

AMR CORP
Form 10-Q
October 21, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended September 30, 2009.

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period From to .

Commission file number 1-8400.

AMR Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

75-1825172
(I.R.S. Employer Identification No.)

4333 Amon Carter Blvd.
Fort Worth, Texas
(Address of principal executive offices)

76155
(Zip Code)

Registrant's telephone number, including area code (817) 963-1234

Not Applicable
(Former name, former address and former fiscal year , if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act. Large Accelerated Filer Accelerated Filer Non-accelerated Filer

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required

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to submit and post such files). Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$1 par value – 332,455,775 shares as of October 16, 2009.

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AMR CORPORATION

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PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

AMR CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited) (In millions, except per share amounts)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|---------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2009 | 2008 | 2009 | 2008 |
| Revenues | | | | |
| Passenger - American Airlines | \$3,882 | \$4,946 | \$11,239 | \$14,060 |
| - Regional Affiliates | 523 | 668 | 1,493 | 1,932 |
| Cargo | 136 | 230 | 414 | 678 |
| Other revenues | 586 | 577 | 1,709 | 1,627 |
| Total operating revenues | 5,127 | 6,421 | 14,855 | 18,297 |
| Expenses | | | | |
| Wages, salaries and benefits | 1,701 | 1,633 | 5,087 | 4,935 |
| Aircraft fuel | 1,453 | 2,722 | 4,085 | 7,195 |
| Other rentals and landing fees | 344 | 344 | 1,006 | 985 |
| Depreciation and amortization | 272 | 289 | 826 | 922 |
| Maintenance, materials and repairs | 329 | 304 | 948 | 943 |
| Commissions, booking fees and credit card expense | 222 | 264 | 646 | 780 |
| Aircraft rentals | 126 | 122 | 376 | 372 |
| Food service | 128 | 135 | 365 | 395 |
| Special charges | 64 | 27 | 100 | 1,191 |
| Other operating expenses | 682 | 797 | 2,030 | 2,272 |
| Total operating expenses | 5,321 | 6,637 | 15,469 | 19,990 |
| Operating Loss | (194) | (216) | (614) | (1,693) |
| Other Income (Expense) | | | | |
| Interest income | 7 | 37 | 27 | 138 |
| Interest expense | (182) | (204) | (535) | (609) |
| Interest capitalized | 11 | 10 | 31 | 23 |
| Miscellaneous – net | (31) | 404 | (63) | 370 |
| | (195) | 247 | (540) | (78) |
| Income (Loss) Before Income Taxes | (389) | 31 | (1,154) | (1,771) |
| Income tax (Benefit) | (30) | - | (30) | - |
| Net Earnings (Loss) | \$(359) | \$31 | \$(1,124) | \$(1,771) |
| Earnings (Loss) Per Share | | | | |
| Basic | \$ (1.26) | \$ 0.12 | \$ (4.00) | \$ (7.00) |
| Diluted | \$ (1.26) | \$ 0.12 | \$ (4.00) | \$ (7.00) |

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited) (In millions)

| | September 30, 2009 | December 31, 2008 |
|--|-----------------------|----------------------|
| Assets | | |
| Current Assets | | |
| Cash | \$ 171 | \$ 191 |
| Short-term investments | 3,941 | 2,916 |
| Restricted cash and short-term investments | 459 | 459 |
| Receivables, net | 814 | 811 |
| Inventories, net | 546 | 525 |
| Fuel derivative contracts | 111 | 188 |
| Fuel derivative collateral deposits | 78 | 575 |
| Other current assets | 333 | 270 |
| Total current assets | 6,453 | 5,935 |
| Equipment and Property | | |
| Flight equipment, net | 12,260 | 12,454 |
| Other equipment and property, net | 2,313 | 2,370 |
| Purchase deposits for flight equipment | 734 | 671 |
| | 15,307 | 15,495 |
| Equipment and Property Under Capital Leases | | |
| Flight equipment, net | 235 | 181 |
| Other equipment and property, net | 54 | 59 |
| | 289 | 240 |
| Route acquisition costs and airport operating and gate lease rights, net | | |
| | 1,091 | 1,109 |
| Other assets | 2,614 | 2,396 |
| | \$ 25,754 | \$ 25,175 |
| Liabilities and Stockholders' Equity (Deficit) | | |
| Current Liabilities | | |
| Accounts payable | \$ 1,081 | \$ 952 |
| Accrued liabilities | 1,959 | 2,042 |
| Air traffic liability | 3,573 | 3,708 |
| Current maturities of long-term debt | 1,041 | 1,845 |
| Fuel derivative liability | 156 | 716 |
| Current obligations under capital leases | 91 | 107 |
| Total current liabilities | 7,901 | 9,370 |
| Long-term debt, less current maturities | 9,872 | 8,423 |
| Obligations under capital leases, less current obligations | 589 | 582 |
| Pension and postretirement benefits | 7,005 | 6,614 |
| Other liabilities, deferred gains and deferred credits | 3,246 | 3,121 |
| Stockholders' Equity (Deficit) | | |
| Preferred stock | - | - |
| Common stock | 335 | 285 |
| Additional paid-in capital | 4,361 | 3,992 |

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| | | |
|---|-----------|-----------|
| Treasury stock | (367) | (367) |
| Accumulated other comprehensive income (loss) | (2,396) | (3,177) |
| Accumulated deficit | (4,792) | (3,668) |
| | (2,859) | (2,935) |
| | \$ 25,754 | \$ 25,175 |

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited) (In millions)

| | Nine Months Ended September 30, | |
|---|------------------------------------|---------|
| | 2009 | 2008 |
| Net Cash Provided by (used for) Operating Activities | \$926 | \$(30) |
| Cash Flow from Investing Activities: | | |
| Capital expenditures | (1,103) | (687) |
| Net (increase)/decrease in short-term investments | (1,025) | 39 |
| Net (increase)/decrease in restricted cash and short-term investments | - | (28) |
| Proceeds from sale of American Beacon Advisors, Inc., net of expenses | - | 442 |
| Proceeds from sale of equipment and property | 13 | 18 |
| Cash collateral on spare parts financing | 52 | 8 |
| Net cash used by investing activities | (2,063) | (208) |
| Cash Flow from Financing Activities: | | |
| Payments on long-term debt and capital lease obligations | (1,848) | (907) |
| Proceeds from: | | |
| Issuance of debt | 2,349 | 823 |
| Cash held in trust for 1999 EETC financing | (276) | |
| Sale leaseback transactions | 509 | 151 |
| Issuance of common stock, net of issuance costs | 382 | 294 |
| Reimbursement from construction reserve account | 1 | 1 |
| Exercise of stock options | - | 1 |
| Net cash provided (used) by financing activities | 1,117 | 363 |
| Net increase (decrease) in cash | (20) | 125 |
| Cash at beginning of period | 191 | 148 |
| Cash at end of period | \$171 | \$273 |

The accompanying notes are an integral part of these financial statements.

AMR CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, these financial statements contain all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position, results of operations and cash flows for the periods indicated. Results of operations for the periods presented herein are not necessarily indicative of results of operations for the entire year. The condensed consolidated financial statements include the accounts of AMR Corporation (AMR or the Company) and its wholly owned subsidiaries, including (i) its principal subsidiary American Airlines, Inc. (American) and (ii) its regional airline subsidiary, AMR Eagle Holding Corporation and its primary subsidiaries, American Eagle Airlines, Inc. and Executive Airlines, Inc. (collectively, AMR Eagle). The condensed consolidated financial statements also include the accounts of variable interest entities for which the Company is the primary beneficiary. For further information, refer to the consolidated financial statements and footnotes included in AMR's Current Report on Form 8-K filed on April 21, 2009 (the Form 8-K). The Form 8-K reflects retrospective application of the Company's accounting for convertible debt under new accounting guidance issued by the Financial Accounting Standards Board (FASB) which was adopted on January 1, 2009, as required (see Note 5 for additional information). Further, in connection with preparation of the condensed consolidated financial statements and in accordance with the recently issued guidance by the FASB, the Company evaluated subsequent events after the balance sheet date of September 30, 2009 through October 21, 2009.

During the first three quarters of 2009, the Company experienced continued significant weakening of the revenue environment, especially in international markets, due to the worldwide economic recession. Lower revenues, coupled with the recent severe disruptions in the capital markets and other sources of funding, and historically high fuel prices, have negatively impacted the Company and significantly impacted its results of operations and cash flows for the three and nine months ended September 30, 2009. Consequently, the Company has taken numerous steps to improve its liquidity through the issuance of both equity and debt. Primarily as a result of financing transactions completed in the first three quarters of 2009, unrestricted cash and short-term investments increased from \$3.1 billion as of December 31, 2008 to \$4.1 billion at September 30, 2009.

Through September 30, 2009, the Company secured approximately \$5.3 billion of financing (\$1.9 billion relates to future financing of aircraft deliveries) through the advance purchase of AAdvantage Miles in the AAdvantage frequent flier program by Citibank (South Dakota), N.A. (Citibank), issuance of pass through trust certificates, issuance of common stock and senior convertible notes in public offerings, issuance of senior secured notes, loans on certain aircraft, and the sale leaseback financing of certain aircraft. See Notes 5 and 11 to these condensed consolidated financial statements for additional information regarding these transactions.

The Company remains heavily indebted and has significant obligations. As of the date of this Form 10-Q, the Company believes it has sufficient liquidity to fund its operations and obligations, including repayment of debt and capital leases, capital expenditures and other contractual obligations; however there can be no assurances to that effect.

2. In June 2009, American entered into an amendment to a purchase agreement with The Boeing Company (Boeing). Pursuant to the amendment, American exercised rights to purchase an additional eight 737-800 aircraft and the delivery of certain aircraft were rescheduled. As a result, as of September 30, 2009, American had twelve 737-800 purchase commitments for the remainder of 2009 and 45 737-800 purchase commitments for 2010. American's 737-800 purchase commitments remain at eight in 2011. In addition to these aircraft, American has

firm commitments for eleven 737-800 aircraft and seven Boeing 777 aircraft scheduled to be delivered in 2013-2016.

AMR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

American has selected GE Aviation as the exclusive provider of engines for its expected order of Boeing 787-9 aircraft. American previously announced plans (subject to certain reconfirmation rights) to acquire 42 Boeing 787-9 aircraft, with the right to acquire an additional 58 Boeing 787-9 aircraft.

As of September 30, 2009, payments for the above purchase commitments will approximate \$315 million for the remainder of 2009, \$1.3 billion in 2010, \$350 million in 2011, \$217 million in 2012, \$478 million in 2013, and \$552 million for 2014 and beyond. These amounts are net of purchase deposits currently held by the manufacturer.

AMR's subsidiaries lease various types of equipment and property, primarily aircraft and airport facilities. The future minimum lease payments required under capital leases, together with the present value of such payments, and future minimum lease payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year as of September 30, 2009, were (in millions):

| | Capital Leases | Operating Leases |
|---|-------------------|---------------------|
| As of September 30, 2009 | \$27 | \$224 |
| 2010 | 176 | 978 |
| 2011 | 179 | 968 |
| 2012 | 129 | 785 |
| 2013 | 114 | 698 |
| 2014 and thereafter | 523 | 5,332 |
| | \$1,148 | \$8,985 |
| Less amount representing interest | 468 | |
| Present value of net minimum lease payments | \$680 | |

At September 30, 2009 the Company was operating 175 jet aircraft and 39 turboprop aircraft under operating leases and 82 jet aircraft under capital leases.

On December 18, 2007, the European Commission issued a Statement of Objection (SO) against 26 airlines, including the Company. The SO alleges that these carriers participated in a conspiracy to set surcharges on cargo shipments in violation of European Union (EU) law. The SO states that, in the event that the allegations in the SO are affirmed, the Commission will impose fines against the Company. The Company intends to vigorously contest the allegations and findings in the SO under EU laws, and it intends to cooperate fully with all other pending investigations. Based on the information to date, the Company has not recorded any reserve for this exposure for the quarter ended September 30, 2009. In the event that the SO is affirmed or other investigations uncover violations of the U.S. antitrust laws or the competition laws of some other jurisdiction, or if the Company were named and found liable in any litigation based on these allegations, such findings and related legal proceedings could have a material adverse impact on the Company.

- Accumulated depreciation of owned equipment and property at September 30, 2009 and December 31, 2008 was \$10.2 billion and \$9.9 billion, respectively. Accumulated amortization of equipment and property under capital leases at September 30, 2009 and December 31, 2008 was \$558 million and \$536 million, respectively.

AMR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

4. As discussed in Note 8 to the consolidated financial statements in the Form 8-K, the Company has a valuation allowance against the full amount of its net deferred tax asset. The Company currently provides a valuation allowance against deferred tax assets when it is more likely than not that some portion, or all of its deferred tax assets will not be realized. The Company's deferred tax asset valuation allowance increased approximately \$84 million during the nine months ended September 30, 2009 to \$2.8 billion as of September 30, 2009, including the impact of comprehensive income for the nine months ended September 30, 2009 and changes from other adjustments. The change in the valuation allowance reflects the recording by the Company in September 2009 of an income tax expense credit of approximately \$30 million resulting from the Company's anticipated election under Section 3081 of the Housing and Economic Recovery Act of 2008 (as extended by Section 1201(b) of the American Recovery and Reinvestment Act of 2009), allowing corporations to accelerate utilization of certain research and alternative minimum tax (AMT) credit carryforwards in lieu of applicable bonus depreciation on certain qualifying capital investments.

The Company's unrecognized tax benefit decreased by \$15 million from resolution of an Internal Revenue Service Appeals process. Changes in the unrecognized tax benefit will have no impact on the effective tax rate due to the existence of the valuation allowance.

5. Long-term debt consisted of (in millions):

| | September 30, 2009 | December 31, 2008 |
|--|--------------------|----------------------|
| Secured variable and fixed rate indebtedness due through 2021 (effective rates from 2.48% - 13.00% at September 30, 2009) | \$ 5,159 | \$ 4,783 |
| Enhanced equipment trust certificates due through 2019 (rates from 3.85% - 12.00% at September 30, 2009) | 2,317 | 2,382 |
| 6.0% - 8.5% special facility revenue bonds due through 2036 | 1,662 | 1,674 |
| AAdvantage Miles advance purchase (effective rate 8.3%) | 890 | - |
| Credit facility agreement due through 2010 | - | 691 |
| 6.25% senior convertible notes due 2014 | 460 | - |
| 4.25% - 4.50% senior convertible notes due 2023 - 2024 | - | 314 |
| 9.0% - 10.20% debentures due through 2021 | 214 | 213 |
| 7.88% - 10.55% notes due through 2039 | 211 | 211 |
| | 10,913 | 10,268 |
| Less current maturities | 1,041 | 1,845 |
| Long-term debt, less current maturities | \$ 9,872 | \$ 8,423 |

Maturities of long-term debt (including sinking fund requirements) for the next five years are: remainder of 2009 - \$558 million; 2010 - \$1.0 billion; 2011 - \$2.3 billion; 2012 - \$1.2 billion, 2013 - \$939 million. Payments due on long-term debt (including interest) are: remainder of 2009 - \$739 million, 2010 and 2011 - \$4.6 billion, 2012 and 2013 - \$3.1 billion, 2014 and beyond - \$7.2 billion.

