

AMR CORP
Form 10-Q
October 20, 2010

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**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, 2010.**

**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

75-1825172

(State or other jurisdiction
of incorporation or organization)

(I.R.S. Employer Identification No.)

4333 Amon Carter Blvd.
Fort Worth, Texas

76155

(Address of principal executive offices)

(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, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

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 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 333,286,221 shares as of October 13, 2010.

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AMR CORPORATION

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Table of Contents**PART I: FINANCIAL INFORMATION****Item 1. Financial Statements****AMR CORPORATION****CONSOLIDATED STATEMENTS OF OPERATIONS****(Unaudited) (In millions, except per share amounts)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|----------|------------------------------------|------------|
| | 2010 | 2009 | 2010 | 2009 |
| Revenues | | | | |
| Passenger American Airlines | \$ 4,455 | \$ 3,882 | \$ 12,565 | \$ 11,239 |
| Regional Affiliates | 618 | 523 | 1,716 | 1,493 |
| Cargo | 167 | 136 | 491 | 414 |
| Other revenues | 602 | 586 | 1,812 | 1,709 |
| Total operating revenues | 5,842 | 5,127 | 16,584 | 14,855 |
| Expenses | | | | |
| Wages, salaries and benefits | 1,732 | 1,701 | 5,149 | 5,087 |
| Aircraft fuel | 1,613 | 1,453 | 4,744 | 4,085 |
| Other rentals and landing fees | 355 | 344 | 1,059 | 1,006 |
| Maintenance, materials and repairs | 334 | 329 | 1,025 | 948 |
| Depreciation and amortization | 274 | 272 | 808 | 826 |
| Commissions, booking fees and credit card expense | 256 | 222 | 738 | 646 |
| Aircraft rentals | 148 | 126 | 422 | 376 |
| Food service | 129 | 128 | 365 | 365 |
| Special charges | | 64 | | 100 |
| Other operating expenses | 659 | 682 | 2,034 | 2,030 |
| Total operating expenses | 5,500 | 5,321 | 16,344 | 15,469 |
| Operating Income (Loss) | 342 | (194) | 240 | (614) |
| Other Income (Expense) | | | | |
| Interest income | 8 | 7 | 19 | 27 |
| Interest expense | (204) | (182) | (622) | (535) |
| Interest capitalized | 7 | 11 | 25 | 31 |
| Miscellaneous net | (10) | (31) | (35) | (63) |
| | (199) | (195) | (613) | (540) |
| Income (Loss) Before Income Taxes | 143 | (389) | (373) | (1,154) |
| Income tax (Benefit) | | (30) | | (30) |
| Net Earnings (Loss) | \$ 143 | \$ (359) | \$ (373) | \$ (1,124) |

Earnings (Loss) Per Share

| | | | | |
|---------|---------|-----------|-----------|-----------|
| Basic | \$ 0.43 | \$ (1.26) | \$ (1.12) | \$ (4.00) |
| Diluted | \$ 0.39 | \$ (1.26) | \$ (1.12) | \$ (4.00) |

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

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

| | September 30, 2010 | December 31, 2009 |
|--|--------------------------|-------------------------|
| Assets | | |
| Current Assets | | |
| Cash | \$ 202 | \$ 153 |
| Short-term investments | 4,355 | 4,246 |
| Restricted cash and short-term investments | 447 | 460 |
| Receivables, net | 889 | 768 |
| Inventories, net | 575 | 557 |
| Fuel derivative contracts | 132 | 135 |
| Other current assets | 237 | 323 |
| Total current assets | 6,837 | 6,642 |
| Equipment and Property | | |
| Flight equipment, net | 12,367 | 12,265 |
| Other equipment and property, net | 2,222 | 2,277 |
| Purchase deposits for flight equipment | 452 | 639 |
| | 15,041 | 15,181 |
| Equipment and Property Under Capital Leases | | |
| Flight equipment, net | 207 | 243 |
| Other equipment and property, net | 48 | 52 |
| | 255 | 295 |
| International slots and route authorities | 735 | 736 |
| Domestic slots and airport operating and gate lease rights, less accumulated amortization, net | 232 | 252 |
| Other assets | 2,257 | 2,332 |
| | \$ 25,357 | \$ 25,438 |
| Liabilities and Stockholders Equity (Deficit) | | |
| Current Liabilities | | |
| Accounts payable | \$ 1,220 | \$ 1,064 |
| Accrued liabilities | 2,042 | 2,039 |
| Air traffic liability | 3,895 | 3,431 |
| Current maturities of long-term debt | 1,669 | 1,024 |
| Fuel derivative liability | 6 | 80 |
| Current obligations under capital leases | 107 | 90 |
| Total current liabilities | 8,939 | 7,728 |

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| | | |
|--|-----------|-----------|
| Long-term debt, less current maturities | 9,010 | 9,984 |
| Obligations under capital leases, less current obligations | 503 | 599 |
| Pension and postretirement benefits | 7,409 | 7,397 |
| Other liabilities, deferred gains and deferred credits | 3,139 | 3,219 |
| Stockholders Equity (Deficit) | | |
| Preferred stock | | |
| Common stock | 339 | 339 |
| Additional paid-in capital | 4,434 | 4,399 |
| Treasury stock | (367) | (367) |
| Accumulated other comprehensive income (loss) | (2,540) | (2,724) |
| Accumulated deficit | (5,509) | (5,136) |
| | (3,643) | (3,489) |
| | \$ 25,357 | \$ 25,438 |

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

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

| | Nine Months Ended September 30, | |
|---|------------------------------------|---------------|
| | 2010 | 2009 |
| Net Cash Provided by (used for) Operating Activities | \$ 1,090 | \$ 926 |
| Cash Flow from Investing Activities: | | |
| Capital expenditures | (1,412) | (1,103) |
| Net (increase) decrease in short-term investments | (109) | (1,025) |
| Net (increase) decrease in restricted cash and short-term investments | 13 | |
| Proceeds from sale of equipment and property | 12 | 13 |
| Other | | 52 |
| Net cash used by investing activities | (1,496) | (2,063) |
| Cash Flow from Financing Activities: | | |
| Payments on long-term debt and capital lease obligations | (873) | (1,848) |
| Proceeds from: | | |
| Issuance of debt | 426 | 2,349 |
| Sale leaseback transactions | 901 | 509 |
| Issuance of common stock, net of issuance costs | | 382 |
| Other | 1 | (275) |
| Net cash provided (used) by financing activities | 455 | 1,117 |
| Net increase (decrease) in cash | 49 | (20) |
| Cash at beginning of period | 153 | 191 |
| Cash at end of period | \$ 202 | \$ 171 |

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

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AMR CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1.
Organization Consolidation And Presentation Of Financial Statements Disclosure

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States (U.S.) 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 Annual Report on Form 10-K filed on February 17, 2010 (2009 Form 10-K).

2.
Commitments And Contingencies And Debt And Lease Obligations

In July of 2010, the Company entered into an amendment to Purchase Agreement No. 1977 with the Boeing Company to exercise rights to acquire additional Boeing 737-800 aircraft. Pursuant to the amendment, American exercised rights to purchase 35 Boeing 737-800 aircraft for delivery in 2011 and 2012. In conjunction with this transaction, American has arranged for backstop financing of the additional Boeing 737-800 aircraft deliveries, subject to certain terms and conditions.

