

US AIRWAYS GROUP INC

Form 425

March 22, 2013

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14a-12  
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the  
Securities  
Exchange  
Act

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1934  
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Airways  
Group,  
Inc.  
Commission  
File  
No.  
001-8444

The attached presentation was made to the Miami-Dade Chamber of Commerce on March 22, 2013.

American Airlines  
Art Torno  
Vice President-  
Mexico, Caribbean and Latin America

#### 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](http://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](http://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](mailto: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,  
could,  
should,  
would,  
continue,  
seek,  
target,  
guidance,  
outlook,  
forecast

and other similar words. These  
forward-looking

statements

are

based

on

AMR's

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.



Agenda

1.  
One Community One Goal Update
2.  
American Airlines Overview
3.  
Miami Hub: A story of Growth
4.  
American Airlines  
Commitment to Diversity
5.  
Supplier Diversity: How can we work together?

Miami-Dade Chamber of Commerce  
One Community One Goal Update

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One Community One Goal

-

Given extreme changes in the global economy and competition from cities throughout the world for new investment and job creation a comprehensive strategic plan was needed.

-

A community-wide effort that has rallied our top leaders from

business, education, and government around one goal: creating jobs for this community's future.

-

Creation of a Target Industry Five-Year Strategic Plan which launched implementation in 2012.

One Community One Goal (OCOG)

7

1)

Education and Workforce

2)

Physical Infrastructure

3)

Entrepreneurship and Innovation

4)

Business Climate and Public Policy

5)

Economic Development Marketing

Recommendations

One Community One Goal (OCOG)

8  
Aviation  
Creative Design  
Hospitality &  
Tourism  
Information  
Technology

Aircraft Parts &  
MRO

Assembly &  
Manufacturing

Composite Shops

Flight Simulation &  
Training

Advertising &  
Marketing

Architecture &  
Engineering

Fashion / Lifestyle

Industrial Design

Music, Film, TV  
Production & Digital  
Content

Cruise Tourism

Cultural Arts

High Income  
International  
Tourists

Medical Tourism

Meetings,  
Conventions, &  
Conferences

Tourism IT

Back Office Support  
& IT

Computational  
Science & Health IT

Data Centers

Digital Content



Logistics IT

Mobile Applications

Simulation  
Technology

Tourism IT  
International  
Banking & Finance  
Life Sciences &  
Health Care  
Trade & Logistics

International Banks

International  
Insurance & Wealth  
Management

Maritime Services &  
Trade Finance

Mobile Applications

Technical Customer  
Support & Back  
Office

Venture Capital &  
Private Equity

Agricultural  
Sciences

Back Office  
Operations

Biologics

Computational  
Science & Health IT

Medical Devices

Medical Tourism

Pharmaceuticals

Distribution Centers

Logistics IT

Maritime Services &  
Trade Finance

Perishables

Value-Added Services

Assembly & Kitting

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Results and Tracking

I.

TRACKING & REPORTING COUNTYWIDE JOB CREATION 2012-2017

A.

75,000 total new jobs Countywide

B.

27,000 total in Target Industries

II.

BEACON COUNCIL RECRUITMENT & EXPANSION REPORTING

A.

Revised Project Tracking Systems to report completed project results by Target Industry, including job creation, square footage and investment metrics

B.

Active Project reports by Target Industry

C.

Local Business Local Jobs visitations by Target Industry

One Community One Goal (OCOG)

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Academic Leaders Council (ALC)

Miami-Dade County Public Schools Career Academies

The Beacon Council New Leaders Taskforce

Miami Accelerator Project

Right Space Innovation Center

PortMiami infrastructure improvements

Miami International Airport (MIA) improvements

Entrepreneurship and Innovation developments

Small, **Medium and Large Business Engagement**

OCOG Progress

One Community One Goal (OCOG)

American Airlines Update

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Combination will create three similarly sized,  
competitive global network carriers