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As of September 30, 2009, AMR had issued guarantees covering approximately \$1.2 billion of American's tax-exempt bond debt (and interest thereon) and American had issued guarantees covering approximately \$887 million of AMR's unsecured debt (and interest thereon). In addition, as of September 30, 2009, AMR and American had issued guarantees covering approximately \$262 million of AMR Eagle's secured debt (and interest thereon) and AMR has issued guarantees covering an additional \$2.0 billion of AMR Eagle's secured debt (and interest thereon). AMR also guarantees \$196 million of American's leases of certain Super ATR aircraft, which are subleased to AMR Eagle.

AMR CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(Unaudited)

The Company adopted new accounting guidance related to its accounting for convertible debt instruments as of January 1, 2009. The adoption impacted the historical accounting for the 4.25 percent senior convertible notes due 2023 (the 4.25 Notes) and the 4.50 percent senior convertible notes due 2024 (the 4.50 Notes), and resulted in increased interest expense of approximately \$14 million for the three months ended September, 30 2008 and increased interest expense of approximately \$5 million and \$40 million for the nine months ended September 30, 2009 and 2008, respectively. In addition, the adoption resulted in an increase to paid in capital of \$207 million with an offset to accumulated deficit of \$206 million and current portion of long term debt of \$1 million as of January 1, 2009. The impact to earnings (loss) per share was a decrease of \$0.05 to earnings per share for the quarter ended September 30, 2008, and an increase of \$0.02 and \$0.16 to loss per share for the nine months ended September 30, 2009 and 2008. The Company filed a Current Report on Form 8-K on April 21, 2009 to reflect the adoption of the new accounting guidance on the 2008, 2007 and 2006 financial statements.

The 4.25 Notes were retired in 2008. In the first quarter of 2009, AMR retired, by purchasing with cash \$318 million principal amount of its 4.50 Notes. Virtually all of the holders of the 4.50 Notes exercised their elective put rights and the Company purchased and retired these notes at a price equal to 100 percent of their principal amount. Under the terms of the 4.50 Notes, the Company had the option to pay the purchase price with cash, stock, or a combination of cash and stock, and the Company elected to pay for the 4.50 Notes solely with cash.

On July 7, 2009, American closed a \$520 million Pass Through Trust Certificates (the Certificates) financing covering four Boeing 777-200ER aircraft owned by American and 16 of American's Boeing 737-800 deliveries. Equipment notes underlying the Certificates bear interest at 10.375 percent per annum and principal and interest on the notes are payable in semi-annual installments with a balloon payment at maturity in 2019. Approximately \$177 million of the proceeds from the sale of the Certificates were received by American as of September 30, 2009 in exchange for equipment notes secured by the four Boeing 777-200ER aircraft and the delivery and financing of one Boeing 737-800 aircraft. The remainder of the proceeds is being held in escrow for the benefit of holders of the Certificates. When American finances each of the remaining 15 Boeing 737-800 aircraft under this arrangement, an allocable portion of the proceeds will be released to American in exchange for equipment notes secured by the individual aircraft and such debt will be recorded by American. American currently expects that it will use the escrowed proceeds of the Certificates to finance the remaining 15 Boeing 737-800 aircraft to be delivered to American between October 2009 and April 2010, but American could elect to use this financing on any 15 of its next 49 Boeing 737-800 aircraft deliveries currently scheduled for delivery between October 2009 and October 2010.

In addition, a third party is holding collateral from American to cover interest distributable on the Certificates prior to when the remaining 15 Boeing 737-800 aircraft are delivered and the related equipment notes are issued.

Once fully issued, American will hold variable interests in the pass through trusts created for the Certificates, but is not expected to be the primary beneficiary of the trust.

On July 31, 2009, American closed a \$276 million private placement offering of senior secured notes due 2016 (2009-2 Secured Notes), which were priced at par to yield 13 percent. The purpose of the offering was to refinance, in part, the outstanding \$401 million principal amount of the Company's 1999-1 enhanced equipment trust certificates (1999 EETC). The Company deposited the net proceeds from the offering as cash collateral to secure the 2009-2 Secured Notes and such proceeds are recorded in Other assets. Following the payment of the 1999-1 EETC at maturity on October 15, 2009, 12 of the 15 aircraft that previously secured the 1999 EETC were pledged to secure the 2009-2 Secured Notes, and the cash collateral was released to the Company. The other three aircraft were pledged to secure the 2009 Loan Facility referred to below.

On September 16, 2009, American entered into an arrangement under which Citibank paid to American \$1.0 billion in order to pre-purchase AAdvantage Miles (the Advance Purchase Miles) under American's AAdvantage frequent flier loyalty program (the Advance Purchase).

AMR CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
(Unaudited)

To effect the Advance Purchase, American and Citibank entered into an Amended and Restated AAdvantage Participation Agreement (as so amended and restated, the Amended Participation Agreement). Under the Amended Participation Agreement, American agreed that it would apply in equal monthly installments, over a five year period beginning on January 1, 2012, the Advance Purchase Miles to Citibank cardholders' AAdvantage accounts.

Pursuant to the Advance Purchase, Citibank has been granted a first-priority lien in certain of American's AAdvantage program assets, and a lien in certain of American's Heathrow and Narita routes, slots and gates that would be subordinated to any subsequent first lien. Commencing on December 31, 2011, American has the right to repurchase, without premium or penalty, any or all of the Advance Purchase Miles that have not then been posted to Citibank cardholders' accounts. American is also obligated, in certain circumstances (including certain specified termination events under the Amended Participation Agreement, certain cross defaults and cross acceleration events, and if any Advance Purchase Miles remain at the end of the term) to repurchase for cash all of the Advance Purchase Miles that have not then been used by Citibank.

The Amended Participation Agreement includes provisions that grant Citibank the right to use Advance Purchase Miles on an accelerated basis under specified circumstances. American also has the right under certain circumstances to release, or substitute other comparable collateral for, the Heathrow and Narita route related collateral.

Approximately \$890 million of the Advance Purchase proceeds is accounted for as a loan from Citibank, with the remaining \$110 million related to certain other commitments with respect to the co-branding relationship and recorded as Deferred revenue in Other liabilities. The loan was determined using an effective interest rate of 8.3 percent and will be amortized under the interest method with imputed interest included in interest expense. The deferred revenue will be amortized straight line over the life of the agreement.

Also on September 16, 2009, American entered into two financing transactions with GE Capital Aviation Services LLC and certain of its affiliates (GECAS). The financing transactions consist of (1) a recourse loan facility (the 2009 Loan Facility) in the amount of \$281.5 million to be secured by 13 owned Boeing aircraft; and (2) a sale leaseback agreement (the 2009 Sale Leaseback) providing for an aggregate commitment of \$1.6 billion to finance Boeing 737-800 aircraft to be delivered to American in 2010 and 2011.

The 2009 Loan Facility bears interest at LIBOR (London Interbank Offered Rate) plus a specified margin and will mature on September 16, 2017. On September 16, 2009, the 2009 Loan Facility was secured by ten aircraft and American received \$225.4 million in cash under the facility. Following the October 15, 2009 maturity of the 1999 EETC, three aircraft that previously secured the 1999 EETC were pledged to secure the 2009 Loan Facility and American will receive another \$56.1 million in cash in late October 2009 under the facility.

The terms of the 2009 Sale Leaseback are based on previous transactions with GECAS. The 2009 Sale Leaseback is subject to certain terms and conditions, including a condition to the effect that, at the time of entering into the sale and leaseback of a particular Boeing 737-800 aircraft, American has at least a certain amount of unrestricted cash and short term investments. See Note 2 for additional information concerning the Company's lease obligations.

As of September 30, 2009, American's remaining 2009-2011 Boeing 737-800 purchase commitments were twelve in the remainder of 2009, 45 in 2010 and eight in 2011. American currently expects to finance all of these remaining 2009-2011 Boeing 737-800 deliveries using a combination of the 2009 Sale Leaseback, funds from the sale of 10.375 percent pass through certificates completed by American in July 2009 and other previously arranged financing. Accordingly, American does not expect to use its previously arranged backstop financing to finance any of

its Boeing 737-800 aircraft deliveries scheduled for 2010 and 2011; however, such backstop financing arrangement remains in place.

AMR CORPORATION
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 (Unaudited)

As a condition to entering into the 2009 Loan Facility and the 2009 Sale Leaseback, American entered into certain cross-default and cross-collateralization arrangements for the benefit of GECAS involving, among other things, the 2009 Loan Facility, the 2009 Sale Leaseback and certain previously-existing debt and lease financings involving GECAS with respect to more than 50 aircraft.

On September 28, 2009, the Company issued \$460 million principal amount of its 6.25 percent senior convertible notes due 2014. Each note is convertible by holders into shares of AMR common stock at an initial conversion rate of 101.0101 shares per \$1,000 principal amount of notes (which represents an equivalent initial conversion price of approximately \$9.90 per share), subject to adjustment upon the occurrence of certain events, at any time prior to the close of business on the business day immediately preceding the maturity date of the notes. The Company must pay the conversion price of the notes in common stock. If the holders of the notes do not convert prior to maturity, the Company will retire the debt in cash. These notes are guaranteed by American.

In addition to the transactions described above, during the nine months ended September 30, 2009, the Company raised approximately \$320 million under other loans secured by various aircraft. The loans generally bear interest at a LIBOR-based variable rate with a fixed margin which resets quarterly and are due in installments through 2019.

On October 9, 2009, American completed the offering of \$450 million aggregate principal amount of its 10.5 percent senior secured notes due 2012 (the Senior Notes) which are guaranteed by AMR. The Senior Notes are secured by certain of American's aircraft, and proceeds from the offering of the notes were used to refinance American's \$432 million term loan credit facility which had a scheduled maturity of December 17, 2010 and which was retired early on September 28, 2009.

A very large majority of the Company's aircraft assets (including most of the aircraft eligible for the benefits of Section 1110 of the U.S. Bankruptcy Code) are encumbered.

6. The Company utilizes the market approach to measure fair value for its financial assets and liabilities. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

Assets and liabilities measured at fair value on a recurring basis are summarized below:

| (in millions) | Fair Value Measurements as of September 30, 2009 | | | |
|--|--|----------|----------|---------|
| Description | Total | Level 1 | Level 2 | Level 3 |
| Short term investments 1 | \$ 3,941 | \$ 1,767 | \$ 2,174 | \$ - |
| Restricted cash and short-term investments 1 | 459 | 459 | - | - |
| Fuel derivative contracts, net liability 1 | (45) | - | (45) | - |
| Total | \$ 4,355 | \$ 2,226 | \$ 2,129 | \$ - |

1 Unrealized gains or losses on short term investments, restricted cash and short-term investments and derivatives

qualifying for hedge accounting are recorded in Accumulated other comprehensive income (loss) at each measurement date.

The fair values of the Company's long-term debt were estimated using quoted market prices where available. For long-term debt not actively traded, fair values were estimated using discounted cash flow analyses, based on the Company's current estimated incremental borrowing rates for similar types of borrowing arrangements.

AMR CORPORATION
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 (Unaudited)

The carrying amounts and estimated fair values of the Company's long-term debt, including current maturities, were (in millions):

| | September 30, 2009 | | December 31, 2008 | |
|--|--------------------|------------|-------------------|------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Secured variable and fixed rate indebtedness | \$ 5,159 | \$ 3,509 | \$ 4,783 | \$ 2,534 |
| Enhanced equipment trust certificates | 2,317 | 2,238 | 2,382 | 1,885 |
| 6.0% - 8.5% special facility revenue bonds | 1,662 | 1,645 | 1,674 | 1,001 |
| Credit facility agreement | - | - | 691 | 545 |
| AAdvantage Miles advance purchase | 890 | 890 | - | - |
| 4.25% - 6.25% senior convertible notes | 460 | 486 | 314 | 308 |
| 9.0% - 10.20% debentures | 214 | 156 | 213 | 105 |
| 7.88% - 10.55% notes | 211 | 122 | 211 | 96 |
| | \$ 10,913 | \$ 9,046 | \$ 10,268 | \$ 6,474 |

7. The following tables provide the components of net periodic benefit cost for the three and nine months ended September 30, 2009 and 2008 (in millions):

| Components of net periodic benefit cost | Pension Benefits | | | |
|---|--------------------|--------------------|--------------------|--------------------|
| | Three Months Ended | | Nine Months Ended | |
| | September 30, 2009 | September 30, 2008 | September 30, 2009 | September 30, 2008 |
| Service cost | \$83 | \$81 | \$250 | \$243 |
| Interest cost | 178 | 171 | 534 | 513 |
| Expected return on assets | (141) | (197) | (425) | (592) |
| Amortization of: | | | | |
| Prior service cost | 3 | 4 | 10 | 12 |
| Unrecognized net loss | 36 | 1 | 109 | 2 |
| Net periodic benefit cost | \$159 | \$60 | \$478 | \$178 |

| Components of net periodic benefit cost | Retiree Medical and Other Benefits | | | |
|---|------------------------------------|--------------------|--------------------|--------------------|
| | Three Months Ended | | Nine Months Ended | |
| | September 30, 2009 | September 30, 2008 | September 30, 2009 | September 30, 2008 |
| Service cost | \$15 | \$14 | \$44 | \$41 |
| Interest cost | 45 | 43 | 134 | 129 |

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| | | | | | | | | |
|------------------------------|------|---|------|---|-------|---|-------|---|
| Expected return on assets | (3 |) | (5 |) | (10 |) | (15 |) |
| Amortization of: | | | | | | | | |
| Prior service cost | (2 |) | (3 |) | (6 |) | (10 |) |
| Unrecognized net (gain) loss | (3 |) | (5 |) | (10 |) | (17 |) |
| Net periodic benefit cost | \$52 | | \$44 | | \$152 | | \$128 | |

AMR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The Company has no required 2009 contributions to its defined benefit pension plans under the provisions of the Pension Funding Equity Act of 2004 and the Pension Protection Act of 2006. The Company's estimates of its defined benefit pension plan contributions reflect the current provisions of the Pension Funding Equity Act of 2004 and the Pension Protection Act of 2006. The Company expects to contribute approximately \$13 million to its retiree medical and other benefits plan in 2009.

The Company estimates its 2010 required contribution to its defined benefit pension plans to be approximately \$525 million.