As of September 30, 2010, American had twelve Boeing 737-800 aircraft purchase commitments for the remainder of 2010 and 43 Boeing 737-800 aircraft purchase commitments in 2011 and 2012. In addition to these aircraft purchase commitments, American had firm purchase commitments for eleven Boeing 737-800 aircraft and seven Boeing 777 aircraft scheduled to be delivered in 2013 through 2016. American also 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. American has selected GE Aviation as the exclusive provider of engines for its expected order of Boeing 787-9 aircraft. As of September 30, 2010, AMR Eagle had firm purchase commitments for 13 Bombardier CRJ-700 aircraft scheduled to be delivered in the remainder of 2010 and in 2011.

As of September 30, 2010, payments for the above purchase commitments will approximate \$488 million in the remainder of 2010, \$883 million in 2011, \$951 million in 2012, \$557 million in 2013, \$225 million in 2014, and \$248 million for 2015 and beyond. These amounts are net of purchase deposits currently held by the manufacturers.

The Company's future long-term debt and operating lease payments have changed as its ordered aircraft are delivered and such

deliveries have been financed. As of September 30, 2010, maturities of long-term debt (including sinking fund requirements) for the next five years are: remainder of 2010 \$263 million, 2011 \$2.4 billion, 2012 \$1.7 billion, 2013 \$989 million, and 2014 \$1.4 billion. Future minimum lease payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of a year as of September 30, 2010, were (in millions): remainder of 2010 \$248 million, 2011 \$1.1 billion, 2012 \$948 million, 2013 \$854 million, 2014 \$714 million, and 2015 and beyond \$5.9 billion.

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 as of September 30, 2010. In the event that the SO is affirmed or other investigations indicate 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.

Table of Contents**AMR CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)**

On August 26, 2010, the Federal Aviation Administration (FAA) proposed a \$24.2 million civil penalty against American, claiming that American failed to properly perform certain portions of an FAA Airworthiness Directive concerning certain wiring to the McDonnell Douglas MD-80 aircraft auxiliary hydraulic pump. American plans to challenge the proposed civil penalty.

3. **Depreciation And Amortization** Accumulated depreciation of owned equipment and property at September 30, 2010 and December 31, 2009 was \$10.8 billion and \$10.3 billion, respectively. Accumulated amortization of equipment and property under capital leases at September 30, 2010 and December 31, 2009 was \$569 million and \$571 million, respectively.
4. **Income Tax Disclosure** As discussed in Note 8 to the consolidated financial statements in the 2009 Form 10-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 \$53 million during the nine months ended September 30, 2010 to \$2.9 billion as of September 30, 2010, including the impact of comprehensive income for the nine months ended September 30, 2010 and changes from other adjustments.

Under current accounting rules, the Company is required to consider all items (including items recorded in other comprehensive income) in determining the amount of tax benefit that results from a loss from continuing operations and that should be allocated to continuing operations. As a result, the Company recorded a tax benefit on the loss from continuing operations in 2009, which was exactly offset by income tax expense on other comprehensive income. The Company generally does not record any such tax benefit allocation in interim reporting periods as the Company concluded the potential benefit is not considered realizable because the change in the pension liability, a material component of other comprehensive income, is determined annually. Thus, any such interim tax benefit allocation may subsequently be subject to reversal.

5. **Schedule Of Guarantee Obligations** As of September 30, 2010, AMR had issued guarantees covering approximately \$1.6 billion of American's tax-exempt bond debt (and interest thereon) and \$459 million of American's secured debt (and interest thereon). American had issued guarantees covering approximately \$887 million of AMR's unsecured debt (and interest thereon). In addition, as of September 30, 2010, AMR and American had issued guarantees covering approximately \$216 million of AMR Eagle's secured debt (and interest thereon) and AMR has issued additional guarantees covering \$2.0 billion of AMR Eagle's secured debt (and interest thereon). AMR also guarantees \$156 million of American's leases of certain Super ATR aircraft, which are subleased to AMR Eagle.
6. **Fair Value Disclosures** 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. The Company's short-term investments classified as Level 2 primarily utilize broker quotes in a non-active market for valuation of these securities. The Company's fuel derivative contracts, which consist of commodity collars, are valued using energy and commodity market data which is derived by combining raw inputs with quantitative models and processes to generate forward curves and volatilities. No changes in valuation techniques or inputs occurred during the nine

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

| (in millions) Description | Fair Value Measurements as of September 30, 2010 | | | |
|---|--|---------|----------|---------|
| | Total | Level 1 | Level 2 | Level 3 |
| Short-term investments ^{1,2} | | | | |
| Money market funds | \$ 214 | \$ 214 | \$ | \$ |
| Government agency investments | 456 | | 456 | |
| Repurchase investments | 916 | | 916 | |
| Short-term obligations | 1,318 | | 1,318 | |
| Corporate obligations | 261 | | 261 | |
| Bank notes / Certificates of deposit / Time deposits | 1,190 | | 1,190 | |
| | 4,355 | 214 | 4,141 | |
| Restricted cash and short-term investments ¹ | 447 | 447 | | |
| Fuel derivative contracts ¹ | 132 | | 132 | |
| Fuel derivative liability ¹ | (6) | | (6) | |
| Total | \$ 4,928 | \$ 661 | \$ 4,267 | \$ |

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) (OCI) at each measurement date.

² The majority of the Company's short-term investments

mature in one year or less except for \$1.2 billion of Bank notes/Certificates of deposit/Time deposits, \$456 million of U.S. Government agency investments and \$261 million of Corporate obligations which have maturity dates exceeding one year.

No significant transfers between Level 1 and Level 2 occurred during the nine months ended September 30, 2010. The Company's policy regarding the recording of transfers between levels is to record any such transfers at the end of the reporting period.

In January 2010, the Venezuelan Government devalued its currency from 2.15 bolivars per U.S. dollar to 4.30 bolivars per U.S. dollar and the Venezuelan economy was designated as highly inflationary. As a result, the Company recognized a loss of \$53 million related to the currency remeasurement in January 2010. The Company does not expect any significant ongoing impact of the currency devaluation on its system-wide operations.

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.

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

| | September 30, 2010 | | December 31, 2009 | |
|--|--------------------|------------|-------------------|------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Secured variable and fixed rate indebtedness | \$ 5,194 | \$ 4,544 | \$ 5,553 | \$ 4,310 |
| Enhanced equipment trust certificates | 2,065 | 2,194 | 2,022 | 1,999 |
| 6.0% - 8.5% special facility revenue bonds | 1,645 | 1,677 | 1,658 | 1,600 |
| AAdvantage Miles advance purchase | 890 | 899 | 890 | 893 |
| 4.50% - 6.25% senior convertible notes | 460 | 449 | 460 | 476 |
| 9.0% - 10.20% debentures | 214 | 189 | 214 | 158 |
| 7.88% - 10.55% notes | 211 | 181 | 211 | 181 |
| | \$ 10,679 | \$ 10,133 | \$ 11,008 | \$ 9,617 |