Source: Full Year 2012 Consolidated ASMs, as reported

Southwest and others also provide competition in the marketplace

2012 Consolidated Available Seat Miles

US Airways / AA Merger

Global Network Carrier

248.8

230.4

166.2

88.4

254.6



248.8  
230.4

13  
Dio 2013 published schedules as of January 25, 2013  
US Airways / AA Merger  
Complementary Domestic Network  
Domestic Network  
218 Destinations  
682 Routes

MIDT premium passenger bookings  
Dio 2013 published schedules as of January 25, 2013  
14  
US to World ASM Share  
US Airways / AA Merger  
A stronger **oneworld** alliance  
one

world

26%

SkyTeam

30%

Star 45%

BEFORE

one

world

34%

SkyTeam

30%

Star 36%

AFTER

1,300

1,400

1,700

2,300

2,300

2,500

2,500

4,200

Frankfurt

Seoul

Paris

Singapore

Hong Kong

New York

Tokyo

London

Largest Worldwide Premium

Destinations

International Premium Passengers Per Day Each Way

A combination will create a more equal alliance share in the United States, offering robust competition in the global marketplace

world

is

the

preferred

alliance

for

premium

customers

one

15

Source: Delta.com, United.com pulled on January 25, 2013

\* Subject to overlap between current programs

Total Frequent Flyer Program Members  
(millions)

US Airways / AA Merger

Creates the Industry's Largest Loyalty Program

101\*

90

74

71

30

90

74

Members to benefit from improved opportunities to earn and redeem miles  
across the combined network

US Airways members join AAdvantage

®

, the first and best developed loyalty  
program in the world

American's Strategic Building Blocks

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Concentrate our network and assets into five key markets and remain one of the world's largest airlines

Broaden and deepen our alliance relationships through joint ventures and alliance expansion

Build a long-term fleet plan sufficient for both replacement and growth

Modernize our brand and products

Achieve a competitive cost structure to drive profitable growth from our five hubs

98% of AA's capacity is concentrated in its five hubs

Well Developed, Strategically Focused Domestic

Network

17

18.9

12.8

9.5

6.4

6.0

5.9

5.6

5.6



5.3

4.6

New York

Los Angeles

Chicago

Dallas / Ft Worth

Philadelphia

Houston

Washington

Miami

Atlanta

Boston

U.S. Metropolitan Population  
(millions)

Our Expanding Global Network  
AA s  
one  
world  
and  
Codeshare/Frequent  
Flyer

Partners

18

Unique and Transformational Aircraft Order Plans

19

Firm Orders

Options

B737 Family

138

40

B737 Family MAX

100

60

B777 Family	
16	
B787 Family	
42	
58	
Total Boeing	
296	
158	
A320 Family	
130	
85	
A320 Family NEO	
130	
280	
Total Airbus	
260	
365	
Grand Total	
556	
523	

Youngest Fleet in Just 5 Years

20

Source: Ascend; based on currently available/published Fleet Plans

12.5

12.7

16.0

14.9

~ 9.3

United

2011

US Airways

2011

Delta

2011

American

2011

American

2017

Average Mainline YE Fleet Age  
(in years)

21

Inspired by our proud past, our new look symbolizes our passion for progress by incorporating the colors and symbols you've come to associate with American.

The new look and feel of our planes is a bold symbol of our origin and our name, while the updated exterior reflects the innovative spirit of modern America. The transformation continues on the inside, as we bring you a more modern, comfortable and connected experience throughout the entire aircraft.

Brand Modernization



#### Product Investments Reflect Brand Modernization

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We are refreshing and modernizing our brand and customer products and services in three primary areas:

Fleet modernization

Connectivity

Premium enhancements

We plan to make substantial investments with the overarching objective of making American the premier airline for high-value customers

American was the first U.S. airline to order the 777-300ER and we offer a three class cabin configuration. The inaugural flight was from Dallas/Ft.

Worth

to

Sao

Paulo

on

January

31

st

.