In December 2008, the FASB issued new guidance requiring additional disclosures about assets held in an employer's defined benefit pension or other postretirement plan, primarily related to categories and fair value measurements of plan assets. The guidance is effective for fiscal years ending after December 15, 2009 and will only impact the disclosures of the Company's pension assets.

8. As a result of the revenue environment, high fuel prices and the Company's restructuring activities, including its capacity reductions, the Company has recorded a number of charges during the last few years. The following table summarizes the components of the Company's special charges, the remaining accruals for these charges and the capacity reduction related charges (in millions) as of September 30, 2009:

| | Aircraft Charges | Facility Exit Costs | Employee Charges | Total |
|--|------------------|------------------------|---------------------|--------|
| Remaining accrual at December 31, 2008 | \$ 110 | \$ 16 | \$ 16 | \$ 142 |
| Capacity reduction charges | 99 | - | - | 99 |
| Non-cash charges | 6 | - | - | 6 |
| Adjustments | - | (3) | - | (3) |
| Payments | (35) | (2) | (16) | (53) |
| Remaining accrual at September 30, 2009 | \$ 180 | \$ 11 | \$ - | \$ 191 |

Cash outlays related to the accruals for aircraft charges and facility exit costs will occur through 2017 and 2018, respectively.

9. As part of the Company's risk management program, it uses a variety of financial instruments, primarily heating oil option and collar contracts, as cash flow hedges to mitigate commodity price risk. The Company does not hold or issue derivative financial instruments for trading purposes. As of September 30, 2009, the Company had fuel derivative contracts outstanding covering 21 million barrels of jet fuel that will be settled over the next 24 months. A deterioration of the Company's liquidity position may negatively affect the Company's ability to hedge fuel in the future.

AMR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

For the quarter and nine months ended September 30, 2009, the Company recognized an increase of approximately \$105 million and \$570 million, respectively, in fuel expense on the accompanying consolidated statements of operations related to its fuel hedging agreements, including the ineffective portion of the hedges. For the quarter and nine months ended September 30, 2008, the Company recognized a decrease of approximately \$131 million and \$578 million, respectively, in fuel expense related to its fuel hedging agreements including the ineffective portion of the hedges. The net fair value of the Company's fuel hedging agreements at September 30, 2009 and December 31, 2008, representing the amount the Company would pay to terminate the agreements (net of settled contract assets), totaled \$37 million and \$450 million, respectively, which excludes a payable related to contracts that settled in the last month of each respective reporting period. As of September 30, 2009, the Company estimates that during the remainder of 2009 it will reclassify from Accumulated other comprehensive loss into fuel expense approximately \$93 million in net losses (based on prices as of September 30, 2009) related to its fuel derivative hedges, including losses from terminated contracts with a bankrupt counterparty and unwound trades.

The impact of cash flow hedges on the Company's consolidated financial statements is depicted below (in millions):

Fair Value of Aircraft Fuel Derivative Instruments (all cash flow hedges)

| Asset Derivatives as of | | | | Liability Derivatives as of | | | |
|---------------------------|------------|---------------------------|------------|-----------------------------|------------|---------------------------|------------|
| September 30, 2009 | | December 31, 2008 | | September 30, 2009 | | December 31, 2008 | |
| Balance Sheet | | Balance Sheet | | Balance Sheet | | Balance Sheet | |
| Location | Fair Value | Location | Fair Value | Location | Fair Value | Location | Fair Value |
| Fuel derivative contracts | \$70 | Fuel derivative contracts | \$- | Fuel derivative liability | \$115 | Fuel derivative liability | \$528 |

Effect of Aircraft Fuel Derivative Instruments on Statements of Operations (all cash flow hedges)

| Amount of Gain (Loss) Recognized in OCI on Derivative 1 as of September 30, 2009 | 2008 | Location of Gain (Loss) | | Amount of Gain (Loss) Recognized in Income on Derivative 2 for the nine months ended September 30, 2009 | 2008 |
|--|-------|---|--|---|------|
| | | Reclassified from Accumulated OCI into Income 1 | Reclassified from Accumulated OCI into Income 1 for the nine months ended September 30, 2008 | | |
| \$89 | \$365 | Aircraft Fuel | (\$579) | Aircraft Fuel | \$9 |
| | | |) \$565 | | \$13 |

AMR CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

| Amount of Gain (Loss) Reclassified from Accumulated OCI into Income 1 for the three months ended September 30, | | Location of Gain (Loss) Recognized in Income on Derivative 2 | Amount of Gain (Loss) Recognized in Income on Derivative 2 for the three months ended September 30, | |
|---|--------|---|--|---------|
| 2009 | 2008 | | 2009 | 2008 |
| \$ (108) | \$ 134 | Aircraft Fuel | \$ 3 | \$ (3) |

1 Effective portion of gain (loss)

2 Ineffective portion of gain (loss)

The Company is also exposed to credit losses in the event of non-performance by counterparties to these financial instruments, and although no assurances can be given, the Company does not expect any of the counterparties to fail to meet its obligations. The credit exposure related to these financial instruments is represented by the fair value of contracts with a positive fair value at the reporting date, reduced by the effects of master netting agreements. To manage credit risks, the Company selects counterparties based on credit ratings, limits its exposure to a single counterparty under defined guidelines, and monitors the market position of the program and its relative market position with each counterparty. The Company also maintains industry-standard security agreements with a number of its counterparties which may require the Company or the counterparty to post collateral if the value of selected instruments exceed specified mark-to-market thresholds or upon certain changes in credit ratings.

As of September 30, 2009, the aggregate fair value of all qualifying cash flow derivatives with credit-risk-related contingent features that are in a net liability position is \$45 million, for which the Company had posted collateral of \$78 million. The Company had surplus collateral with a certain counterparty as of September 30, 2009 due to a timing lag in collateral reconciliation.

In addition to the Company's qualifying cash flow hedges, American has hedges that were effectively unwound in 2008 that are recorded as assets and liabilities on the balance sheet. The fair value of these offsetting positions not designated as hedges as of September 30, 2009 was a \$41 million asset recorded in Fuel derivative contracts and a \$41 million liability recorded in Fuel derivative liability.

The Company includes changes in the fair value of certain derivative financial instruments that qualify for hedge accounting and unrealized gains and losses on available-for-sale securities in comprehensive income. For the three month periods ended September 30, 2009 and 2008, comprehensive loss was \$256 million and \$1.0 billion, respectively, and for the nine month periods ended September 30, 2009 and 2008, comprehensive loss was \$343 million and \$2.0 billion, respectively. Total comprehensive loss for the year ended December 31, 2008 was \$6.0 billion. The difference between net earnings (loss) and comprehensive income (loss) for the three and nine month periods ended September 30, 2009 and 2008 is due primarily to the accounting for the Company's derivative financial instruments and the actuarial loss on the pension benefit obligation of the Company's pension plans.

AMR CORPORATION
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 (Unaudited)

10. The following table sets forth the computations of basic and diluted earnings (loss) per share (in millions, except per share data):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------|------------------------------------|--------------|
| | 2009 | 2008 | 2009 | 2008 |
| Numerator: | | | | |
| Net earnings (loss) - numerator for basic earnings (loss) per share | \$(359 |) \$31 | \$(1,124 |) \$(1,771) |
| Denominator: | | | | |
| Denominator for basic earnings (loss) per share – weighted-average shares | 285 | 258 | 281 | 253 |
| Effect of dilutive securities: | | | | |
| Senior convertible notes | - | - | - | - |
| Employee options and shares | - | 25 | - | - |
| Assumed treasury shares purchased | - | (15) | - | - |
| Dilutive potential common shares | - | 268 | - | - |
| Denominator for diluted earnings (loss) per share - adjusted weighted-average shares | 285 | 268 | 281 | 253 |
| Basic earnings (loss) per share | \$(1.26 |) \$0.12 | \$(4.00 |) \$(7.00) |
| Diluted earnings (loss) per share | \$(1.26 |) \$0.12 | \$(4.00 |) \$(7.00) |

The following were excluded from the calculation:

| | | | | |
|--|----|----|----|----|
| Convertible notes, employee stock options and deferred stock because inclusion would be anti-dilutive | 10 | 28 | 7 | 41 |
| Employee stock options because the options' exercise price was greater than the average market price of shares | 14 | 12 | 19 | 13 |

11. In September of 2009, AMR completed a public offering of approximately 48 million shares of its common stock. The Company realized \$382 million from the sale of equity. The Company granted the underwriters of the offering a 30-day option to purchase up to an additional seven million shares of Common Stock to cover over-allotments. On October 1, 2009, approximately 3.8 million shares were sold to the underwriters for approximately \$30 million pursuant to the exercise of a portion of the option, and as such sale occurred subsequent to the quarter ended September 30, 2009, the effect of that sale is not reflected in these condensed consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Information

Statements in this report contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent the Company's expectations or beliefs concerning future events. When used in this document and in documents incorporated herein by reference, the words "expects," "plans," "anticipates," "indicates," "believes," "forecast," "guidance," "outlook," "may," "will," "should," "seeks," "targets" and similar expressions are intended to identify forward-looking statements. Similarly, statements that describe the Company's objectives, plans or goals are forward-looking statements. Forward-looking statements include, without limitation, the Company's expectations concerning operations and financial conditions, including changes in capacity, revenues, and costs; future financing plans and needs; the amounts of its unencumbered assets and other sources of liquidity; fleet plans; overall economic and industry conditions; plans and objectives for future operations; regulatory approvals and actions, including the Company's application for antitrust immunity with other oneworld alliance members; and the impact on the Company of its results of operations in recent years and the sufficiency of its financial resources to absorb that impact. Other forward-looking statements include statements which do not relate solely to historical facts, such as, without limitation, statements which discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise. Guidance given in this report regarding capacity, fuel consumption, fuel prices, fuel hedging, and unit costs, and statements regarding expectations of regulatory approval of the Company's application for antitrust immunity with other oneworld members are forward-looking statements.

Forward-looking statements are subject to a number of factors that could cause the Company's actual results to differ materially from the Company's expectations. The following factors, in addition to other possible factors not listed, could cause the Company's actual results to differ materially from those expressed in forward-looking statements: the materially weakened financial condition of the Company, resulting from its significant losses in recent years; weaker demand for air travel and lower investment asset returns resulting from the severe global economic downturn; the Company's need to raise substantial additional funds and its ability to do so on acceptable terms; the ability of the Company to generate additional revenues and reduce its costs; continued high and volatile fuel prices and further increases in the price of fuel, and the availability of fuel; the Company's substantial indebtedness and other obligations; the ability of the Company to satisfy certain covenants and conditions in certain of its financing agreements; changes in economic and other conditions beyond the Company's control, and the volatile results of the Company's operations; the fiercely and increasingly competitive business environment faced by the Company; potential industry consolidation and alliance changes; competition with reorganized carriers; low fare levels by historical standards and the Company's reduced pricing power; changes in the Company's corporate or business strategy; government regulation of the Company's business; conflicts overseas or terrorist attacks; uncertainties with respect to the Company's international operations; outbreaks of a disease (such as SARS, avian flu or the H1N1 virus) that affects travel behavior; labor costs that are higher than those of the Company's competitors; uncertainties with respect to the Company's relationships with unionized and other employee work groups; increased insurance costs and potential reductions of available insurance coverage; the Company's ability to retain key management personnel; potential failures or disruptions of the Company's computer, communications or other technology systems; losses and adverse publicity resulting from any accident involving the Company's aircraft; changes in the price of the Company's common stock; and the ability of the Company to reach acceptable agreements with third parties. Additional information concerning these and other factors is contained in the Company's Securities and Exchange Commission filings, including but not limited to the Company's 2008 Form 10-K, as updated by the Form 8-K and Item 1A "Risk

Factors” in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.

Overview

The Company recorded a net loss of \$359 million in the third quarter of 2009 compared to net income of \$31 million in the same period last year. The Company's third quarter 2009 loss is primarily attributable to a significant decrease in passenger revenue due to lower traffic and passenger yield. The Company is experiencing significantly weaker demand for air travel driven by the continuing severe downturn in the global economy. In addition, as a result of reduced demand, there has been substantial fare discounting across the industry, which has resulted in decreased passenger yield (passenger revenue per passenger mile). Mainline passenger revenue decreased by \$1.1 billion to \$3.9 billion in the three months ended September 30, 2009 compared to the same period last year. Mainline passenger unit revenues decreased 14.5 percent for the third quarter due to a 16.3 percent decrease in passenger yield compared to the same period in 2008 and a load factor increase of approximately 1.8 points.

During the third quarter of 2009, the Company also incurred approximately \$94 million in non-recurring charges related to the sale leaseback of certain aircraft and the grounding of leased Airbus A300 aircraft prior to lease expiration.

The Company implemented capacity reductions in 2008 and in the first quarter of 2009 in response to record high fuel prices. These capacity reductions have somewhat mitigated the weakening of demand and in June 2009, the Company announced additional capacity reductions in a further effort to balance supply and demand. AMR will reduce mainline seating capacity by approximately 7.5 percent for the full year 2009 versus 2008. The reduction consists of an approximately 9.0 percent reduction in mainline domestic capacity and approximately 4.8 percent reduction in mainline international capacity compared to the year ending December 31, 2008. As a result, for the quarter ending December 31, 2009, AMR expects mainline domestic capacity to decline by approximately 5.0 percent and mainline international capacity to decline by 7.5 percent compared to the quarter ending December 31, 2008. No assurance can be given that any capacity reductions or other steps the Company may take will be adequate to offset the effects of reduced demand.

The decrease in total passenger revenue was partially offset by significantly lower year over year fuel prices; the Company paid an average of \$2.07 per gallon in the third quarter 2009 compared to an average of \$3.57 per gallon in the same period of 2008, including effects of hedging.

The Company's unit costs excluding fuel and special charges were greater for the quarter ended September 30, 2009 than for the same period in 2008, and are expected to be higher for the fourth quarter of 2009 compared to the corresponding prior year period. Factors driving the increase include increased defined benefit pension expenses (due to the stock market decline in 2008) and retiree medical and other expenses, and cost pressures associated with the Company's previously announced capacity reductions and dependability initiatives.

In reaction to these challenges, the Company initiated a series of actions intended to better position it to meet the industry's economic challenges while continuing to build on its strategy for long term success, including a range of service charges introduced in 2008 to generate additional revenue, execution of its fleet renewal and replacement plan, and initiatives to improve dependability and on-time performance.

In addition, the Company has obtained a total of \$4.9 billion in additional liquidity and new aircraft financing in the third quarter of 2009, announced plans to focus its network by reallocating capacity to hubs in Dallas/Fort Worth, Chicago, Miami, New York and Los Angeles and announced plans to enhance its fleet to better serve customers.