7. Pension And Other Postretirement Benefits Disclosure The following tables provide the components of net periodic benefit cost for the three and nine months ended September 30, 2010 and 2009 (in millions):

| | Pension Benefits | | | |
|---|---|--------|--|--------|
| | Three Months Ended September 30, 2010 | | Nine Months Ended September 30, 2009 | |
| Components of net periodic benefit cost | | | | |
| Service cost | \$ 91 | \$ 83 | \$ 275 | \$ 250 |
| Interest cost | 184 | 178 | 553 | 534 |
| Expected return on assets | (148) | (141) | (445) | (425) |
| Amortization of: | | | | |
| Prior service cost | 3 | 3 | 10 | 10 |
| Unrecognized net loss | 39 | 36 | 115 | 109 |
| Net periodic benefit cost | \$ 169 | \$ 159 | \$ 508 | \$ 478 |

| | Retiree Medical and Other Benefits | | | |
|---|---|-------|--|-------|
| | Three Months Ended September 30, 2010 | | Nine Months Ended September 30, 2009 | |
| Components of net periodic benefit cost | | | | |
| Service cost | \$ 15 | \$ 15 | \$ 45 | \$ 44 |
| Interest cost | 41 | 45 | 124 | 134 |
| Expected return on assets | (4) | (3) | (13) | (10) |

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| | | | | |
|------------------------------|-------|-------|--------|--------|
| Amortization of: | | | | |
| Prior service cost | (4) | (2) | (14) | (6) |
| Unrecognized net (gain) loss | (2) | (3) | (7) | (10) |
| Net periodic benefit cost | \$ 46 | \$ 52 | \$ 135 | \$ 152 |

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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. In June of 2010, President Obama signed the Preservation of Access to Care for Medical Beneficiaries and Pension Relief Act of 2010 (the Relief Act), H.R. 3962, into law. The Relief Act provides for temporary, targeted funding relief (subject to certain terms and conditions) for single employer and multiemployer pension plans that suffered significant losses in asset value due to the steep market slide in 2008. Under the Relief Act, the Company's 2010 minimum required contribution to its defined benefit pension plans was reduced from \$525 million to approximately \$460 million, which has been completed as of the date of this filing. The Company estimates its 2011 minimum required contribution to its defined benefit pension plans to be approximately \$520 million. This estimate is subject to change based on final plan asset values as of December 31, 2010.

8. Restructuring And Related Activities Disclosure 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. In 2008 and 2009, the Company announced capacity reductions due to unprecedented high fuel costs at that time and the other challenges facing the industry. In connection with these capacity reductions, the Company incurred special charges related to aircraft and certain other charges.

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, 2010:

| | Aircraft Charges | Facility Exit Costs | Total |
|---|---------------------|------------------------|--------|
| Remaining accrual at December 31, 2009 | \$ 155 | \$ 20 | \$ 175 |
| Capacity reduction charges | | | |
| Non-cash charges | | | |
| Adjustments | 1 | | 1 |
| Payments | (76) | (2) | (78) |
| Remaining accrual at September 30, 2010 | \$ 80 | \$ 18 | \$ 98 |

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

9. Derivative Instruments And Hedging Activities Disclosure As part of the Company's risk management program, it uses a variety of financial instruments, currently heating oil 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, 2010, the Company had fuel derivative contracts outstanding covering 31 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.

For the three and nine months ended September 30, 2010, the Company recognized an increase of approximately \$21 million and \$135 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 three and nine months ended September 30, 2009, the Company recognized an increase of approximately \$105 million and \$570 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, 2010 and December 31, 2009, representing the amount the Company would receive upon termination of the agreements (net of settled contract assets), totaled \$125 million and \$57 million, respectively, which excludes a payable related to contracts that settled in the last month of each respective reporting period.

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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, 2010 | | December 31, 2009 | | September 30, 2010 | | December 31, 2009 | |
| Balance | Fair | Balance | Fair | Balance | Fair | Balance | Fair |
| Sheet | Value | Sheet | Value | Sheet | Value | Sheet | Value |
| Location | | Location | | Location | | Location | |
| | | Fuel derivative contracts | | Fuel derivative liability | | Accrued | |
| Fuel derivative contracts | \$132 | | \$126 | | \$6 | liabilities | \$71 |

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

| Amount of Gain (Loss) | | Amount of Gain | | Amount of Gain (Loss) | |
|--|---|---|--|---|--|
| Recognized in OCI on Derivative ¹ for the nine months ended September 30, 2010 | Location of Gain (Loss) Reclassified from Accumulated OCI into Income ¹ | (Loss) Reclassified from Accumulated OCI into Income ¹ for the nine months ended September 30, 2010 | Location of Gain (Loss) Reclassified from Accumulated OCI into Income ¹ for the three months ended September 30, 2010 | Recognized in Income on Derivative ² | Recognized in Income on Derivative ² for the three months ended September 30, 2010 |
| \$ (56) | \$ 89 Aircraft Fuel | \$ (133) | \$ (579) Aircraft Fuel | \$ (2) | \$ 9 Aircraft Fuel |
| \$ 67 | \$ (38) Aircraft Fuel | \$ (30) | \$ (108) Aircraft Fuel | \$ 9 | \$ 3 Aircraft Fuel |

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 counterparty 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 exceeds specified mark-to-market thresholds or upon certain changes in credit ratings.

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Table of Contents**AMR CORPORATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)**

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, 2010 and 2009, comprehensive income (loss) was \$277 million and \$(256) million, respectively, and for the nine month periods ended September 30, 2010 and 2009, comprehensive income (loss) was \$(189) million and \$(343) million, respectively. The difference between net earnings (loss) and comprehensive income (loss) for the three and nine month periods ended September 30, 2010 and 2009 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.

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

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------|------------------------------------|------------|
| | 2010 | 2009 | 2010 | 2009 |
| Numerator: | | | | |
| Net earnings (loss) - numerator for basic earnings (loss) per share | \$ 143 | \$ (359) | \$ (373) | \$ (1,124) |
| Interest on senior convertible notes | 7 | | | |
| Net earnings (loss) adjusted for interest on senior convertible notes | \$ 150 | \$ (359) | \$ (373) | \$ (1,124) |
| Denominator: | | | | |
| Denominator for basic earnings (loss) per share weighted-average shares | 333 | 285 | 333 | 281 |
| Effect of dilutive securities: | | | | |
| Senior convertible notes | 47 | | | |
| Employee options and shares | 26 | | | |
| Assumed treasury shares purchased | (17) | | | |
| Dilutive potential common shares | 56 | | | |
| Denominator for diluted earnings (loss) per share - adjusted weighted-average shares | 389 | 285 | 333 | 281 |
| Basic earnings (loss) per share | \$ 0.43 | \$ (1.26) | \$ (1.12) | \$ (4.00) |
| Diluted earnings (loss) per share | \$ 0.39 | \$ (1.26) | \$ (1.12) | \$ (4.00) |

The following were excluded from the calculation:

| | | | |
|---|----|----|---|
| Convertible notes, employee stock options and deferred stock because inclusion would be anti-dilutive | 10 | 57 | 7 |
|---|----|----|---|

| | | | | |
|--|----|----|----|----|
| Employee stock options because the options exercise prices were greater than the average market price of shares | 14 | 14 | 12 | 19 |
| -10- | | | | |

Table of Contents**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, forecasts, 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, or actions the Company may take in the future, 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 applications 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. In particular, this report includes an estimate of revenue improvement and cost savings associated with certain Company initiatives, a statement regarding when those benefits will be realized, and a statement regarding the Company's expectations regarding the narrowing of its labor cost disadvantage, each of which is a forward-looking statement. 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 applications for antitrust immunity with other oneworld members are also forward-looking statements. 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.