Offer A Superior Customer Experience  
23

American s Miami Hub:  
A Story of Growth

Destinations  
114  
Daily Flights  
328

26  
American Airlines Miami Hub  
Daily Departures  
350.0  
300.0  
250.0  
200.0  
150.0  
100.0

50.0  
0.0  
2002  
2003  
2004  
2005  
2006  
2007  
2008  
2009  
2010  
2011  
2012  
206  
214  
225  
230  
239  
242  
248  
250  
271  
312  
328

27

American Airlines Miami Hub

Enplaned / Deplaned Passengers

27.0

24.0

21.0

18.0

15.0

12.0

9.0

6.0

2002

2003  
2004  
2005  
2006  
2007  
2008  
2009  
2010  
2011  
2012  
3.0  
0.0  
15.8  
16.4  
17.9  
19.7  
21.2  
22.3  
22.9  
22.4  
23.4  
24.7  
25.8



AA Miami Hub

28

We launched  
several new routes in 2012

Miami to Barcelona

April 2012

Miami to Seattle

June 2012

Miami to Manaus

June 2012

Miami to Asuncion

November 2012

Miami to Roatán

November 2012

Miami to Fort-de-France

April

Miami to Pointe-a-Pitre

April

Miami to San Diego

June

Miami to Curitiba

December

Miami to Porto Alegre

December

and have plans to launch these new routes in 2013

AA Miami Hub (cont.)

29

New

North

Terminal

A

World

Class

Facility:

-

New Customs facility can process 2,000 customers per hour

-

New baggage handling system

-

Hand held baggage screening technology

-

Global Entry

-

TSA

Trusted Traveler Program

-

Additional Gates

American Airlines Commitment to Diversity

American Airlines

Diversity Achievements

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2013

DiversityBusiness.com, the nation's leading multicultural business website, named David Campbell, Vice President Safety & Operations Performance as an honoree for its "Champions of Diversity Award".

2012

American named Best of the Best Diversity Employer by DiversityComm, Inc. and its three diversity magazines. The evaluations integrate findings by each magazine independently to identify "Best of the Best" in relation to outreach and accessibility to the female, Hispanic/Latino, and African-American population.

2012

Dionne Lawson-Vidal, Manager, MCLA Purchasing, was honored during the recent South Florida Minority Supplier Diversity Council (SFMSDC) recognized for outstanding support of the Council where she is on the board of directors.

2012

MBN USA Magazine Names 2012 Ambassadors for Supplier Diversity  
American Airlines  
Robin Pulford.

American Airlines is proud of its commitment in the African American community

32  
American Airlines  
Diverse Strategic Partnerships  
Food  
management  
giant

Sodexo  
formed  
a

strategic  
alliance  
with  
Magic  
Johnson  
Enterprises,  
resulting  
in

SodexoMAGIC.

SodexoMAGIC provides the food and beverage service to Admirals Club lounges in the U.S.

Heritage Link Brands is the largest importer of black-produced wines from Africa in North America. The 2012 House of Mandela Thembu Collection Sauvignon Blanc is now featured onboard International First and Business Class.

Award-winning chef, cookbook author and food activist, Marcus Samuelsson,

is  
one  
of  
American  
Airlines  
talented  
celebrity-

consulting chefs. The Yes, Chef author features his signature Marcus Samuelsson items available on all Food For Sale flights.

Diversified Supplier Program at American

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The Diversified Supplier Program affords quality minority/women-owned, diverse and small businesses the opportunity to participate as potential suppliers of products and services for American Airlines

Do you qualify?

To participate in the American Airlines Diversified Supplier Program, a business must be at least 51% owned, controlled and operated by one or more of the following:

African Americans

Asian Americans

Hispanic Americans

Native Americans

Women

LGBT

Veterans & Service Disabled Veterans

Diversified Supplier Program at American

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Company status must be validated by a third-party agency or council, or be certified from a qualified agency, such as:

Small Business Administration

Affiliates of the National Minority Supplier Development Council

Affiliates of the Women's Business Enterprise National Council

National Gay & Lesbian Chamber of Commerce

Other city, state and national agencies

How to Register:

See Dionne Lawson-Vidal for information

Visit [www.aa.com/supplierdiversity](http://www.aa.com/supplierdiversity) and complete the online Business



Profile.