Financings completed during the third quarter consist of: \$1 billion in cash from the advance sale of AAdvantage Miles to Citibank, \$1.6 billion in sale leaseback financing for Boeing 737-800 aircraft to be delivered to American in 2010 and 2011 and the \$281.5 million 2009 Loan Facility, the issuance by American of \$520 million of pass through

trust certificates, the issuance by AMR of convertible senior notes due 2014 and 48 million shares of common stock (for which AMR received net proceeds of approximately \$830 million), the issuance by American of \$276 million of senior secured notes due in 2016, and other loans secured by aircraft and sale leasebacks of aircraft which raised proceeds of approximately \$359 million. See Notes 5 and 11 to the condensed consolidated financial statements for a detailed description of these financing transactions.

In addition, on October 9, 2009, American completed the offering of \$450 million aggregate principal amount of its 10.5 percent senior secured notes due 2012. The proceeds from the offering of the notes were used to refinance American's \$432 million term loan credit facility which had a scheduled maturity of December 17, 2009 and which was retired prior to maturity on September 28, 2009.

The Company is also in discussions with JAL, a member of the oneworld alliance, about ways to broaden and deepen the relationship between American and JAL. The Company is discussing various options, including a joint business relationship with JAL and possible capital or financing arrangements. The Company believes that JAL is also engaged in strategic discussions with one or more other carriers. No prediction can be made as to the timing or outcome of any of these discussions, or as to any impact of the discussions on the Company.

In 2008, the Company entered into a joint business agreement and related marketing arrangements with British Airways and Iberia, providing for commercial cooperation on flights between North America and most countries in Europe, pooling and sharing of certain revenues and costs, expanded codesharing, enhanced frequent flyer program reciprocity, and cooperation in other areas. Along with these carriers and certain other carriers, the Company has applied to the US Department of Transportation (DOT) for antitrust immunity for this planned cooperation. Implementation of this agreement and the related arrangements is subject to conditions, including various U.S. and foreign regulatory approvals, successful negotiation of certain detailed financial and commercial arrangements, and other approvals.

In September of 2009, the European Union (EU) issued a Statement of Objection (SO) related to the proposed joint business agreement. The SO asserts, among other things, that without remedies, the joint business agreement would infringe certain aspects of EU competition law. The carriers intend to respond to the SO and to demonstrate the consumer benefits of the joint business agreement. The SO process is an anticipated and normal part of and does not impact the process of seeking antitrust immunity from DOT.

The Company's ability to become profitable and its ability to continue to fund its obligations on an ongoing basis will depend on a number of factors, many of which are largely beyond the Company's control. Certain risk factors that affect the Company's business and financial results are discussed in the Risk Factors listed in Item 1A in the 2008 Form 10-K and as amended in Item 1A in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2009. In addition, most of the Company's largest domestic competitors and several smaller carriers have filed for bankruptcy in the last several years and have used this process to significantly reduce contractual labor and other costs. In order to remain competitive and to improve its financial condition, the Company must continue to take steps to generate additional revenues and to reduce its costs. Although the Company has a number of initiatives underway to address its cost and revenue challenges, some of these initiatives involve changes to the Company's business which it may be unable to implement. In addition, the Company expects that, as time goes on, it will be progressively more difficult to identify and implement significant revenue enhancement and cost savings initiatives. The adequacy and ultimate success of the Company's initiatives to generate additional revenues and reduce costs are not known at this time and cannot be assured. Moreover, whether the Company's initiatives will be adequate or successful depends in large measure on factors beyond its control, notably the overall industry environment, including passenger demand, yield and industry capacity growth, and fuel prices. It will be very difficult for the Company to continue to fund its obligations on an ongoing basis, and to return to profitability, if the overall industry revenue environment does not improve substantially or if fuel prices were to increase and persist for an extended period at high levels.

LIQUIDITY AND CAPITAL RESOURCES

Significant Indebtedness and Future Financing

The Company remains heavily indebted and has significant obligations (including substantial pension funding obligations), as described more fully under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 8-K. Indebtedness is a significant risk to the Company as discussed in the Risk Factors listed in Item 1A in the 2008 Form 10-K and as amended in Item 1A in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2009. During 2006, 2007, 2008 and 2009 (through the date of this filing), the Company raised an aggregate of approximately \$8.2 billion in financing to fund capital commitments (mainly for

aircraft and ground properties), debt maturities, and employee pension obligations, and to bolster its liquidity. As of the date of this Form 10-Q, the Company believes it has sufficient liquidity to fund its operations and obligations, including repayment of debt and capital leases, capital expenditures and other contractual obligations; however there can be no assurances to that effect. To meet the Company's commitments, to maintain sufficient liquidity and because the Company has significant debt, lease and other obligations in the next several years, including commitments to purchase aircraft, as well as substantial pension funding obligations (refer to Contractual Obligations in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 8-K), the Company will need access to substantial additional funding.

As of September 30, 2009, the Company is required to make scheduled principal payments of approximately \$558 million on long-term debt and approximately \$10 million in payments on capital leases for the remainder of 2009, and the Company expects to spend approximately \$460 million on capital expenditures for the remainder of 2009. In addition, the global economic downturn, rising fuel prices, the possibility of being required to post reserves under credit card processing agreements, and the obligation to post cash collateral on fuel hedging contracts, among other things, may in the future negatively impact the Company's liquidity.

Despite the disruptions in the capital markets, in the nine months ended September 30, 2009, the Company obtained an aggregate of approximately \$5.3 billion of financing from debt issuances, equity issuances and sale leasebacks as more fully described in Note 5 and Note 11 to the condensed consolidated financial statements.

The Company's possible remaining financing sources primarily include: (i) a limited amount of additional secured aircraft debt or sale leaseback transactions involving owned aircraft; (ii) debt secured by other assets; (iii) securitization of future operating receipts; (iv) the sale or monetization of certain assets; (v) unsecured debt; and (vi) issuance of equity or equity-like securities. Besides unencumbered aircraft, the Company's most likely sources of liquidity include the financing of takeoff and landing slots, spare parts, and the sale or financing of certain of AMR's business units and subsidiaries, such as AMR Eagle. The Company's ability to obtain future financing is limited by the value of its unencumbered assets. A very large majority of the Company's aircraft assets (including most of the aircraft eligible for the benefits of Section 1110 of the U.S. Bankruptcy Code) are encumbered. Also, the market value of these aircraft assets has declined in recent years, and may continue to decline. The Company believes it has approximately \$2 billion in assets that could be used as possible financing sources as of the date of this filing. However, many of these assets may be difficult to finance, and the availability and level of the financing sources described above cannot be assured.

The Company's substantial indebtedness and other obligations have important consequences. For example, they: (i) limit the Company's ability to obtain additional funding for working capital, capital expenditures, acquisitions and general corporate purposes, and adversely affect the terms on which such funding could be obtained; (ii) require the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness and other obligations, thereby reducing the funds available for other purposes; (iii) make the Company more vulnerable to economic downturns; and (iv) limit the Company's ability to withstand competitive pressures and reduce its flexibility in responding to changing business and economic conditions.

As of September 30, 2009, American had twelve Boeing 737-800 purchase commitments for the remainder of 2009, 45 Boeing 737-800 purchase commitments for 2010, and eight Boeing 737-800 purchase commitments in 2011. In addition to these aircraft, American has firm commitments for eleven 737-800 aircraft and seven Boeing 777 aircraft scheduled to be delivered in 2013-2016. Payments for American's aircraft purchase commitments will approximate \$315 million for the remainder of 2009, \$1.3 billion in 2010, \$350 million in 2011, \$217 million in 2012, \$478 million in 2013, and \$552 million for 2014 and beyond. These amounts are net of purchase deposits currently held by the manufacturer.

As a result of recent financing transactions (refer to Note 5 of these condensed consolidated financial statements), American does not expect to use its previously arranged backstop financing to finance any of its Boeing 737-800 aircraft deliveries scheduled for 2010 and 2011; however, such backstop financing arrangement remains in place.

In September 2009, AMR Eagle signed a letter of intent with Bombardier, Inc. to exercise options for the purchase of 22 additional CRJ-700 aircraft for delivery beginning in the middle of 2010. Subject to reaching agreement on acceptable terms with Bombardier, Inc. and certain third party lenders, AMR expects the purchase of the CRJ-700 aircraft to be fully financed. AMR expects that these financing arrangements will involve the pledge of 10 currently owned CRJ-700 aircraft.

The Company's continued aircraft replacement strategy, and its execution of that strategy, will depend on such factors as future economic and industry conditions and the financial condition of the Company.

Credit Card Processing and Other Reserves

American has agreements with a number of credit card companies and processors to accept credit cards for the sale of air travel and other services. Under certain of American's current credit card processing agreements, the related credit card company or processor may hold back, under certain circumstances, a reserve from American's credit card receivables.

Under one such agreement, the amount of the reserve that may be required generally is based on the amount of unrestricted cash (not including undrawn credit facilities) held by the Company and the processor's exposure to the Company under the agreement. On September 29, 2009, the full amount of the reserve under such agreement, which at that time was approximately \$200 million, was released to the Company, and based on its current forecasts, the Company does not currently expect to be required to maintain any reserve for the near term. However, the factors underlying such forecasts are volatile and uncertain. If circumstances were to occur that would allow the credit card processor to require the Company to maintain a reserve, the Company's liquidity could be negatively impacted.

Pension Funding Obligation

The Company is required to make minimum contributions to its defined benefit pension plans under the minimum funding requirements of the Employee Retirement Income Security Act (ERISA), the Pension Funding Equity Act of 2004 and the Pension Protection Act of 2006. The Company is not required to make any 2009 contributions to its defined benefit pension plans under the provisions of these acts, but based on current funding levels of the plans, the Company expects that the amount of the required contributions will be substantial in 2010 and future years. The Company estimates its 2010 required contribution to its defined benefit pension plans to be approximately \$525 million.

Cash Flow Activity

At September 30, 2009, the Company had \$4.1 billion in unrestricted cash and short-term investments, reflecting an increase of \$1.0 billion from the balance of \$3.1 billion at December 31, 2008. The increase in unrestricted cash and short-term investments is primarily due to cash from financing activities during the period of approximately \$3.1 billion offset by principal payments made during the first nine months of 2009. Net cash provided by operating activities in the nine-month period ended September 30, 2009 was \$926 million, an increase of \$956 million over the same period in 2008. The increase is primarily due to the decrease in fuel prices from \$3.17 per gallon for the first nine months of 2008 to \$1.96 per gallon for the same period in 2009. The fuel price decrease resulted in a \$2.5 billion reduction in year-over-year expense in the nine months ended September 30, 2009 (based on the year-over-year decrease in the average price per gallon multiplied by gallons consumed). The impact of decreased fuel prices was somewhat offset by a significant decline in the demand for air travel, which resulted in a \$2.8 billion, or 20.1 percent, decrease in passenger revenue.

The Company made debt and capital lease payments of \$1.8 billion in the first nine months of 2009. Included in this amount, AMR retired, by purchasing with cash, the \$318 million principal amount of its 4.50 Notes. Virtually all of the holders of the 4.50 Notes exercised their elective put rights and the Company purchased and retired these notes at a price equal to 100 percent of their principal amount. Under the terms of the 4.50 Notes, the Company had the option to pay the purchase price with cash, stock, or a combination of cash and stock, and the Company elected to pay for the 4.50 Notes solely with cash. Also included in total scheduled debt payments, the Company retired, at maturity, its \$255 million secured bank revolving credit facility in June 2009 and retired its \$432 million term loan credit facility, which had a scheduled maturity of December 17, 2010, on September 28, 2009.

In the nine months ended September 30, 2009, the Company obtained an aggregate of approximately \$3.1 billion of cash from financing activities through the following actions: \$1 billion from the advance sale of AAdvantage Miles to Citibank (of which \$110 million of deferred revenue is recorded in cash flow from operations), the issuance by American of \$520 million of pass through trust certificates (of which \$177 million of cash was received through September 30, 2009), the issuance by AMR of convertible senior notes due 2014 and 48 million shares of common stock (for which AMR received net proceeds of approximately \$830 million), proceeds from the 2009 Loan Facility of \$225.4 million, and \$829 million in other loans secured by various aircraft and sale leasebacks of certain aircraft in the first nine months of 2009. See Notes 5 and 11 to the condensed consolidated financial statements for a detailed

description of these financing transactions.

Capital expenditures for the first nine months of 2009 were \$1.1 billion and primarily consisted of new aircraft and certain aircraft modifications.

In the past, the Company has from time to time refinanced, redeemed or repurchased its debt and taken other steps to reduce its debt or lease obligations or otherwise improve its balance sheet. Going forward, depending on market conditions, its cash positions and other considerations, the Company may continue to take such actions.

Due to the current value of the Company's derivative contracts, some agreements with counterparties require collateral to be deposited by the Company. As of September 30, 2009, the cash collateral held by such counterparties from AMR was \$78 million. The amount of collateral required to be deposited with the Company or with the counterparty by the Company is based on fuel price in relation to the market values of the derivative contracts and collateral provisions per the terms of those contracts and can fluctuate significantly. The Company had surplus collateral posted with a certain counterparty as of September 30, 2009 due to a timing lag in collateral reconciliation. The Company is currently required to collateralize approximately 100 percent of the outstanding liability hedge contracts. As such, when these contracts settle, the collateral posted with counterparties will effectively offset the loss position and minimal further cash impact will be recorded assuming a static forward heating oil curve from September 30, 2009. Under the same assumption, the Company does not currently expect to be required to deposit significant additional cash collateral above September 30, 2009 levels with counterparties with regard to fuel hedges in place as of September 30, 2009. Additional information regarding the Company's fuel hedging program is also included in Item 3 "Quantitative and Qualitative Disclosures about Market Risk" and in Note 9 to the condensed consolidated financial statements.

War-Risk Insurance

The U.S. government has agreed to provide commercial war-risk insurance for U.S. based airlines until August 31, 2010, covering losses to employees, passengers, third parties and aircraft. If the U.S. government does not extend the policy beyond that date, or if the U.S. government at anytime thereafter ceases to provide such insurance, or reduces the coverage provided by such insurance, the Company will attempt to purchase similar coverage with narrower scope from commercial insurers at an additional cost. To the extent this coverage is not available at commercially reasonable rates, the Company would be adversely affected. While the price of commercial insurance has declined since the premium increases immediately after terrorist attacks of September 11, 2001, in the event commercial insurance carriers further reduce the amount of insurance coverage available to the Company, or significantly increase its cost, the Company would be adversely affected.