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 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; very weak 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 and other 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; extensive 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; interruptions or disruptions in service at one or more of the Company's primary market airports; the heavy taxation of the airline industry; 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 the 2009 Form 10-K.

Table of Contents**Overview**

The Company recorded net income of \$143 million in the third quarter of 2010 compared to a net loss of \$359 million in the same period last year. The Company's improved performance is primarily the result of higher unit revenues (passenger revenue per available seat mile). Mainline passenger unit revenues increased 10.7 percent for the third quarter due to a 10.7 percent increase in passenger yield (passenger revenue per passenger mile) and a stable load factor compared to the same period in 2009. Although passenger yield showed year-over-year improvement, passenger yield remains below levels set in 2000 despite cumulative inflation of nearly 30 percent over the same time frame. The Company believes this is the result of a fragmented industry with numerous competitors, excess capacity and pricing transparency resulting from the use of the Internet and other factors. The Company believes that its limited pricing power could persist indefinitely.

The increases in comparative third quarter revenue were partially offset by a significant year-over-year increase in fuel prices from an average of \$2.07 per gallon in the third quarter of 2009 to an average of \$2.24 per gallon in the third quarter of 2010, including the effects of hedging. The price increase resulted in \$123 million in incremental year-over-year fuel expense in the three months ended September 30, 2010 (based on the year-over-year increase in the average price per gallon multiplied by gallons consumed).

In late 2009, the Company unveiled a new business plan FlightPlan 2020. FlightPlan 2020 is a strategic framework developed to secure the Company's future by focusing on what will be required to succeed in the airline business over the next decade. It establishes the Company's priorities and a clear path to better position the Company to meet the challenges of the coming years. This plan for achieving sustained profitability has five tenets: (i) Invest Wisely, (ii) Earn Customer Loyalty, (iii) Strengthen and Defend our Global Network, (iv) Be a Good Place for Good People and (v) Fly Profitably.

Under FlightPlan 2020, the Company has launched its network strategy that focuses resources in its cornerstone markets of Dallas/Fort Worth, Chicago, Miami, Los Angeles and New York, and has continued to execute its fleet renewal and replacement plan. Further, the Company continues to pursue its strategy to form cooperative agreements with oneworld members and other airlines. In July of 2010, American obtained clearance from the European Commission (EC) and approval by the Department of Transportation (DOT) for antitrust immunity (ATI) for its planned cooperation with British Airways, Iberia, Finnair and Royal Jordanian. In addition, the Company is awaiting final approval by regulatory entities of American's joint business agreement (JBA) with Japan Airlines (JAL).

Regulatory conditions for ATI approval for the British Airways, Iberia, Finnair and Royal Jordanian cooperative agreement include obligations to lease to other carriers up to seven takeoff and landing slot pairs at London Heathrow and up to three John F. Kennedy airport operational authorities, depending on market conditions. American began implementation of the JBA with British Airways and Iberia and expanded cooperation with Finnair and Royal Jordanian in October of 2010. No assurances can be given as to any arrangements that may ultimately be implemented or any benefits the Company may derive from such arrangements.

In conjunction with the initiation of the JBA with British Airways and Iberia, American also announced that it will be sending recall notices to 545 furloughed flight attendants and 250 furloughed pilots. Several factors have contributed to the Company's ability to recall these employees, primarily its efforts to capitalize on new international flying and business opportunities associated with the JBA with British Airways and Iberia, continuing to strengthen its presence in its cornerstone markets, and preparing for its anticipated JBA with JAL.

On October 6, 2010, DOT issued an order tentatively approving the joint application filed by American and JAL for ATI on certain routes between North America and Asia. Implementation of the JBA with JAL is pending final approval by DOT and joint notification to the Ministry of Land Infrastructure, Transport and Tourism of Japan (MLIT). Implementation is also subject to successful negotiation of certain detailed financial and commercial arrangements and other approvals. American expects to begin implementing the JBA with JAL in 2011. No assurances can be given as to any arrangements that may ultimately be implemented or any benefits that the Company may derive from such arrangements.

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American's previously announced commercial collaboration in New York and Boston with JetBlue commenced in July of 2010. American's agreement with JetBlue provides customers with interline service in non-overlapping markets, letting customers connect between 14 of American's international destinations from New York and Boston and 18 domestic cities flown by JetBlue. Further, American announced it will expand its relationship with JetBlue so that AAdvantage members and members of JetBlue's customer loyalty program will be able to earn AAdvantage miles or JetBlue points, respectively, when they fly on American and JetBlue cooperative interline routes. Under the terms of the agreements for commercial collaboration, American intends to transfer eight slot pairs at Ronald Reagan National Airport in Washington D.C. (currently owned by American) and one slot pair at White Plains, New York (currently owned by AMR Eagle) to JetBlue, and JetBlue intends to transfer twelve slot pairs at JFK to American; the reciprocal frequent flyer earning benefits and slot transfers are currently scheduled for the fourth quarter of 2010.

Also in July of 2010, the Company announced that it plans to extend its network through a new commercial collaboration with Germany's second-largest airline, Air Berlin. The agreement between American and Air Berlin initiates a comprehensive interline codeshare and frequent flyer relationship that will allow customers of each airline to book and travel on the other's network and earn frequent flyer miles. American and Air Berlin expect to implement the codeshare upon regulatory approval. No assurances can be given as to any arrangements that may ultimately be implemented or any benefits that the Company may derive from such arrangements.

Further, in August of 2010, American launched codesharing on flights operated by GOL Airlines (GOL), increasing the level of accessibility between the United States and Brazil. American's AAdvantage customers can already earn and redeem frequent flyer miles on all GOL flights, and GOL's customers can earn and redeem frequent flyer miles on all American Airlines flights.

In October of 2010, the Company announced that it had signed an agreement with JetStar Airways (JetStar), an affiliate airline of Qantas Airways (a oneworld alliance member). The agreement establishes both an interline and a codeshare relationship with JetStar to several destinations in New Zealand and allows customers to earn frequent flyer miles on American-marketed flights. American and JetStar expect to implement the codeshare upon approval of the agreement by certain regulatory authorities.

Also in October of 2010, American announced the initiation of an interline agreement with Canada's WestJet. The agreement provides American customers connecting service to 25 new Canadian cities not currently served by American or AMR Eagle.

The Company currently estimates that the implementation of its cornerstone strategy, the implementation of the Company's JBA with British Airways/Iberia and the proposed JBA with JAL, and various other alliance and network activities will result in incremental revenues and cost savings of over \$500 million per year. The Company expects that it will realize the majority of these incremental revenues and cost savings in 2011, and the remainder by year end 2012. This estimate is based on a number of assumptions that are inherently uncertain, and the Company's ability to realize these benefits depends on various factors, some of which are beyond the Company's control, such as obtaining certain regulatory approvals and other factors referred to above in Forward-Looking Information.

The Company is in active labor contract negotiations with each of its organized labor groups. The Company negotiated tentative agreements with several workgroups within the Transport Workers Union of American AFL-CIO (TWU) including the Maintenance Control Technician group, the Material Logistics Specialists group and the Mechanic and Related group. Agreements with the TWU groups are subject to ratification by the relevant membership of TWU, and while the Maintenance Control Technician group ratified their agreement, the Material Logistics Specialists group and the Mechanic and Related group tentative agreements were not ratified. Mediated negotiation continues under the auspices of the National Mediation Board with the TWU, the Allied Pilots Association (APA) and the Association of Professional Flight Attendants (APFA).

