

APPENDIX

APPENDIX

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APPENDIX A

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

[Filed February 26, 2019]

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

In re:)
)
AMR CORPORATION, *et al.*,)
)
Debtors.)
_____)

Adv. Proc. No. 13-01392 (SHL)

CAROLYN FJORD, *et al.*,)
)
Plaintiffs,)
)
v.)
)
AMR CORPORATION, AMERICAN)
AIRLINES, US AIRWAYS GROUP,)
INC. and US AIRWAYS, INC.,)
)
Defendants,)
)
OFFICIAL COMMITTEE OF)

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UNSECURED CREDITORS,)
)
As Intervenor.)
_____)

**ORDER DENYING PLAINTIFFS' MOTION FOR
LEAVE TO FILE A SECOND AMENDED AND
SUPPLEMENTAL COMPLAINT**

Before the Court is Plaintiffs' *Motion for Leave to File a Second Amended and Supplemental Complaint to Allege Injury and Damages Under Section 4 of the Clayton Act and Demand for Jury Trial (Fed. R. Civ. P. 15 and Bankruptcy Rule 7015)* (the "Motion") [Adv. Proc. ECF No. 189] and *Memorandum of Law in Support of Plaintiffs' Motion* (the "Memo of Law") [Adv. Proc. ECF No. 190]. The Motion requests that the Court grant leave to file a second amended and supplemental complaint to add a claim for treble damages and a demand for a jury trial.

BACKGROUND

The history of the Debtors' bankruptcy case and this five-year-old adversary proceeding has been previously set forth in prior decisions, familiarity with which is assumed. *See, e.g., Fjord v. AMR Corp. (In re AMR Corp.)*, 506 B.R. 368, 373-76 (Bankr. S.D.N.Y. 2014) ("*Fjord I*"); *Fjord v. AMR Corp. (In re AMR Corp.)*, 527 B.R. 874, 878-80 (Bankr. S.D.N.Y. 2015) ("*Fjord II*"). But to understand the Court's decision today on the Motion, we must revisit some of that history, including previous iterations of the complaint.

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In August 2013, Plaintiffs filed this adversary proceeding against US Airways, AMR Corporation, and American Airlines, seeking to enjoin the entities' proposed merger that formed the basis of the Debtors' plan of reorganization. Plaintiffs claimed the proposed merger would violate Section 7 of the Clayton Antitrust Act. Subsequent to the filing of this case, the United States Department of Justice filed its own antitrust suit against the merger in August 2013—an action that was settled in November 2013. Plaintiffs' request for a temporary restraining order to block the merger was subsequently denied, *see Fjord v. AMR Corp. (In re AMR Corp.)*, 502 B.R. 23 (Bankr. S.D.N.Y. 2013), and the merger went forward at the end of 2013.

In early 2014, Plaintiffs for the first time moved to amend their complaint by adding new factual allegations, a claim for damages, a demand for a jury trial, and modifications to the declaratory relief sought. *See* Plaintiffs' Motion for Leave to File an Amended Complaint to Add Damages Claim (the "First Motion") [Adv. Proc. ECF No. 91]. The Court granted Plaintiffs' requests to add new factual declarations and modify the request for declaratory relief but denied Plaintiffs' claim for damages and demand for a jury trial. *See Fjord I*, 506 B.R. 368. Plaintiffs subsequently filed an amended complaint consistent with the Court's ruling (the "April 2014 Complaint") [Adv. Proc. ECF No. 103]. The April 2014 Complaint remains the operative complaint in this case.

Plaintiffs subsequently sought to further amend the April 2014 Complaint. *See* Plaintiffs' Motion for Leave to File a Second Amended Complaint (the "Second

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