RESULTS OF OPERATIONS

For the Three Months Ended September 30, 2009 and 2008

Revenues

The Company's revenues decreased approximately \$1.3 billion, or 20.2 percent, to \$5.1 billion in the third quarter of 2009 from the same period last year. American's passenger revenues decreased by 21.5 percent, or \$1.1 billion, on an 8.2 percent decrease in capacity (available seat mile) (ASM). American's passenger load factor increased by approximately two points to 83.9 percent while passenger yield decreased by 16.3 percent to 12.00 cents. This resulted in a decrease in passenger revenue per available seat mile (RASM) of 14.5 percent to 10.07 cents. Following is additional information regarding American's domestic and international RASM and capacity:

| | Three Months Ended September 30, 2009 | | | |
|-------------------|---------------------------------------|-----------------|--------------------|-----------------|
| | RASM (cents) | Y-O-Y Change | ASMs (billions) | Y-O-Y Change |
| DOT Domestic | 9.94 | (11.0)% | 23.6 | (9.5)% |
| International | 10.29 | (19.7) | 15.0 | (5.9) |
| DOT Latin America | 11.11 | (18.2) | 6.7 | (9.1) |
| DOT Atlantic | 9.80 | (19.6) | 6.5 | (3.4) |
| DOT Pacific | 8.91 | (24.9) | 1.7 | (1.9) |

The Company's Regional Affiliates include two wholly owned subsidiaries, American Eagle Airlines, Inc. and Executive Airlines, Inc. (collectively, AMR Eagle), and an independent carrier with which American has a capacity purchase agreement, Chautauqua Airlines, Inc. (Chautauqua).

Regional Affiliates' passenger revenues, which are based on industry standard proration agreements for flights connecting to American flights, decreased \$145 million, or 21.7 percent, to \$523 million as a result of a reduction in capacity, decreased passenger traffic and lower yield. Regional Affiliates' traffic decreased 6.1 percent to 2.2 billion revenue passenger miles (RPMs), on a capacity decrease of 10.8 percent to 2.9 billion ASMs, resulting in a 3.7 point increase in the passenger load factor to 73.1 percent.

Cargo revenues decreased by 40.9 percent, or \$94 million, primarily due to decreases in advertising mail and freight traffic resulting from the current economic downturn.

Operating Expenses

The Company's total operating expenses decreased 19.8 percent, or \$1.3 billion, to \$5.3 billion in the third quarter of 2009 compared to the third quarter of 2008. The Company's operating expenses per ASM in the third quarter of 2009 decreased 12.5 percent to 12.82 cents compared to the third quarter of 2008. These decreases are largely due to decreased fuel prices in the third quarter of 2009 compared to the third quarter of 2008. These decreases were somewhat offset by increased defined benefit pension expenses and retiree medical and other expenses (due to the stock market decline in 2008), and by cost pressures associated with the Company's previously announced capacity reductions and dependability initiatives.

(in millions)

| Operating Expenses | Three Months Ended September 30, 2009 | Change from 2008 | Percentage Change | |
|---|--|---------------------|----------------------|-----|
| Wages, salaries and benefits | \$ 1,701 | \$ 68 | 4.2 | % |
| Aircraft fuel | 1,453 | (1,269) | (46.6) | (a) |
| Other rentals and landing fees | 344 | - | - | |
| Depreciation and amortization | 272 | (17) | (5.9) | |
| Maintenance, materials and repairs | 329 | 25 | 8.2 | |
| Commissions, booking fees and credit card expense | 222 | (42) | (15.9) | (b) |
| Aircraft rentals | 126 | 4 | 3.3 | |
| Food service | 128 | (7) | (5.2) | |
| Special charges | 64 | 37 | 137.0 | (c) |
| Other operating expenses | 682 | (115) | (14.4) | (d) |
| Total operating expenses | \$ 5,321 | \$ (1,316) | (19.8) | % |

(a) Aircraft fuel expense decreased primarily due to a 42.2 percent decrease in the Company's price per gallon of fuel (net of the impact of fuel hedging) and a 7.7 percent decrease in the Company's fuel consumption. The Company recorded \$105 million in net losses and \$131 million in net gains on its fuel hedging contracts for the three months ended September 30, 2009 and September 30, 2008, respectively.

(b) Commissions, booking fees and credit card expense decreased in conjunction with the 20.2 percent decrease in the Company's revenues.

(c) Special charges in 2008 are related to an impairment charge of \$1.1 billion to write down the Company's McDonnell Douglas MD-80 and Embraer RJ-135 fleets and certain related long-lived assets to their estimated fair values. Special charges in 2009 relate to announced capacity reductions.

(d) Other operating expenses decreased primarily due to losses on the sale leaseback of certain aircraft.

Other Income (Expense)

Interest income decreased \$30 million due to both a decrease in short-term investment balances and a decrease in interest rates. Interest expense decreased \$22 million as a result of lower variable interest rates. Miscellaneous – net income (expense) decreased by \$435 million to \$(31) million due to the sale of American Beacon for a net gain of \$432 million in the third quarter of 2008.

Income Tax

The Company did not record a net tax provision (benefit) associated with its third quarter 2009 net loss or third quarter 2008 earnings due to the Company providing a valuation allowance, as discussed in Note 4 to the condensed consolidated financial statements. The Company has recorded an income tax expense credit of approximately \$30 million resulting from the Company's anticipated election under Section 3081 of the Housing and Economic Recovery Act of 2008 (as extended by Section 1201(b) of the American Recovery and Reinvestment Act of 2009), allowing corporations a refund of certain research and alternative minimum tax (AMT) credit carryforwards in lieu of applicable bonus depreciation on certain qualifying capital investments.

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Operating Statistics

The following table provides statistical information for American and Regional Affiliates for the three months ended September 30, 2009 and 2008.

| | Three Months Ended September 30, | |
|---|----------------------------------|--------|
| | 2009 | 2008 |
| American Airlines, Inc. Mainline Jet Operations | | |
| Revenue passenger miles (millions) | 32,352 | 34,491 |
| Available seat miles (millions) | 38,542 | 41,965 |
| Cargo ton miles (millions) | 416 | 509 |
| Passenger load factor | 83.9 % | 82.2 % |
| Passenger revenue yield per passenger mile (cents) | 12.00 | 14.34 |
| Passenger revenue per available seat mile (cents) | 10.07 | 11.79 |
| Cargo revenue yield per ton mile (cents) | 32.79 | 45.16 |
| Operating expenses per available seat mile, excluding Regional Affiliates (cents) (*) | 12.29 | 13.99 |
| Fuel consumption (gallons, in millions) | 636 | 690 |
| Fuel price per gallon (dollars) | 2.06 | 3.57 |
| Operating aircraft at period-end | 614 | 650 |
| Regional Affiliates | | |
| Revenue passenger miles (millions) | 2,153 | 2,293 |
| Available seat miles (millions) | 2,947 | 3,305 |
| Passenger load factor | 73.1 % | 69.4 % |

(*) Excludes \$630 million and \$798 million of expense incurred related to Regional Affiliates in 2009 and 2008, respectively.

Operating aircraft at September 30, 2009, included:

| American Airlines Aircraft | | AMR Eagle Aircraft | |
|-------------------------------|-----|--------------------|-----|
| Airbus A300-600R | 10 | Bombardier CRJ-700 | 25 |
| Boeing 737-800 | 96 | Embraer 135 | 30 |
| Boeing 757-200 | 124 | Embraer 140 | 59 |
| Boeing 767-200 Extended Range | 15 | Embraer 145 | 118 |
| Boeing 767-300 Extended Range | 58 | Super ATR | 39 |
| Boeing 777-200 Extended Range | 47 | Total | 271 |
| McDonnell Douglas MD-80 | 264 | | |
| Total | 614 | | |

The average aircraft age for American's and AMR Eagle's aircraft is 15.3 years and 8.6 years, respectively.

Of the operating aircraft listed above, 10 owned Airbus A300-600R aircraft were in temporary storage as of September 30, 2009.

Owned and leased aircraft not operated by the Company at September 30, 2009, included:

| American Airlines Aircraft | | AMR Eagle Aircraft | |
|----------------------------|----|--------------------|----|
| Airbus A300-600R | 18 | Embraer 135 | 9 |
| Fokker 100 | 4 | Saab 340B | 46 |

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| | | | |
|-------------------------|----|-------|----|
| McDonnell Douglas MD-80 | 32 | Total | 55 |
| Total | 54 | | |

For the Nine Months Ended September 30, 2009 and 2008

Revenues

The Company's revenues decreased approximately \$3.4 billion, or 18.8 percent, to \$14.9 billion in the nine months ended September 30, 2009 from the same period last year. American's passenger revenues decreased by 20.1 percent, or \$2.8 billion, on a 7.9 percent decrease in capacity (available seat mile) (ASM). American's passenger load factor decreased approximately one point to 80.5 percent while passenger yield decreased by 12.4 percent to 12.15 cents. This resulted in a decrease in passenger revenue per available seat mile (RASM) of 13.2 percent to 9.78 cents. Following is additional information regarding American's domestic and international RASM and capacity:

| | Nine Months Ended September 30, 2009 | | | |
|-------------------|--------------------------------------|-----------------|--------------------|-----------------|
| | RASM (cents) | Y-O-Y Change | ASMs (billions) | Y-O-Y Change |
| DOT Domestic | 9.80 | (10.0)% | 70.1 | (10.2)% |
| International | 9.75 | (18.1) | 44.8 | (4.0) |
| DOT Latin America | 10.65 | (15.4) | 21.5 | (6.4) |
| DOT Atlantic | 8.93 | (20.7) | 18.3 | (2.4) |
| DOT Pacific | 8.87 | (20.5) | 5.1 | 1.1 |

The Company's Regional Affiliates include two wholly owned subsidiaries, American Eagle Airlines, Inc. and Executive Airlines, Inc. (collectively, AMR Eagle), and an independent carrier with which American has a capacity purchase agreement, Chautauqua Airlines, Inc. (Chautauqua).

Regional Affiliates' passenger revenues, which are based on industry standard proration agreements for flights connecting to American flights, decreased \$439 million, or 22.7 percent, to \$1.5 billion as a result of a reduction in capacity, decreased passenger traffic and lower yield. Regional Affiliates' traffic decreased 9.3 percent to 6.2 billion revenue passenger miles (RPMs), on a capacity decrease of 10.3 percent to 8.7 billion ASMs, resulting in an approximately one point increase in the passenger load factor to 71.3 percent.

Cargo revenues decreased by 38.9 percent, or \$264 million, primarily due to decreases in advertising mail and freight traffic resulting from the current economic downturn.

Other revenues increased 5.0 percent, or \$82 million, to \$1.7 billion due to increases in certain passenger service charges.

Operating Expenses

The Company's total operating expenses decreased 22.6 percent, or \$4.5 billion, to \$15.5 billion in the nine months ended September 30, 2009 compared to the same period in 2008. The Company's operating expenses per ASM decreased 15.8 percent to 12.52 cents compared to 2008. These decreases are due primarily to decreased fuel prices in the first nine months of 2009 compared to the first nine months of 2008. The decreases were somewhat offset by increased defined benefit pension expenses and retiree medical and other expenses (due to the stock market decline in 2008), and by cost pressures associated with the Company's previously announced capacity reductions and dependability initiatives.

(in millions)

| Operating Expenses | Nine Months Ended September 30, 2009 | Change from 2008 | Percentage Change |
|--|---|---------------------|----------------------|
| Wages, salaries and benefits | \$ 5,087 | \$ 152 | 3.1 % |
| Aircraft fuel | 4,085 | (3,110) | (43.2) (a) |
| Other rentals and landing fees | 1,006 | 21 | 2.1 |
| Depreciation and amortization | 826 | (96) | (10.4) (b) |
| Maintenance, materials and repairs | 948 | 5 | 0.5 |
| Commissions, booking fees and credit card expense | 646 | (134) | (17.2) (c) |
| Aircraft rentals | 376 | 4 | 1.1 |
| Food service | 365 | (30) | (7.6) |
| Special charges | 100 | (1,091) | (91.6) (d) |
| Other operating expenses | 2,030 | (242) | (10.7) (e) |
| Total operating expenses | \$ 15,469 | \$ (4,521) | (22.6) |

(a) Aircraft fuel expense decreased primarily due to a 38.2 percent decrease in the Company's price per gallon of fuel (net of the impact of fuel hedging) and a 8.1 percent decrease in the Company's fuel consumption. The Company recorded \$570 million in net losses and \$578 million in net gains on its fuel hedging contracts for the nine months ended September 30, 2009 and September 30, 2008, respectively.

(b) Depreciation and amortization expense decreased due to an impairment charge in 2008.

(c) Commissions, booking fees and credit card expense decreased in conjunction with the 18.8 percent decrease in the Company's revenues.

(d) Special charges in 2008 are related to an impairment charge of \$1.1 billion to write down the Company's McDonnell Douglas MD-80 and Embraer RJ-135 fleets and certain related long-lived assets to their estimated fair values. Special charges in 2009 relate to announced capacity reductions.

(e) Other operating expenses decreased primarily due to losses on the sale leaseback of certain aircraft.

Other Income (Expense)

Interest income decreased \$111 million due to both a decrease in short-term investment balances and a decrease in interest rates. Interest expense decreased \$74 million as a result of lower variable interest rates. Miscellaneous – net income (expense) decreased by \$433 million to \$(63) million due to the sale of American Beacon for a net gain of \$432 million in the third quarter of 2008.

Income Tax

The Company did not record a net tax provision (benefit) associated with its loss for the nine months ended September 30, 2009 or September 30, 2008 due to the Company providing a valuation allowance, as discussed in Note 4 to the condensed consolidated financial statements. The Company has recorded an income tax expense credit of approximately \$30 million resulting from the Company's anticipated election under Section 3081 of the Housing and Economic Recovery Act of 2008 (as extended by Section 1201(b) of the American Recovery and Reinvestment Act of 2009), allowing corporations a refund of certain research and alternative minimum tax (AMT) credit carryforwards in lieu of applicable bonus depreciation on certain qualifying capital investments.

Operating Statistics

The following table provides statistical information for American and Regional Affiliates for the nine months ended September 30, 2009 and 2008.

| | Nine Months Ended September 30, | |
|---|---------------------------------|---------|
| | 2009 | 2008 |
| American Airlines, Inc. Mainline Jet Operations | | |
| Revenue passenger miles (millions) | 92,510 | 101,378 |
| Available seat miles (millions) | 114,890 | 124,735 |
| Cargo ton miles (millions) | 1,185 | 1,547 |
| Passenger load factor | 80.5 % | 81.3 % |
| Passenger revenue yield per passenger mile (cents) | 12.15 | 13.87 |
| Passenger revenue per available seat mile (cents) | 9.78 | 11.27 |
| Cargo revenue yield per ton mile (cents) | 34.95 | 43.83 |
| Operating expenses per available seat mile, excluding Regional Affiliates (cents) (*) | 11.96 | 14.15 |
| Fuel consumption (gallons, in millions) | 1,890 | 2,058 |
| Fuel price per gallon (dollars) | 1.96 | 3.16 |
| Regional Affiliates | | |
| Revenue passenger miles (millions) | 6,196 | 6,835 |
| Available seat miles (millions) | 8,686 | 9,685 |
| Passenger load factor | 71.3 % | 70.6 % |

(*) Excludes \$1.8 billion and \$2.4 billion of expense incurred related to Regional Affiliates in 2009 and 2008, respectively.