Based on analysis of airline industry labor contracts, the Company estimates that at the beginning of 2010, American's labor cost disadvantage (the amount by which its labor costs exceed what such costs would be if they were determined based on the average of other network carrier labor contracts) was approximately \$600 million per year. The Company expects this gap to narrow as open industry labor contracts are settled. This expectation is based on a number of assumptions, the validity of which cannot be assured. The airline industry labor contract negotiation process is inherently uncertain and the results of labor contract negotiations are difficult to predict.

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In March of 2010, the President signed into law comprehensive health care reform legislation under the Patient Protection and Affordable Care Act (HR 3590) and the Health Care Education and Affordability Reconciliation Act (HR 4872) (the Acts). The Acts contain provisions potentially impacting the Company's cost and accounting for active employee and retiree medical benefits in future periods. However, according to the recently released interim final regulations promulgated under the Acts, the Company's retiree medical benefits will be exempt from many of the mandates of the Acts under a grandfathering provision. Thus, under the Company's current assessment of the cost and accounting implications of the Acts, no significant impact to its financial statements is expected.

In June of 2010, the Company reiterated its intent to evaluate the possible divestiture of AMR Eagle, its wholly-owned regional carrier. AMR Eagle owns two regional airlines—American Eagle Airlines, Inc (American Eagle) and Executive Airlines, Inc. (Executive). American Eagle feeds American Airlines hubs throughout North America, and its affiliate, Executive, carries the American Eagle name throughout the Bahamas and the Caribbean from bases in Miami and San Juan, Puerto Rico. No prediction can be made as to the outcome of any such evaluation, and if AMR were to decide to pursue a divestiture of AMR Eagle, no prediction can be made as to whether any such divestiture will be completed or the impact of any such divestiture on AMR.

In July of 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (The Dodd-Frank Act). The Dodd-Frank Act is subject to significant rulemaking, and thus, the Company cannot yet predict the impact of implementing its provisions. The Dodd-Frank Act contains provisions which may impact the Company, but those effects cannot be predicted at this time. The Company expects to be able to continue to participate in the financial markets in order to hedge fuel prices; however, the costs of doing so may be increased as a result of the new legislation.

On August 26, 2010, the FAA proposed a \$24.2 million civil penalty against American Airlines, claiming that American failed to properly perform certain portions of an FAA Airworthiness Directive concerning certain wiring to the McDonnell Douglas MD-80 aircraft auxiliary hydraulic pump. American plans to challenge the proposed civil penalty.

On September 10, 2010, the FAA introduced a Notice of Proposed Rulemaking (NPRM) to change for all carriers certificated under Part 121 of the Federal Aviation Regulations the required amount and timing of rest periods for pilots between work assignments and that would modify duty and rest requirements based on the time of day, number of scheduled segments, flight types, time zones and other factors. The Company is seeking clarification with the FAA of certain provisions of the proposed rule changes to determine if the new requirements could have a material adverse impact on the Company. The Company will continue to analyze the NPRM and assess the potential impact of the proposed changes, but cannot reasonably estimate the effect of the proposal at this time.

The Company's ability to become consistently 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 2009 Form 10-K. Most of the Company's largest domestic competitors and several smaller carriers have filed for bankruptcy in previous years and have used this process to significantly reduce contractual labor and other costs. Also, recent mergers involving some of the largest carriers in the industry, including carriers that have recently reorganized in bankruptcy, have resulted in the formation of larger competitors with more extensive route networks. 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. It has also become increasingly 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 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 persist at high levels for an extended period.

Table of Contents**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 Company's 2009 Form 10-K. Indebtedness is a significant risk to the Company as discussed in the Risk Factors listed in Item 1A in the 2009 Form 10-K. During the last few years, the Company raised substantial financing to fund capital commitments (mainly for aircraft and ground properties), debt maturities, and employee pension obligations, and to bolster its liquidity. 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 2009 Form 10-K), the Company will need access to substantial additional funding. An inability to obtain necessary additional funding on acceptable terms would have a material adverse impact on the Company and on its ability to sustain its operations.

As of September 30, 2010, the Company is required to make scheduled principal payments of approximately \$263 million on long-term debt and approximately \$8 million in payments on capital leases, and the Company expects to spend approximately \$629 million on capital expenditures, including aircraft commitments, for the remainder of 2010. The Company plans to meet these obligations and its other obligations with a combination of internally generated cash and external funding. However, the Company's funding needs are subject to change due to the protracted recovery from 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 and fund pension plan contributions, among other things. These factors may in the future negatively impact the Company's liquidity.

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, investments 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 catastrophic external events; and (iv) limit the Company's ability to withstand competitive pressures and reduce its flexibility in responding to changing business and economic conditions.

The Company's possible remaining financing sources primarily include: (i) a very 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 route authorities, 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. Almost all of the Company's aircraft assets (including 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.

In July of 2010, the Company entered into an amendment to Purchase Agreement No. 1977 with the Boeing Company to exercise rights to acquire additional Boeing 737-800 aircraft. Pursuant to the amendment, American exercised rights to purchase 35 Boeing 737-800 aircraft for delivery in 2011 and 2012. In conjunction with this transaction, American has arranged for backstop financing of the additional Boeing 737-800 aircraft deliveries, subject to certain terms and conditions.

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As of September 30, 2010, American had twelve Boeing 737-800 aircraft purchase commitments for the remainder of 2010 and 43 Boeing 737-800 aircraft purchase commitments in 2011 and 2012. In addition to these aircraft purchase commitments, American had firm purchase commitments for eleven Boeing 737-800 aircraft and seven Boeing 777 aircraft scheduled to be delivered in 2013 through 2016. American also 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. American has selected GE Aviation as the exclusive provider of engines for its expected order of Boeing 787-9 aircraft. As of September 30, 2010, AMR Eagle had firm purchase commitments for 13 Bombardier CRJ-700 aircraft scheduled to be delivered in the remainder of 2010 and in 2011.

As of September 30, 2010, payments for the above purchase commitments will approximate \$488 million in the remainder of 2010, \$883 million in 2011, \$951 million in 2012, \$557 million in 2013, \$225 million in 2014, and \$248 million for 2015 and beyond. These amounts are net of purchase deposits currently held by the manufacturers.

In 2008, the Company entered into a new purchase agreement with Boeing for the acquisition of 42 firm Boeing 787-9 aircraft and purchase rights to acquire up to 58 additional B787 aircraft. Per the purchase agreement, the first such aircraft was scheduled to be delivered in 2012, and the last firm aircraft was scheduled to be delivered in 2018 with deliveries of additional aircraft, if any, scheduled between 2015 and 2020. In July 2010, the Company and Boeing agreed upon a revised delivery schedule due to the impact of the overall Boeing 787 program delay on American's delivery positions. The first aircraft is currently scheduled to be delivered in 2014, and the last firm aircraft is scheduled to be delivered in 2018 with deliveries of additional aircraft, if any, scheduled between 2016 and 2021. Additionally, the revised delivery schedule includes terms and conditions consistent with the original agreement and allows the Company the confirmation rights described below.

