply to these groups once the merger is approved and we exit Chapter 11. In our merger evaluation, we assumed similar adjustments would be made for our independent groups. Over the coming weeks, we will be working with our counterparts at US Airways to assess how our independent workgroups could share in the benefits achieved through the merger. As a part of this assessment we will look at whether profit sharing should be eliminated as it will be for American's unionized workgroups to help fund any further adjustments to pay and benefits. We anticipate completing the assessment and being able to announce potential adjustments for the ARP group long before the merger becomes effective.

You may also be wondering about seniority. At this point we expect to help establish an independent committee of American's ARP employees. This committee, formed with the involvement of your independent boards, will then work directly with your counterparts at US Airways to determine a fair and equitable process for merging seniority lists, as provided for in the federal McCaskill-Bond amendment. You'll receive more information on that process over the coming weeks and months.

For our internationally-based ARP employees, any changes will be governed by the unique labor and legal framework of each country. Please refer to local communications for more information about your group.

The year behind us has been difficult but the year ahead for American Airlines will see many exciting changes. I am confident that those changes will be well worth the effort as we create the world's premier global carrier.

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Until the merger closes, Tom will continue to serve as Chairman and CEO of American. Upon closing, Doug Parker, the current CEO of US Airways, will become the CEO of the combined company, and Tom will continue as Chairman of the Board through the first shareholders meeting of the new company.

Today begins the process of planning to combine our two airlines, but one thing is for certain: our success in the new American depends on a strong customer service organization. More than anything, your incredible service every day as you take care of our customers is what will make this transition and this merger a success. We've got the right team in place to make that happen, and I thank all of you on the frontlines for your hard work and dedication.

Thanks,

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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.

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