Outlook

The Company currently expects capacity for American's mainline jet operations to decline by approximately 6.0 percent in the fourth quarter of 2009 versus the fourth quarter of 2008. American's mainline capacity for the full year 2009 is expected to decrease approximately 7.5 percent from 2008 with approximately a nine percent reduction in domestic capacity and approximately a five percent decrease in international capacity.

The Company currently expects fourth quarter 2009 mainline unit costs to decrease 3.3 percent year over year primarily due to lower fuel costs recorded in the fourth quarter of 2009 compared to the fourth quarter of 2008, somewhat offset by increased defined benefit pension expenses (due to the stock market decline in 2008) and retiree medical and other benefit expenses, and cost pressures associated with the Company's previously announced capacity reductions and dependability initiatives.

Full-year mainline unit costs are expected to decrease 12.7 percent in 2009 compared to 2008 due to lower fuel costs recorded in 2009 compared to 2008, somewhat offset by increased defined benefit pension expenses (due to the stock market decline in 2008), materials and repairs inflation, dependability initiatives, and cost pressure related to capacity reductions.

As a result of recent financings, the Company expects higher interest expense in the future, although to some extent this should be offset by interest income on larger cash balances.

The Company's results are significantly affected by the price of jet fuel, which is in turn affected by a number of factors beyond the Company's control. Although fuel prices have abated somewhat from the record prices recorded in July 2008, fuel prices have increased since the first quarter of 2009 and they remain high and very volatile.

The Company is experiencing significantly weaker demand for air travel driven by the severe downturn in the global economy. The Company implemented capacity reductions in 2008 and in the first quarter of 2009 in response to record high fuel prices. Those capacity reductions have somewhat mitigated this weakening of demand, and in June 2009, the Company announced additional capacity reductions in a further effort to balance supply and demand. However, if the global economic downturn persists or worsens, demand for air travel may continue to weaken. No assurance can be given that capacity reductions or other steps the Company may take will be adequate to offset the effects of reduced demand. In addition, fare discounting has recently been both broader and deeper than usual, and the Company expects downward pressure on passenger yields in the fourth quarter and beyond.

Critical Accounting Policies and Estimates

The preparation of the Company's financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company believes its estimates and assumptions are reasonable; however, actual results and the timing of the recognition of such amounts could differ from those estimates. The Company has identified the following critical accounting policies and estimates used by management in the preparation of the Company's financial statements: accounting for fair value, long-lived assets, routes, passenger revenue, frequent flyer program, stock compensation, pensions and retiree medical and other benefits, income taxes and derivatives accounting. These policies and estimates are described in the Form 8-K except as updated below.

Routes -- AMR performs annual impairment tests on its routes, which are indefinite life intangible assets and as a result, they are not amortized. The Company also performs impairment tests when events and circumstances indicate that the assets might be impaired. These tests are primarily based on estimates of discounted future cash flows, using assumptions based on historical results adjusted to reflect the Company's best estimate of future market and operating conditions. The net carrying value of assets not recoverable is reduced to fair value. The Company's estimates of fair value represent its best estimate based on industry trends and reference to market rates and transactions. Renewal and extension costs for the Company's intangible assets are minimal and are expensed as incurred.

In September 2006, the FASB issued guidance on measuring the fair value of assets and liabilities. The guidance introduces a framework for measuring fair value primarily based on exit prices and expands required disclosure about fair value measurements of assets and liabilities. The section applicable to non-financial assets and liabilities is effective for fiscal years beginning after November 15, 2008, and the Company has adopted the standard for those assets and liabilities as of January 1, 2009. The guidance will be applied when annual impairment testing on the Company's routes occurs in the fourth quarter of 2009, at which time the net carrying value of the routes will be reassessed for recoverability. If it at that time, the fair value of the routes is less than the carrying value, the Company will adjust the value of the route assets and apply the new provisions to its routes.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in market risk from the information provided in Item 7A. Quantitative and Qualitative Disclosures About Market Risk of the Form 8-K. The change in market risk for aircraft fuel is discussed below for informational purposes.

The risk inherent in the Company's fuel related market risk sensitive instruments and positions is the potential loss arising from adverse changes in the price of fuel. The sensitivity analyses presented do not consider the effects that such adverse changes may have on overall economic activity, nor do they consider additional actions management may take to mitigate the Company's exposure to such changes. Therefore, actual results may differ. The Company does not hold or issue derivative financial instruments for trading purposes.

Aircraft Fuel The Company's earnings are affected by changes in the price and availability of aircraft fuel. In order to provide a measure of control over price and supply, the Company trades and ships fuel and maintains fuel storage facilities to support its flight operations. The Company also manages the price risk of fuel costs primarily by using jet fuel and heating oil hedging contracts. Market risk is estimated as a hypothetical ten percent increase in the September 30, 2009 cost per gallon of fuel. Based on projected 2009 and 2010 fuel usage through September 30, 2010, such an increase would result in an increase to aircraft fuel expense of approximately \$439 million in the twelve months ended September 30, 2010, inclusive of the impact of effective fuel hedge instruments outstanding at September 30, 2009, and assumes the Company's fuel hedging program remains effective at offsetting the price of jet fuel. Comparatively, based on projected 2009 fuel usage, such an increase would have resulted in an increase to aircraft fuel expense of approximately \$399 million in the twelve months ended December 31, 2008, inclusive of the impact of fuel hedge instruments outstanding at December 31, 2008. The change in market risk is primarily due to the decrease in fuel prices.

Ineffectiveness is inherent in hedging jet fuel with derivative positions based in crude oil or other crude oil related commodities. The Company assesses, both at the inception of each hedge and on an on-going basis, whether the derivatives that are used in its hedging transactions are highly effective in offsetting changes in cash flows of the hedged items. In doing so, the Company uses a regression model to determine the correlation of the change in prices of the commodities used to hedge jet fuel (e.g. NYMEX Heating oil) to the change in the price of jet fuel. The Company also monitors the actual dollar offset of the hedges' market values as compared to hypothetical jet fuel hedges. The fuel hedge contracts are generally deemed to be "highly effective" if the R-squared is greater than 80 percent and the dollar offset correlation is within 80 percent to 125 percent. The Company discontinues hedge accounting prospectively if it determines that a derivative is no longer expected to be highly effective as a hedge or if it decides to discontinue the hedging relationship.

As of September 30, 2009, the Company had cash flow hedges, with collars and options, covering approximately 31 percent of its estimated remaining 2009 fuel requirements. The consumption hedged for the remainder of 2009 is capped at an average price of approximately \$2.41 per gallon of jet fuel, and the Company's collars have an average floor price of approximately \$1.73 per gallon of jet fuel (both the capped and floor price exclude taxes and transportation costs). The Company's collars represent approximately 28 percent of its estimated remaining 2009 fuel requirements. The Company's cash flow hedges cover approximately 20 percent of its estimated 2010 fuel requirements. The consumption hedged for 2010 is capped at an average price of approximately \$2.48 per gallon of jet fuel, and the Company's collars have an average floor price of approximately \$1.79 per gallon of jet fuel (both the capped and floor price exclude taxes and transportation costs). The Company's collars represent approximately 19 percent of its estimated 2010 fuel requirements. A deterioration of the Company's financial position could negatively affect the Company's ability to hedge fuel in the future.

Item 4. Controls and Procedures

The term “disclosure controls and procedures” is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, or the Exchange Act. This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission. An evaluation was performed under the supervision and with the participation of the Company’s management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company’s disclosure controls and procedures as of December 31, 2008. Based on that evaluation, the Company’s management, including the CEO and CFO, concluded that the Company’s disclosure controls and procedures were effective as of September 30, 2009. During the quarter ending on September 30, 2009, there was no change in the Company’s internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

Between April 3, 2003 and June 5, 2003, three lawsuits were filed by travel agents, some of whom opted out of a prior class action (now dismissed) to pursue their claims individually against American, other airline defendants, and in one case, against certain airline defendants and Orbitz LLC. The cases, *Tam Travel et. al., v. Delta Air Lines et. al.*, in the United States District Court for the Northern District of California, San Francisco (51 individual agencies), *Paula Fausky d/b/a Timeless Travel v. American Airlines, et. al.*, in the United States District Court for the Northern District of Ohio, Eastern Division (29 agencies) and *Swope Travel et al. v. Orbitz et. al.* in the United States District Court for the Eastern District of Texas, Beaumont Division (71 agencies) were consolidated for pre-trial purposes in the United States District Court for the Northern District of Ohio, Eastern Division. Collectively, these lawsuits seek damages and injunctive relief alleging that the certain airline defendants and Orbitz LLC: (i) conspired to prevent travel agents from acting as effective competitors in the distribution of airline tickets to passengers in violation of Section 1 of the Sherman Act; (ii) conspired to monopolize the distribution of common carrier air travel between airports in the United States in violation of Section 2 of the Sherman Act; and that (iii) between 1995 and the present, the airline defendants conspired to reduce commissions paid to U.S.-based travel agents in violation of Section 1 of the Sherman Act. On September 23, 2005, the Fausky plaintiffs dismissed their claims with prejudice. On September 14, 2006, the court dismissed with prejudice 28 of the Swope plaintiffs. On October 29, 2007, the court dismissed all actions. The Tam plaintiffs appealed the court's decision, and on October 2, 2009, the Sixth Circuit Court of Appeals affirmed the lower court decision. The Swope plaintiffs have moved to have their case remanded to the Eastern District of Texas. American continues to vigorously defend these lawsuits. A final adverse court decision awarding substantial money damages or placing material restrictions on the Company's distribution practices would have a material adverse impact on the Company.

On July 12, 2004, a consolidated class action complaint that was subsequently amended on November 30, 2004, was filed against American and the Association of Professional Flight Attendants (APFA), the union which represents American's flight attendants (*Ann M. Marcoux, et al., v. American Airlines Inc., et al.* in the United States District Court for the Eastern District of New York). While a class has not yet been certified, the lawsuit seeks on behalf of all of American's flight attendants or various subclasses to set aside and to obtain damages allegedly resulting from the April 2003 Collective Bargaining Agreement referred to as the Restructuring Participation Agreement (RPA). The RPA was one of three labor agreements American successfully reached with its unions in order to avoid filing for bankruptcy in 2003. In a related case (*Sherry Cooper, et al. v. TWA Airlines, LLC, et al.*, also in the United States District Court for the Eastern District of New York), the court denied a preliminary injunction against implementation of the RPA on September 30, 2003. The Marcoux suit alleges various claims against the APFA and American relating to the RPA and the ratification vote on the RPA by individual APFA members, including: violation of the Labor Management Reporting and Disclosure Act (LMRDA) and the APFA's Constitution and By-laws, violation by the APFA of its duty of fair representation to its members, violation by American of provisions of the Railway Labor Act (RLA) through improper coercion of flight attendants into voting or changing their vote for ratification, and violations of the Racketeer Influenced and Corrupt Organizations Act of 1970 (RICO). On March 28, 2006, the district court dismissed all of various state law claims against American, all but one of the LMRDA claims against the APFA, and the claimed violations of RICO. On July 22, 2008, the district court granted summary judgment to American and APFA concerning the remaining claimed violations of the RLA and the duty of fair representation against American and the APFA (as well as one LMRDA claim and one claim against the APFA of a breach of its constitution). A notice of appeal was filed on behalf of the purported class of flight attendants. On September 21, 2009, the U.S. Court of Appeals for the Second Circuit affirmed the district court's decision in favor of American and the APFA. It is not known whether the plaintiffs intend to take further efforts in their litigation. Although the Company believes the case against it is without merit and both American and the APFA have vigorously defended the lawsuit, a final adverse court decision invalidating the RPA and awarding substantial money damages would have a material adverse impact

on the Company.

On February 14, 2006, the Antitrust Division of the United States Department of Justice (the “DOJ”) served the Company with a grand jury subpoena as part of an ongoing investigation into possible criminal violations of the antitrust laws by certain domestic and foreign air cargo carriers. At this time, the Company does not believe it is a target of the DOJ investigation. The New Zealand Commerce Commission notified the Company on February 17, 2006 that it is also investigating whether the Company and certain other cargo carriers entered into agreements relating to fuel surcharges, security surcharges, war risk surcharges, and customs clearance surcharges. On February 22, 2006, the Company received a letter from the Swiss Competition Commission informing the Company that it too is investigating whether the Company and certain other cargo carriers entered into agreements relating to fuel surcharges, security surcharges, war risk surcharges, and customs clearance surcharges. On March 11, 2008, the Company received from the Swiss Competition Commission a request for information concerning, among other things, the scope and organization of the Company’s activities in Switzerland. On December 19, 2006 and June 12, 2007, the Company received requests for information from the European Commission seeking information regarding the Company's corporate structure, and revenue and pricing announcements for air cargo shipments to and from the European Union. On January 23, 2007, the Brazilian competition authorities, as part of an ongoing investigation, conducted an unannounced search of the Company’s cargo facilities in Sao Paulo, Brazil. On April 28, 2008, the Brazilian competition authorities preliminarily charged the Company with violating Brazilian competition laws. The authorities are investigating whether the Company and certain other foreign and domestic air carriers violated Brazilian competition laws by illegally conspiring to set fuel surcharges on cargo shipments. The Company is vigorously contesting the allegations and the preliminary findings of the Brazilian competition authorities. On June 27, 2007 and October 31, 2007, the Company received requests for information from the Australian Competition and Consumer Commission seeking information regarding fuel surcharges imposed by the Company on cargo shipments to and from Australia and regarding the structure of the Company's cargo operations. On September 1, 2008, the Company received a request from the Korea Fair Trade Commission seeking information regarding cargo rates and surcharges and the structure of the Company’s activities in Korea. On December 18, 2007, the European Commission issued a Statement of Objection (“SO”) against 26 airlines, including the Company. The SO alleges that these carriers participated in a conspiracy to set surcharges on cargo shipments in violation of EU law. The SO states that, in the event that the allegations in the SO are affirmed, the Commission will impose fines against the Company. The Company intends to vigorously contest the allegations and findings in the SO under EU laws, and it intends to cooperate fully with all other pending investigations. In the event that the SO is affirmed or other investigations uncover violations of the U.S. antitrust laws or the competition laws of some other jurisdiction, or if the Company were named and found liable in any litigation based on these allegations, such findings and related legal proceedings could have a material adverse impact on the Company.