Under the current 787-9 purchase agreement, except as described below, American will not be obligated to purchase a 787-9 aircraft unless it gives Boeing notice confirming its election to do so at least 18 months prior to the scheduled delivery date for that aircraft. If American does not give that notice with respect to an aircraft, the aircraft will no longer be subject to the 787-9 purchase agreement. These confirmation rights may be exercised until a specified date, May 1, 2014 under the current agreement, provided that those rights will terminate earlier if American reaches a collective bargaining agreement with its pilots union that includes provisions enabling American to utilize the 787-9 to American's satisfaction in the operations desired by American, or if American confirms its election to purchase any of the initial 42 787-9 aircraft. While there can be no assurances, American expects that it will have reached an agreement as described above with its pilots union prior to the first notification date. In either of those events, American would become obligated to purchase all of the initial 42 aircraft then subject to the purchase agreement. If neither of those events occurs prior to May 1, 2014 under the current agreement, then on that date American may elect to purchase all of the initial 42 aircraft then subject to the purchase agreement, and if it does not elect to do so, the purchase agreement will terminate in its entirety.

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 these agreements, the related credit card processor may hold back a reserve from American's credit card receivables following the occurrence of certain events, including the failure of American to maintain certain levels of liquidity (as specified in each agreement).

Under such agreements, the amount of the reserve that may be required generally is based on the processor's exposure to the Company under the applicable agreement and, in the case a reserve is required because of American's failure to maintain a certain level of liquidity, the amount of such liquidity. As of September 30, 2010, the Company was not required to maintain any reserve under such agreements. If circumstances were to occur that would allow the credit card processor to require the Company to maintain a reserve, the Company's liquidity would be negatively impacted.

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Pension Funding Obligation

The Company is required to make minimum contributions to its defined benefit pension plans under the minimum funding requirements of ERISA, the Pension Funding Equity Act of 2004 and the Pension Protection Act of 2006. In June of 2010, President Obama signed the Relief Act into law. The Relief Act provides for temporary, targeted funding relief (subject to certain terms and conditions) for single employer and multiemployer pension plans that suffered significant losses in asset value due to the steep market slide in 2008. Under the Relief Act, the Company's 2010 minimum contribution to its defined benefit pension plans was reduced from \$525 million to approximately \$460 million, which has been completed as of the date of this filing. The Company estimates its 2011 minimum required contribution to its defined benefit pension plans to be approximately \$520 million. This estimate is subject to change based on final plan asset values as of December 31, 2010.

Cash Flow Activity

At September 30, 2010, the Company had \$4.6 billion in unrestricted cash and short-term investments, which is an increase of \$158 million from the balance as of December 31, 2009. Net cash provided by operating activities in the nine-month period ended September 30, 2010 was \$1.1 billion, which was comparable to \$926 million over the same period in 2009, which reflects an improved operating environment in 2010.

The Company made scheduled debt and capital lease payments of \$873 million and invested \$1.4 billion in capital expenditures in the first nine months of 2010. Capital expenditures primarily consisted of new aircraft and certain aircraft modifications.

During the nine months ended September 30, 2010, the Company entered into previously arranged loans of approximately \$426 million secured by various aircraft. The Company also entered into \$901 million of previously announced sale leaseback financings of certain aircraft.

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.

War-Risk Insurance

The U.S. government has agreed to provide commercial war-risk insurance for U.S. based airlines through December 31, 2010, covering losses to employees, passengers, third parties and aircraft. If the U.S. government were to cease providing such insurance in whole or in part, it is likely that the Company could obtain comparable coverage in the commercial market, but the Company would incur substantially higher premiums and more restrictive terms. There can be no assurance that comparable war-risk coverage will be available in the commercial market. If the Company is unable to obtain adequate war-risk coverage at commercially reasonable rates, the Company would be adversely affected.

Table of Contents**RESULTS OF OPERATIONS****For the Three Months Ended September 30, 2010 and 2009****Revenues**

The Company's revenues increased approximately \$715 million, or 13.9 percent, to \$5.8 billion in the third quarter of 2010 from the same period last year. American's passenger revenues increased by 14.8 percent, or \$573 million, on a 3.6 percent increase in capacity (available seat mile) (ASM). American's passenger load factor remained static at 84.0 percent while passenger yield increased by 10.7 percent to 13.28 cents. This resulted in an increase in passenger revenue per available seat mile (RASM) of 10.7 percent to 11.15 cents. Following is additional information regarding American's domestic and international RASM and capacity:

| | Three Months Ended September 30, 2010 | | | |
|-------------------|---------------------------------------|-----------------|--------------------|-----------------|
| | RASM (cents) | Y-O-Y Change | ASMs (billions) | Y-O-Y Change |
| DOT Domestic | 10.91 | 9.8% | 23.8 | 1.0% |
| International | 11.51 | 11.9 | 16.1 | 7.7 |
| DOT Latin America | 11.88 | 6.9 | 7.4 | 10.0 |
| DOT Atlantic | 11.33 | 15.6 | 6.7 | 2.4 |
| DOT Pacific | 10.79 | 21.1 | 2.0 | 19.2 |

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, increased \$95 million, or 18.2 percent, to \$618 million as a result of higher yield and increased traffic. Regional Affiliates' traffic increased 9.2 percent to 2.4 billion revenue passenger miles (RPMs), on a capacity increase of 8.5 percent to 3.2 billion ASMs, resulting in a one-half percent increase in passenger load factor to 73.6 percent.

Other revenues increased 2.7 percent, or \$16 million, to \$602 million due to increases in baggage and AAdvantage partner revenues.

Table of Contents**Operating Expenses**

The Company's total operating expenses increased 3.4 percent, or \$179 million, to \$5.5 billion in the third quarter of 2010 compared to the third quarter of 2009. The Company's operating expenses per ASM in the third quarter of 2010 decreased 0.6 percent to 12.75 cents compared to the third quarter of 2009. The increase in operating expenses is due primarily to increased fuel prices in the third quarter of 2010 compared to the third quarter of 2009. The decrease in operating expenses per ASM is due to the aforementioned increase in fuel prices offset by a four percent increase in ASM's in the third quarter of 2010 versus the same period in 2009.

| (in millions) | Three Months Ended September 30, 2010 | Change from 2009 | Percentage Change |
|---|--|------------------------|----------------------|
| Operating Expenses | | | |
| Wages, salaries and benefits | \$ 1,732 | \$ 31 | 1.8% |
| Aircraft fuel | 1,613 | 160 | 11.0 (a) |
| Other rentals and landing fees | 355 | 11 | 3.2 |
| Maintenance, materials and repairs | 334 | 5 | 1.5 |
| Depreciation and amortization | 274 | 2 | 0.7 |
| Commissions, booking fees and credit card expense | 256 | 34 | 15.3 (b) |
| Aircraft rentals | 148 | 22 | 17.5 (c) |
| Food service | 129 | 1 | 0.8 |
| Special charges | | (64) | (100.0) |
| Other operating expenses | 659 | (23) | (3.4) |
| Total operating expenses | \$ 5,500 | \$ 179 | 3.4% |

(a) Aircraft fuel expense increased primarily due to a 8.3 percent increase in the Company's price per gallon of fuel (net of the impact of fuel hedging). The Company recorded \$21 million and \$105 million in net losses on its fuel hedging contracts for the three months ended September 30, 2010 and September 30,

2 0 0 9 ,
respectively.

(b) Commissions, booking fees and credit card expense increased 15.3% primarily in conjunction with the 13.9% increase in the Company's revenues.