Forty-five purported class action lawsuits have been filed in the U.S. against the Company and certain foreign and domestic air carriers alleging that the defendants violated U.S. antitrust laws by illegally conspiring to set prices and surcharges on cargo shipments. These cases, along with other purported class action lawsuits in which the Company was not named, were consolidated in the United States District Court for the Eastern District of New York as *In re Air Cargo Shipping Services Antitrust Litigation*, 06-MD-1775 on June 20, 2006. Plaintiffs are seeking trebled money damages and injunctive relief. The Company has not been named as a defendant in the consolidated complaint filed by the plaintiffs. However, the plaintiffs have not released any claims that they may have against the Company, and the Company may later be added as a defendant in the litigation. If the Company is sued on these claims, it will vigorously defend the suit, but any adverse judgment could have a material adverse impact on the Company. Also, on January 23, 2007, the Company was served with a purported class action complaint filed against the Company, American, and certain foreign and domestic air carriers in the Supreme Court of British Columbia in Canada (*McKay v. Ace Aviation Holdings, et al.*). The plaintiff alleges that the defendants violated Canadian competition laws by illegally conspiring to set prices and surcharges on cargo shipments. The complaint seeks compensatory and punitive damages under Canadian law. On June 22, 2007, the plaintiffs agreed to dismiss their claims against the Company. The dismissal is without prejudice and the Company could be brought back into the litigation at a future date. If litigation is recommenced against the Company in the Canadian courts, the Company will vigorously defend

itself; however, any adverse judgment could have a material adverse impact on the Company.

On June 20, 2006, the DOJ served the Company with a grand jury subpoena as part of an ongoing investigation into possible criminal violations of the antitrust laws by certain domestic and foreign passenger carriers. At this time, the Company does not believe it is a target of the DOJ investigation. The Company intends to cooperate fully with this investigation. On September 4, 2007, the Attorney General of the State of Florida served the Company with a Civil Investigative Demand as part of its investigation of possible violations of federal and Florida antitrust laws regarding the pricing of air passenger transportation. In the event that this or other investigations uncover violations of the U.S. antitrust laws or the competition laws of some other jurisdiction, such findings and related legal proceedings could have a material adverse impact on the Company.

Approximately 52 purported class action lawsuits have been filed in the U.S. against the Company and certain foreign and domestic air carriers alleging that the defendants violated U.S. antitrust laws by illegally conspiring to set prices and surcharges for passenger transportation. On October 25, 2006, these cases, along with other purported class action lawsuits in which the Company was not named, were consolidated in the United States District Court for the Northern District of California as *In re International Air Transportation Surcharge Antitrust Litigation*, Civ. No. 06-1793 (the "Passenger MDL"). On July 9, 2007, the Company was named as a defendant in the Passenger MDL. On August 25, 2008, the plaintiffs dismissed their claims against the Company in this action. On March 13, 2008, and March 14, 2008, two additional purported class action complaints, *Turner v. American Airlines, et al.*, Civ. No. 08-1444 (N.D. Cal.), and *LaFlamme v. American Airlines, et al.*, Civ. No. 08-1079 (E.D.N.Y.), were filed against the Company, alleging that the Company violated U.S. antitrust laws by illegally conspiring to set prices and surcharges for passenger transportation in Japan and certain European countries, respectively. The Turner plaintiffs have failed to perfect service against the Company, and it is unclear whether they intend to pursue their claims. On February 17, 2009, the LaFlamme plaintiffs agreed to dismiss their claims against the Company without prejudice. In the event that the Turner plaintiffs pursue their claims or the LaFlamme plaintiffs re-file claims against the Company, the Company will vigorously defend these lawsuits, but any adverse judgment in these actions could have a material adverse impact on the Company.

On August 21, 2006, a patent infringement lawsuit was filed against American and American Beacon Advisors, Inc. (then a wholly-owned subsidiary of the Company) in the United States District Court for the Eastern District of Texas (*Ronald A. Katz Technology Licensing, L.P. v. American Airlines, Inc., et al.*). This case has been consolidated in the Central District of California for pre-trial purposes with numerous other cases brought by the plaintiff against other defendants. The plaintiff alleges that American infringes a number of the plaintiff's patents, each of which relates to automated telephone call processing systems. The plaintiff is seeking past and future royalties, injunctive relief, costs and attorneys' fees. On December 1, 2008, the court dismissed with prejudice all claims against American Beacon. On May 22, 2009, following its granting of summary judgment to American based on invalidity and non-infringement, the court dismissed all claims against American. Plaintiff filed a notice of appeal on June 22, 2009 with respect to the court's ruling for American. Although the Company believes that the plaintiff's claims are without merit and is vigorously defending the lawsuit, a final adverse court decision awarding substantial money damages or placing material restrictions on existing automated telephone call system operations would have a material adverse impact on the Company.

Item 1A. Risk Factors

Our ability to become profitable and our ability to continue to fund our obligations on an ongoing basis will depend on a number of risk factors, many of which are largely beyond our control. Some of the factors that may have a negative impact on us are described below:

As a result of significant losses in recent years, our financial condition has been materially weakened.

We incurred significant losses in 2001-2005, which materially weakened our financial condition. We lost \$893 million in 2005, \$781 million in 2004, \$1.2 billion in 2003, \$3.5 billion in 2002 and \$1.8 billion in 2001. Although we earned a profit of \$456 million in 2007 and \$189 million in 2006, we lost \$2.1 billion in 2008 (which included a \$1.1 billion impairment charge), and \$1.1 billion in the nine months ended September 30, 2009. Because of our weakened financial condition, we are vulnerable both to the impact of unexpected events (such as terrorist attacks or spikes in jet fuel prices) and to deterioration of the operating environment (such as a deepening of the current global recession or significant increased competition).

The severe global economic downturn has resulted in weaker demand for air travel and lower investment asset returns, which may have a significant negative impact on us.

We are experiencing significantly weaker demand for air travel driven by the severe downturn in the global economy. Many of the countries we serve are experiencing economic slowdowns or recessions. We began to experience weakening demand late in 2008, and this weakness has continued in 2009. We reduced capacity in 2008, and in 2009 we have announced additional reductions to our capacity plan for this year. If the global economic downturn persists or worsens, demand for air travel may continue to weaken. No assurance can be given that capacity reductions or other steps we may take will be adequate to offset the effects of reduced demand.

The economic downturn has resulted in broadly lower investment asset returns and values, and our pension assets suffered a material decrease in value in 2008 related to broader stock market declines, which will result in higher pension expense in 2009 and future years and higher required contributions in future years. In addition, under these unfavorable economic conditions, the amount of the cash reserves we are required to maintain under our credit card processing agreements may increase substantially. These issues individually or collectively may have a material adverse impact on our liquidity. Also, disruptions in the capital markets and other sources of funding may make it impossible for us to obtain necessary additional funding or make the cost of that funding prohibitive.

We face numerous challenges as we seek to maintain sufficient liquidity, and we will need to raise substantial additional funds. We may not be able to raise those funds, or to do so on acceptable terms.

We have significant debt, lease and other obligations in the next several years, including significant pension funding obligations. As of September 30, 2009, we were contractually committed to make approximately \$1.7 billion of principal payments on long-term debt and payments on capital leases during the fourth quarter of 2009 and during 2010, and during that period we expect to make substantial capital expenditures. In addition, in 2010, we expect to be required to contribute approximately \$525 million to our defined benefit pension plans. Moreover, the global economic downturn, potential increases in the amount of required reserves under credit card processing agreements, and the obligation to post cash collateral on fuel hedging contracts have negatively impacted, and may in the future negatively impact, our liquidity. To meet our commitments and to maintain sufficient liquidity as we continue to implement our restructuring and cost reduction initiatives, we will need continued access to substantial additional funding. Moreover, while we have arranged financings that, subject to certain terms and conditions (including, in the case of financing arrangements covering a significant number of aircraft, a condition that, at the time of borrowing, we have a certain amount of unrestricted cash and short term investments), cover all of our aircraft delivery commitments

through 2011, we will continue to need to raise substantial additional funds to meet our commitments to purchase aircraft and execute our fleet replacement plan.

Our ability to obtain future financing is limited by the value of our unencumbered assets. A very large majority of our aircraft assets (including most of our aircraft eligible for the benefits of Section 1110) are encumbered. Also, the market value of our aircraft assets has declined in recent years, and may continue to decline.

Since the terrorist attacks of September 2001 (the “Terrorist Attacks”), our credit ratings have been lowered to significantly below investment grade. These reductions have increased our borrowing costs and otherwise adversely affected borrowing terms, and limited borrowing options. Additional reductions in our credit ratings might have other effects on us, such as further increasing borrowing or other costs or further restricting our ability to raise funds.

A number of other factors, including our financial results in recent years, our substantial indebtedness, the difficult revenue environment we face, our reduced credit ratings, recent historically high fuel prices, and the financial difficulties experienced in the airline industry, adversely affect the availability and terms of funding for us. In addition, the global economic downturn and recent severe disruptions in the capital markets and other sources of funding have resulted in greater volatility, less liquidity, widening of credit spreads, and substantially more limited availability of funding. As a result of these and other factors, although we believe we have sufficient liquidity to fund our operations and obligations, there can be no assurances to that effect. An inability to obtain necessary additional funding on acceptable terms would have a material adverse impact on us and on our ability to sustain our operations.

The amount of the reserves we are required to maintain under our credit card processing agreements could increase substantially, which would materially adversely impact our liquidity.

American has agreements with a number of credit card companies and processors to accept credit cards for the sale of air travel and other services. Under certain of American’s current credit card processing agreements, the related credit card company or processor may hold back, under certain circumstances, a reserve from American’s credit card receivables.

Under one such agreement, the amount of the reserve that may be required generally is based on the amount of unrestricted cash (not including undrawn credit facilities) held by the Company and the processor’s exposure to the Company under the agreement. On September 29, 2009, the full amount of the reserve under such agreement, which at that time was approximately \$200 million, was released to the Company, and based on its current forecasts, the Company does not currently expect to be required to maintain any reserve for the near term. However, the factors underlying such forecasts are volatile and uncertain. If circumstances were to occur that would allow the credit card processor to require the Company to maintain a reserve, the Company’s liquidity could be negatively impacted.

Our initiatives to generate additional revenues and to reduce our costs may not be adequate or successful.

As we seek to improve our financial condition, we must continue to take steps to generate additional revenues and to reduce our costs. Although we have a number of initiatives underway to address our cost and revenue challenges, some of these initiatives involve changes to our business which we may be unable to implement. In addition, we expect that, as time goes on, it will be progressively more difficult to identify and implement significant revenue enhancement and cost savings initiatives. The adequacy and ultimate success of our initiatives to generate additional revenues and reduce our costs are not known at this time and cannot be assured. Moreover, whether our initiatives will be adequate or successful depends in large measure on factors beyond our control, notably the overall industry environment, including passenger demand, yield and industry capacity growth, and fuel prices. It will be very difficult for us to continue to fund our obligations on an ongoing basis, and to return to profitability, if the overall industry revenue environment does not improve substantially or if fuel prices were to increase and persist for an extended period at high levels.

We may be adversely affected by increases in fuel prices, and we would be adversely affected by disruptions in the supply of fuel.

Our results are very significantly affected by the volatile price and the availability of jet fuel, which are in turn affected by a number of factors beyond our control. Fuel prices have only recently declined from historic high levels.

Due to the competitive nature of the airline industry, we may not be able to pass on increased fuel prices to customers by increasing fares. Although we had some success in raising fares and imposing fuel surcharges in reaction to recent high fuel prices, these fare increases and surcharges did not keep pace with the extraordinary increases in the price of fuel that occurred in 2007 and 2008. Furthermore, even though fuel prices have declined from their recent historically high levels, reduced demand or increased fare competition, or both, and resulting lower revenues may offset any potential benefit of these lower fuel prices.

While we do not currently anticipate a significant reduction in fuel availability, dependence on foreign imports of crude oil, limited refining capacity and the possibility of changes in government policy on jet fuel production, transportation and marketing make it impossible to predict the future availability of jet fuel. If there are additional outbreaks of hostilities or other conflicts in oil producing areas or elsewhere, or a reduction in refining capacity (due to weather events, for example), or governmental limits on the production or sale of jet fuel, there could be a reduction in the supply of jet fuel and significant increases in the cost of jet fuel. Major reductions in the availability of jet fuel or significant increases in its cost would have a material adverse impact on us.

We have a large number of older aircraft in our fleet, and these aircraft are not as fuel efficient as more recent models of aircraft. We believe it is imperative that we continue to execute our fleet renewal plans. However, there will be significant delays in the deliveries of the Boeing 787-9 aircraft we currently have on order.

While we seek to manage the risk of fuel price increases by using derivative contracts, there can be no assurance that, at any given time, we will have derivatives in place to provide any particular level of protection against increased fuel costs. In addition, a deterioration of our financial position could negatively affect our ability to enter into derivative contracts in the future. Moreover, declines in fuel prices below the levels established in derivative contracts may require us to post cash collateral to secure the loss positions on such contracts, and if such contracts close when fuel prices are below the applicable levels, we would be required to make payments to close such contracts; these payments would be treated as additional fuel expense.

Our indebtedness and other obligations are substantial and could adversely affect our business and liquidity.

We have and will continue to have significant amounts of indebtedness, obligations to make future payments on aircraft equipment and property leases, and obligations under aircraft purchase agreements, as well as a high proportion of debt to equity capital. As of September 30, 2009, we were contractually committed to make approximately \$1.7 billion of principal payments on long-term debt and payments on capital leases during the fourth quarter of 2009 and during 2010. We expect to incur substantial additional debt (including secured debt) and lease obligations in the future. We also have substantial pension funding obligations. Our substantial indebtedness and other obligations have important consequences. For example, they:

- limit our ability to obtain additional funding for working capital, capital expenditures, acquisitions and general corporate purposes, and adversely affect the terms on which such funding can be obtained;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness and other obligations, thereby reducing the funds available for other purposes;
- make us more vulnerable to economic downturns; and
-

limit our ability to withstand competitive pressures and reduce our flexibility in responding to changing business and economic conditions.

Our business is affected by many changing economic and other conditions beyond our control, and our results of operations tend to be volatile and fluctuate due to seasonality.

Our business and our results of operations are affected by many changing economic and other conditions beyond our control, including, among others:

- actual or potential changes in international, national, regional and local economic, business and financial conditions, including recession, inflation, higher interest rates, wars, terrorist attacks or political instability;
- changes in consumer preferences, perceptions, spending patterns or demographic trends;
- changes in the competitive environment due to industry consolidation and other factors;
- actual or potential disruptions to the air traffic control systems;
- increases in costs of safety, security and environmental measures;
- outbreaks of diseases that affect travel behavior; and
- weather and natural disasters.

As a result, our results of operations tend to be volatile and subject to rapid and unexpected change. In addition, due to generally greater demand for air travel during the summer, our revenues in the second and third quarters of the year tend to be stronger than revenues in the first and fourth quarters of the year.

The airline industry is fiercely competitive and may undergo further consolidation or changes in industry alliances, and we are subject to increasing competition.

Service over almost all of our routes is highly competitive and fares remain at low levels by historical standards. We face vigorous, and, in some cases, increasing, competition from major domestic airlines, national, regional, all-cargo and charter carriers, foreign air carriers, low-cost carriers and, particularly on shorter segments, ground and rail transportation. We also face increasing and significant competition from marketing/operational alliances formed by our competitors. The percentage of routes on which we compete with carriers having substantially lower operating costs than ours has grown significantly over the past decade, and we now compete with low-cost carriers on a large majority of our domestic non-stop mainline network routes.

Certain airline alliances have been granted immunity from antitrust regulations by governmental authorities for specific areas of cooperation, such as joint pricing decisions. To the extent alliances formed by our competitors can undertake activities that are not available to us, our ability to effectively compete may be hindered.

Pricing decisions are significantly affected by competition from other airlines. Fare discounting by competitors historically has had a negative effect on our financial results because we must generally match competitors' fares, since failing to match would result in even less revenue. We have faced increased competition from carriers with simplified fare structures, which are generally preferred by travelers. Any fare reduction or fare simplification initiative may not be offset by increases in passenger traffic, reduction in cost or changes in the mix of traffic that would improve yields. Moreover, decisions by our competitors that increase or reduce overall industry capacity, or capacity dedicated to a particular domestic or foreign region, market or route, can have a material impact on related fare levels.

There have been numerous mergers and acquisitions within the airline industry and numerous changes in industry alliances. Recently, two of our largest competitors, Delta Air Lines, Inc. and Northwest Airlines Corporation, merged, and the combined entity became the largest scheduled passenger airline in the world in terms of available seat miles and revenue passenger miles. In addition, another two of our largest competitors, United Air Lines, Inc. and Continental Airlines, Inc., recently announced that they had entered into a framework agreement to cooperate extensively and under which Continental would join the global alliance of which United, Lufthansa and certain other airlines are members.

In the future, there may be additional mergers and acquisitions, and changes in airline alliances, including those that may be undertaken in response to the merger of Delta and Northwest or other developments in the airline industry. Any airline industry consolidation or changes in airline alliances, including oneworld, could substantially alter the competitive landscape and result in changes in our corporate or business strategy. We regularly assess and explore the potential for consolidation in our industry and changes in airline alliances, our strategic position and ways to enhance our competitiveness, including the possibilities for our participation in merger activity. Consolidation involving other participants in our industry could result in the formation of one or more airlines with greater financial resources, more extensive networks, and/or lower cost structures than exist currently, which could have a material adverse effect on us. For similar reasons, changes in airline alliances could also adversely affect our competitive position.

In 2008, we entered into a joint business agreement and related marketing arrangements with British Airways and Iberia, providing for commercial cooperation on flights between North America and most countries in Europe, pooling and sharing of certain revenues and costs, expanded codesharing, enhanced frequent flyer program reciprocity, and cooperation in other areas. Along with these carriers and certain other carriers, we have applied to the U.S. Department of Transportation (DOT) for antitrust immunity for this planned cooperation. The carriers are also seeking to address issues raised by a Statement of Objection issued by the EU which asserts that certain aspects of the joint business agreement would infringe EU competition law. Implementation of this agreement and the related arrangements is subject to conditions, including various U.S. and foreign regulatory approvals, successful negotiation of certain detailed financial and commercial arrangements, and other approvals. Governmental entities from which such approvals must be obtained, including DOT and the EU, may impose requirements or limitations as a condition of granting any such approvals, such as requiring divestiture of routes, gates, slots or other assets. No assurances can be given as to any arrangements that may ultimately be implemented or any benefits that we may derive from such arrangements.

We compete with reorganized carriers, which results in competitive disadvantages for us.

We must compete with air carriers that have reorganized under the protection of Chapter 11 of the Bankruptcy Code in recent years, including United, Delta, Northwest and U.S. Airways. It is possible that other significant competitors may seek to reorganize in or out of Chapter 11.

Successful reorganizations by other carriers present us with competitors with significantly lower operating costs and stronger financial positions derived from renegotiated labor, supply, and financing contracts. These competitive pressures may limit our ability to adequately price our services, may require us to further reduce our operating costs, and could have a material adverse impact on us.

Fares are at low levels and our reduced pricing power adversely affects our ability to achieve adequate pricing, especially with respect to business travel.

Our passenger yield remains very low by historical standards. We believe that this is due in large part to a corresponding decline in our pricing power. Our reduced pricing power is the product of several factors including: greater cost sensitivity on the part of travelers (particularly business travelers); pricing transparency resulting from the use of the Internet; greater competition from low-cost carriers and from carriers that have recently reorganized under the protection of Chapter 11; other carriers being well hedged against rising fuel costs and able to better absorb high jet fuel prices; and fare simplification efforts by certain carriers. We believe that our reduced pricing power could persist indefinitely.

Our corporate or business strategy may change.

In light of the rapid changes in the airline industry, we evaluate our assets on an ongoing basis with a view to maximizing their value to us and determining which are core to our operations. We also regularly evaluate our corporate and business strategies, and they are influenced by factors beyond our control, including changes in the competitive landscape we face. Our corporate and business strategies are, therefore, subject to change.

In the future, AMR may consider and engage in discussions with third parties regarding the divestiture of AMR Eagle and other separation transactions, and may decide to proceed with one or more such transactions. There can be no assurance that AMR will complete any separation transactions or that any announced plans or transactions will be consummated, and no prediction can be made as to the impact of any such transactions on stockholder value or on us.

Our business is subject to extensive government regulation, which can result in increases in our costs, disruptions to our operations, limits on our operating flexibility, reductions in the demand for air travel, and competitive disadvantages.

Airlines are subject to extensive domestic and international regulatory requirements. Many of these requirements result in significant costs. For example, the FAA from time to time issues directives and other regulations relating to the maintenance and operation of aircraft. Compliance with those requirements drives significant expenditures and has in the past, and may in the future, cause disruptions to our operations. In addition, the ability of U.S. carriers to operate international routes is subject to change because the applicable arrangements between the United States and foreign governments may be amended from time to time, or because appropriate slots or facilities are not made available.

Moreover, additional laws, regulations, taxes and airport rates and charges have been enacted from time to time that have significantly increased the costs of airline operations, reduced the demand for air travel or restricted the way we can conduct our business. For example, the Aviation and Transportation Security Act, which became law in 2001, mandated the federalization of certain airport security procedures and resulted in the imposition of additional security requirements on airlines. In addition, many aspects of our operations are subject to increasingly stringent environmental regulations, and concerns about climate change, in particular, may result in the imposition of additional regulation. For example, the U.S. Congress is considering climate change legislation, and the EU has approved a proposal that will put a cap on carbon dioxide emissions for all flights into and out of the EU effective in 2012. Laws or regulations similar to those described above or other U.S. or foreign governmental actions in the future may adversely affect our business and financial results.

The results of our operations, demand for air travel, and the manner in which we conduct our business each may be affected by changes in law and future actions taken by governmental agencies, including:

- changes in law which affect the services that can be offered by airlines in particular markets and at particular airports;
- the granting and timing of certain governmental approvals (including foreign government approvals) needed for codesharing alliances and other arrangements with other airlines;
- restrictions on competitive practices (for example court orders, or agency regulations or orders, that would curtail an airline's ability to respond to a competitor);
- the adoption of regulations that impact customer service standards (for example new passenger security standards, passenger bill of rights);
- restrictions on airport operations, such as restrictions on the use of takeoff and landing slots at airports or the auction of slot rights currently or previously held by us; or
- the adoption of more restrictive locally imposed noise restrictions.

In addition, the air traffic control ("ATC") system, which is operated by the FAA, is not successfully managing the growing demand for U.S. air travel. U.S. airlines carry about 757 million passengers a year and are forecast to accommodate a billion passengers annually by 2021. Air traffic controllers rely on outdated technologies that routinely overwhelm the system and compel airlines to fly inefficient, indirect routes. We support a common-sense approach to ATC modernization that would allocate costs to all ATC system users in proportion to the services they consume. Reauthorization of legislation that funds the FAA, which includes proposals regarding upgrades to the ATC

system, has been passed by the House. It is uncertain when the Senate will act and when such legislation will become law. In the meantime, FAA funding continues under temporary periodic extensions.

We could be adversely affected by conflicts overseas or terrorist attacks.

Actual or threatened U.S. military involvement in overseas operations has, on occasion, had an adverse impact on our business, financial position (including access to capital markets) and results of operations, and on the airline industry in general. The continuing conflicts in Iraq and Afghanistan, or other conflicts or events in the Middle East or elsewhere, may result in similar adverse impacts.

The Terrorist Attacks had a material adverse impact on us. The occurrence of another terrorist attack (whether domestic or international and whether against us or another entity) could again have a material adverse impact on us.

Our international operations could be adversely affected by numerous events, circumstances or government actions beyond our control.

Our current international activities and prospects could be adversely affected by factors such as reversals or delays in the opening of foreign markets, exchange controls, currency and political risks, environmental regulation, taxation and changes in international government regulation of our operations, including the inability to obtain or retain needed route authorities and/or slots.

For example, the “open skies” air services agreement between the United States and the EU which took effect in March 2008 provides airlines from the United States and EU member states open access to each other’s markets, with freedom of pricing and unlimited rights to fly beyond the United States and any airport in the EU including London’s Heathrow Airport. The agreement has resulted in American facing increased competition in these markets, including Heathrow, where we have lost market share. In addition, the United States and Japan are in negotiations that could result in an “open skies” air services agreement between the two countries.

We could be adversely affected by an outbreak of a disease that affects travel behavior.

In the second quarter of 2009, there was an outbreak of the H1N1 virus which had an adverse impact throughout our network but primarily on our operations to and from Mexico. In 2003, there was an outbreak of Severe Acute Respiratory Syndrome (“SARS”), which had an adverse impact primarily on our Asia operations. In addition, in the past there have been concerns about outbreaks or potential outbreaks of other diseases, such as avian flu. Any outbreak of a disease (including a worsening of the outbreak of the H1N1 virus) that affects travel behavior could have a material adverse impact on us. In addition, outbreaks of disease could result in quarantines of our personnel or an inability to access facilities or our aircraft, which could adversely affect our operations.

Our labor costs are higher than those of our competitors.

Wages, salaries and benefits constitute a significant percentage of our total operating expenses. In 2008, they constituted approximately 26 percent of our total operating expenses. All of the major hub-and-spoke carriers with whom American competes have achieved significant labor cost savings through or outside of bankruptcy proceedings. We believe American’s labor costs are higher than those of its primary competitors, and it is unclear how long this labor cost disadvantage may persist.

We could be adversely affected if we are unable to have satisfactory relations with any unionized or other employee work group.

Our operations could be adversely affected if we fail to have satisfactory relations with any labor union representing our employees. In addition, any significant dispute we have with, or any disruption by, an employee work group could adversely impact us. Moreover, one of the fundamental tenets of our strategic Turnaround Plan is increased union and employee involvement in our operations. To the extent that we are unable to have satisfactory relations with any unionized or other employee work group, our ability to execute our strategic plans could be adversely affected.

American is currently in mediated negotiations with each of its three major unions regarding amendments to their respective labor agreements. The negotiations process in the airline industry typically is slow and sometimes contentious. The union that represents American’s pilots has filed a number of grievances, lawsuits and complaints, most of which American believes are part of a corporate campaign related to the union’s labor agreement negotiations with American. While American is vigorously defending these claims, unfavorable outcomes of one or more of them

could require American to incur additional costs, change the way it conducts some parts of its business, or otherwise adversely affect us.

Our insurance costs have increased substantially and further increases in insurance costs or reductions in coverage could have an adverse impact on us.

We carry insurance for public liability, passenger liability, property damage and all-risk coverage for damage to our aircraft. As a result of the Terrorist Attacks, aviation insurers significantly reduced the amount of insurance coverage available to commercial air carriers for liability to persons other than employees or passengers for claims resulting from acts of terrorism, war or similar events (war-risk coverage). At the same time, these insurers significantly increased the premiums for aviation insurance in general.

The U.S. government has agreed to provide commercial war-risk insurance for U.S. based airlines through August 31, 2010, covering losses to employees, passengers, third parties and aircraft. If the U.S. government does not provide such insurance at any time beyond that date, or reduces the coverage provided by such insurance, we will attempt to purchase similar coverage with narrower scope from commercial insurers at an additional cost. To the extent this coverage is not available at commercially reasonable rates, we would be adversely affected.

While the price of commercial insurance had declined since the period immediately after the Terrorist Attacks, in the event commercial insurance carriers further reduce the amount of insurance coverage available to us, or significantly increase its cost, we would be adversely affected.

We may be unable to retain key management personnel.

Since the Terrorist Attacks, a number of our key management employees have elected to retire early or leave for more financially favorable opportunities at other companies, both within and outside of the airline industry. There can be no assurance that we will be able to retain our key management employees. Any inability to retain our key management employees, or attract and retain additional qualified management employees, could have a negative impact on us.

We could be adversely affected by a failure or disruption of our computer, communications or other technology systems.

We are heavily and increasingly dependent on technology to operate our business. The computer and communications systems on which we rely could be disrupted due to various events, some of which are beyond our control, including natural disasters, power failures, terrorist attacks, equipment failures, software failures and computer viruses and hackers. We have taken certain steps to help reduce the risk of some (but not all) of these potential disruptions. There can be no assurance, however, that the measures we have taken are adequate to prevent or remedy disruptions or failures of these systems. Any substantial or repeated failure of these systems could impact our operations and customer service, result in the loss of important data, loss of revenues, and increased costs, and generally harm our business. Moreover, a failure of certain of our vital systems could limit our ability to operate our flights for an extended period of time, which would have a material adverse impact on our operations and our business.

We are at risk of losses and adverse publicity which might result from an accident involving any of our aircraft.

If one of our aircraft were to be involved in an accident, we could be exposed to significant tort liability. The insurance we carry to cover damages arising from any future accidents may be inadequate. In the event that our insurance is not adequate, we may be forced to bear substantial losses from an accident. In addition, any accident involving an aircraft operated by us could adversely affect the public's perception of us.

Item 6. Exhibits

Exhibits required to be filed by Item 601 of Regulation S-K. Where the amount of securities authorized to be issued under any of AMR's long-term debt agreements does not exceed 10 percent of AMR's assets, pursuant to paragraph (b) (4) OF Item 601 of Regulation S-K, in lieu of filing such as an exhibit, AMR hereby agrees to furnish to the Commission upon request a copy of any agreement with respect to such long-term debt.

The following exhibits are included herein:

12 Computation of ratio of earnings to fixed charges for the three and nine months ended September 30, 2009 and 2008.

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).

32 Certification pursuant to Rule 13a-14(b) and section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code).

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMR CORPORATION

Date: October 21, 2009

BY:/s/ Thomas W. Horton

Thomas W. Horton

Executive Vice President – Finance and Planning and

Chief Financial Officer

(Principal Financial and Accounting Officer)