(c) Aircraft rentals increased from the same period in prior year due to new aircraft deliveries.

Other Income (Expense)

Interest income remained effectively stable in the third quarter 2010 versus the third quarter 2009. Interest expense increased \$22 million as a result of an increase in the Company's long-term debt balance.

Income Tax

The Company did not record a net tax provision (benefit) associated with its third quarter 2010 earnings due to the Company providing a valuation allowance, as discussed in Note 4 to the condensed consolidated financial statements. In the third quarter of 2009, the Company recorded an income tax expense credit of approximately \$30 million resulting from the Company 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.

Table of Contents**Operating Statistics**

The following table provides statistical information for American and Regional Affiliates for the three months ended September 30, 2010 and 2009.

| | Three Months Ended September 30, | |
|---|-------------------------------------|--------|
| | 2010 | 2009 |
| American Airlines, Inc. Mainline Jet Operations | | |
| Revenue passenger miles (millions) | 33,546 | 32,352 |
| Available seat miles (millions) | 39,941 | 38,542 |
| Cargo ton miles (millions) | 476 | 416 |
| Passenger load factor | 84.0% | 83.9% |
| Passenger revenue yield per passenger mile (cents) | 13.28 | 12.00 |
| Passenger revenue per available seat mile (cents) | 11.15 | 10.07 |
| Cargo revenue yield per ton mile (cents) | 35.19 | 32.79 |
| Operating expenses per available seat mile, excluding Regional Affiliates (cents) (*) | 12.20 | 12.29 |
| Fuel consumption (gallons, in millions) | 645 | 636 |
| Fuel price per gallon (dollars) | 2.24 | 2.06 |
| Operating aircraft at period-end | 621 | 614 |
| Regional Affiliates | | |
| Revenue passenger miles (millions) | 2,352 | 2,153 |
| Available seat miles (millions) | 3,197 | 2,947 |
| Passenger load factor | 73.6% | 73.1% |

(*) E x c l u d e s
\$676 million
a n d
\$630 million of
e x p e n s e
i n c u r r e d r e l a t e d
t o R e g i o n a l
A f f i l i a t e s i n
2 0 1 0 a n d 2 0 0 9,
r e s p e c t i v e l y.

Operating aircraft at September 30, 2010, included:

| American Airlines Aircraft | | AMR Eagle Aircraft | |
|-----------------------------------|-----|---------------------------|-----|
| Boeing 737-800 | 140 | Bombardier CRJ-700 | 34 |
| Boeing 757-200 | 124 | Embraer 135 | 39 |
| Boeing 767-200 Extended Range | 15 | Embraer 140 | 59 |
| Boeing 767-300 Extended Range | 58 | Embraer 145 | 118 |
| Boeing 777-200 Extended Range | 47 | Super ATR | 39 |
| McDonnell Douglas MD-80 | 237 | Total | 289 |
| Total | 621 | | |

The average aircraft age for American's and AMR Eagle's aircraft is 14.8 years and 9.3 years, respectively. Almost all of the Company's owned aircraft are encumbered by liens granted in connection with financing transactions entered into by the Company.

Of the operating aircraft listed above, two owned McDonnell Douglas MD-80 aircraft and 17 owned Embraer RJ-135 aircraft were in temporary storage as of September 30, 2010.

In October 2010 through the date of this filing, the Company permanently retired one McDonnell Douglas MD-80 aircraft, received two Boeing 737-800 aircraft and received two Bombardier CRJ-700 aircraft into its active fleet.

Owned and leased aircraft not operated by the Company at September 30, 2010, included:

| American Airlines Aircraft | | AMR Eagle Aircraft | |
|-----------------------------------|----|---------------------------|----|
| Boeing 737-800 | 1 | Saab 340B | 41 |
| Airbus A300-600R | 17 | Total | 41 |
| Fokker 100 | 4 | | |
| McDonnell Douglas MD-80 | 49 | | |
| Total | 71 | | |

Table of Contents**For the Nine Months Ended September 30, 2010 and 2009****Revenues**

The Company's revenues increased approximately \$1.7 billion, or 11.6 percent, to \$16.6 billion in the first nine months of 2010 from the same period last year. American's passenger revenues increased by 11.8 percent, or \$1.3 billion, on essentially static capacity (available seat mile) (ASM). American's passenger load factor increased 1.5 points to 82.0 percent while passenger yield increased by 9.5 percent to 13.30 cents. This resulted in an increase in passenger revenue per available seat mile (RASM) of 11.5 percent to 10.91 cents. Following is additional information regarding American's domestic and international RASM and capacity:

| | Nine Months Ended September 30, 2010 | | | |
|-------------------|--------------------------------------|-----------------|--------------------|-----------------|
| | RASM (cents) | Y-O-Y Change | ASMs (billions) | Y-O-Y Change |
| DOT Domestic | 10.79 | 10.1% | 70.1 | 0.0% |
| International | 11.09 | 13.8 | 45.1 | 0.6 |
| DOT Latin America | 11.56 | 8.5 | 22.0 | 2.2 |
| DOT Atlantic | 10.77 | 20.5 | 17.7 | (2.9) |
| DOT Pacific | 10.23 | 15.4 | 5.4 | 7.0 |

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, increased \$223 million, or 14.9 percent, to \$1.7 billion as a result of higher yield and increased traffic. Regional Affiliates' traffic increased 4.0 percent to 6.4 billion revenue passenger miles (RPMs), on a capacity increase of 3.2 percent to 9.0 billion ASMs, resulting in approximately a one-half point increase in the passenger load factor to 71.9 percent.

Other revenues increased 6.0 percent, or \$103 million, to \$1.8 billion due to increases in baggage and AAdvantage partner revenues.

Table of Contents**Operating Expenses**

The Company's total operating expenses increased 5.7 percent, or \$875 million, to \$16.3 billion in the nine months ended September 30, 2010 compared to the same period in 2009. The Company's operating expenses per ASM increased 5.2 percent to 13.16 cents compared to the nine months ended September 30, 2009. These increases are due primarily to increased fuel prices in 2010 compared to 2009.

| (in millions) | Nine Months Ended September 30, | Change from | Percentage |
|---|---------------------------------------|----------------|------------|
| | 2010 | 2009 | Change |
| Operating Expenses | | | |
| Wages, salaries and benefits | \$ 5,149 | \$ 62 | 1.2% |
| Aircraft fuel | 4,744 | 659 | 16.1 (a) |
| Other rentals and landing fees | 1,059 | 53 | 5.3 |
| Maintenance, materials and repairs | 1,025 | 77 | 8.1 (b) |
| Depreciation and amortization | 808 | (18) | (2.2) |
| Commissions, booking fees and credit card expense | 738 | 92 | 14.2 (c) |
| Aircraft rentals | 422 | 46 | 12.2 |
| Food service | 365 | | |
| Special charges | | (100) | (100.0) |
| Other operating expenses | 2,034 | 4 | 0.2 |
| Total operating expenses | \$ 16,344 | \$ 875 | 5.7% |

(a) Aircraft fuel expense increased primarily due to a 16.5 percent increase in the Company's price per gallon of fuel (net of the impact of fuel hedging). The Company recorded \$135 million and \$570 million in net losses on its fuel hedging contracts for the nine months ended September 30, 2010 and September 30,

2 0 0 9 ,
respectively.

- (b) Maintenance, materials and repairs increased due to the timing of materials and repairs expenses.
- (c) Commissions, booking fees and credit card expense increased 14.2 percent primarily in conjunction with the 11.6 percent increase in the Company's revenues.

Other Income (Expense)

Interest income decreased \$8 million due to a decrease in interest rates. Interest expense increased \$87 million as a result of an increase in the Company's long-term debt balance.

Income Tax

The Company did not record a net tax provision (benefit) associated with its loss for the nine months ended September 30, 2010 or September 30, 2009 due to the Company providing a valuation allowance, as discussed in Note 4 to the condensed consolidated financial statements. In 2009, the Company recorded an income tax expense credit of approximately \$30 million resulting from the Company's 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.

Table of Contents**Operating Statistics**

The following table provides statistical information for American and Regional Affiliates for the nine months ended September 30, 2010 and 2009.

| | Nine Months Ended September 30, | |
|---|------------------------------------|---------|
| | 2010 | 2009 |
| American Airlines, Inc. Mainline Jet Operations | | |
| Revenue passenger miles (millions) | 94,462 | 92,510 |
| Available seat miles (millions) | 115,200 | 114,890 |
| Cargo ton miles (millions) | 1,402 | 1,185 |
| Passenger load factor | 82.0% | 80.5% |
| Passenger revenue yield per passenger mile (cents) | 13.30 | 12.15 |
| Passenger revenue per available seat mile (cents) | 10.91 | 9.78 |
| Cargo revenue yield per ton mile (cents) | 35.10 | 34.95 |
| Operating expenses per available seat mile, excluding Regional Affiliates (cents) (*) | 12.56 | 11.96 |
| Fuel consumption (gallons, in millions) | 1,871 | 1,890 |
| Fuel price per gallon (dollars) | 2.28 | 1.96 |
| Regional Affiliates | | |
| Revenue passenger miles (millions) | 6,445 | 6,196 |
| Available seat miles (millions) | 8,964 | 8,686 |
| Passenger load factor | 71.9% | 71.3% |

(*) Excludes \$2.0 billion and \$1.8 billion of expense incurred related to Regional Affiliates in 2010 and 2009, respectively.

Outlook

The Company currently expects capacity for American's mainline jet operations to increase by approximately 3.4 percent in the fourth quarter of 2010 versus the fourth quarter of 2009. American's mainline capacity for the full year 2010 is expected to increase approximately one percent from 2009. The Company plans to continue to exercise capacity discipline in 2011, and mainline capacity is expected to increase approximately 3.5 percent from 2010, predominantly in international markets.

The Company expects fourth quarter 2010 mainline unit costs to decrease approximately 3.5 percent year over year. Full-year mainline unit costs are expected to increase approximately three percent in 2010 compared to 2009 due to higher fuel costs recorded in 2010 compared to 2009, higher revenue-related expenses (such as booking fees and commissions) and financing costs related to Boeing 737-800 and other aircraft deliveries.

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 considerably from the record high prices recorded in July 2008, they have steadily increased since 2009 and remain high and extremely volatile by historical standards. In addition, industry-wide capacity may increase as the economy continues to recover from the global recession. If industry capacity increases and if consumer demand does not continue to pace those increases, the

Company, and the airline industry as a whole, could be negatively impacted.

Critical Accounting Policies and Estimates

The preparation of the Company's financial statements in conformity with U.S. 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: long-lived assets, international slot and route authorities, passenger revenue, frequent flyer program, stock compensation, pensions and retiree medical and other benefits, income taxes and derivatives. These policies and estimates are described in the 2009 Form 10-K.

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Table of Contents**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 Company's 2009 Form 10-K. The change in market risk for aircraft fuel is discussed below for informational purposes.

The risk inherent in the Company's market risk sensitive instruments and positions is the potential loss arising from adverse changes in the price of fuel as discussed below. 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 substantially 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 heating oil hedging contracts. Market risk is estimated as a hypothetical ten percent increase in the September 30, 2010 cost per gallon of fuel. Based on projected fuel usage for the next twelve months, such an increase would result in an increase to Aircraft fuel expense of approximately \$572 million, inclusive of the impact of effective fuel hedge instruments outstanding at September 30, 2010, and assumes the Company's fuel hedging program remains effective. Comparatively, based on projected 2010 fuel usage, such an increase would have resulted in an increase to aircraft fuel expense of approximately \$499 million in the twelve months ended December 31, 2009, inclusive of the impact of fuel hedge instruments outstanding at December 31, 2009. The change in market risk is primarily due to the increase 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 ongoing 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, 2010, the Company had cash flow hedges with heating oil collars covering approximately 40 percent of its estimated remaining 2010 fuel requirements. The consumption hedged for the remainder of 2010 is capped at an average price of approximately \$2.33 per gallon of jet fuel, and the Company's collars have an average floor price of approximately \$1.77 per gallon of jet fuel (both the capped and floor price exclude taxes and transportation costs). 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, 2009. 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, 2010. During the quarter ending on September 30, 2010, 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.

Table of Contents**PART II: OTHER INFORMATION****Item 1. Legal Proceedings**

Between April 3, 2003 and June 5, 2003, three lawsuits were filed by travel agents against American, other airline defendants, and in one case, Orbitz LLC. One of the three cases has been dismissed with prejudice. The remaining cases are Tam Travel et. al., v. Delta Air Lines et. al., in the United States District Court for the Northern District of California, San Francisco, and Swope Travel et al. v. Orbitz et. al. in the United States District Court for the Eastern District of Texas, Beaumont Division. The cases were consolidated for pre-trial purposes in the United States District Court for the Northern District of Ohio, Eastern Division. The plaintiffs seek damages and injunctive relief, alleging that the 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 (iii) the airline defendants conspired to reduce commissions paid to U.S.-based travel agents in violation of Section 1 of the Sherman Act. On October 29, 2007, the court dismissed all actions. The Swope plaintiffs and the remaining defendants, including American, have agreed to terms for settling the case for a nominal amount. 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 Tam plaintiffs have filed a petition for writ of certiorari with the U.S. Supreme Court. American continues to vigorously defend the case. 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 February 14, 2006, the Antitrust Division of the United States Department of Justice (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 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 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 a request for information from the Swiss Competition Commission concerning, among other things, the scope and organization of the Company's activities in Switzerland. 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 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 24, 2008, the Brazilian competition authorities charged the Company with violating Brazilian competition laws. On December 31, 2009, the Brazilian competition authorities made a non-binding recommendation to the Brazilian competition tribunal that it find the Company in violation of 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 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 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.

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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. To facilitate a settlement on a class basis, the company agreed to be named in a separate class action complaint, which was filed on July 26, 2010. The settlement of that complaint, in which the company does not admit and denies liability, was given preliminary approval by the court on September 8, 2010. The settlement has not yet received final approval, and members of the class could opt out and sue the Company. 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, 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, an additional purported class action complaint, Turner v. American Airlines, et al., Civ. No. 08-1444 (N.D. Cal.), was 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. In the event that the Turner plaintiffs pursue their claims, 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.

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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, 2010 and 2009.

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).

101 The following materials from AMR Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Operations, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text.*

* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to

liability under
those sections.

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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 20, 2010

BY: /s/ Isabella D. Goren
Isabella D. Goren
Senior Vice President and Chief
Financial Officer
(Principal Financial and Accounting
Officer)

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