



GCG Number: 07449678



Modified B 10 (GCG) (12-11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Table with columns: Name of Debtor (Check Only One), Case No., and checkboxes for various debtors like American Airlines, Inc., AMR Corporation, etc.

PROOF OF CLAIM details including: Your Claim is Scheduled As Follows; THE GARDEN CITY GROUP INC. stamp dated JUL - 6 2012; FILING - 06130; USBC - SDNY; AMR CORPORATION, ET AL. 11-15463 (SHL); and a paragraph explaining the claim scheduling process.

NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503 (other than a claim under 11 U.S.C. § 503(b)(9) which is subject to a separate bar date of February 13, 2012).

Name of Creditor (the person or other entity to whom the Debtor owes money or property): U.S. Bank National Association, as successor trustee. Includes fields for Name and address where notices should be sent, Telephone number, and E-mail.

Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: (If known). Filed on: _____

Name and address where payment should be sent (if different from above): U.S. Bank National Association, as trustee. Attn: Charles S. Hodges, Vice President. 214 N. Tryon Street 27th Floor, Charlotte, NC 28202. Includes Telephone number and E-mail.

Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

1. Amount of Claim as of Date Case Filed (November 29, 2011): \$ 37,313,202.67. (See instruction #1). Includes instructions for secured claims and interest charges.

2. Basis for Claim: tax-exempt bonds, loan agreement. (See instruction #2)

3. Last four digits of any number by which creditor identifies Debtor: (See instruction #3). 3a. Debtor may have scheduled account as: (See instruction #3a). 3b. Uniform Claim Identifier (optional): (See instruction #3b).

4. Secured Claim (See instruction #4). Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Includes fields for Nature of property or right of setoff, Describe, Value of Property, Annual Interest Rate, and Amount of secured/unsecured claim.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. (See instruction #5). Includes categories like Domestic support obligations, Wages, salaries, or commissions, Contributions to an employee benefit plan, etc.

Barcode and Control Number: 3146745670

*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

Modified B 10 (GCG) (12-11)

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7. and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain: See attached addendum

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor I am the creditor's authorized agent. I am the trustee, or the Debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor.

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Charles S. Hodges

Title: Vice President

Company: U.S. Bank National Association, as successor trustee

Address and telephone number (if different from notice address above):

(Signature) (Date)

Telephone number: e-mail:

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, exceptions to these general rules may apply. The attorneys for the Debtors and their Court-appointed claims agent, GCG, Inc. ("GCG"), are not authorized to provide, and are not providing, you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: IF BY FIRST CLASS MAIL: AMR Corporation, et al., c/o GCG, P.O. Box 9852, Dublin, Ohio 43017-5752. IF BY HAND DELIVERY OR OVERNIGHT MAIL: AMR Corporation, et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017. ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR EMAIL WILL NOT BE ACCEPTED.

THE GENERAL AND GOVERNMENTAL BAR DATES IS JULY 16, 2012 AT 5:00 P.M. (PREVAILING EASTERN TIME)

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

These chapter 11 cases were commenced in the United States Bankruptcy Court for the Southern District of New York on November 29, 2011 (the "Commencement Date"). You should select the Debtor against which you are asserting your claim.

A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid e-mail address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the Court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing (using the exchange rate, if applicable, as of the Commencement Date.) Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a):

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes Courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

MINTZ LEVIN

Ian A. Hammel | 617 348 1724 | iahammel@mintz.com

One Financial Center
Boston, MA 02111
617-542-6000
617-542-2241 fax
www.mintz.com

July 5, 2012

Via Overnight Mail

AMR Corporation, et al.
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

Re: In re AMR Corporation et al
Jointly Administered Chapter 11 Case No. 11-15463

In re American Airlines, Inc.
Chapter 11 Case No. 11-15464

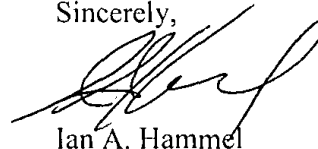
Dear Sirs and Mesdames:

Reference is made to the *Order Pursuant to 11 U.S.C. § 502(b)(9) and Fed. R. Bankr. P. 3003(c)(3) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form of Notice Thereof* in the referenced proceedings. In accordance with that order, an original proof of claim is enclosed for filing in *In re American Airlines, Inc., Chapter 11 Case No. 11-15464.*

I have also included a copy, and a self addressed postage prepaid envelope. Please file-stamp the copy and return it to me for my records.

Thank you for your attention to these matters.

Sincerely,



Ian A. Hammel

IAH:jbl
Enclosures
cc: Steve Hodges
William W. Kannel, Esq.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | LONDON | LOS ANGELES | NEW YORK | SAN DIEGO | SAN FRANCISCO | STAMFORD | WASHINGTON

6624334v.1

Addendum to Proof of Claim:
Claim of U.S. Bank National Association, in its capacity as successor indenture trustee in
In re American Airlines, Inc.,
(Chapter 11 Case No. 11- 15464)

U.S. Bank National Association, in its capacity as successor indenture trustee (“Bond Trustee”) for those certain \$36,160,000 Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds 1985 Series A (American Airlines, Inc. Project) (the “Bonds”), submits this addendum to its proof of claim against American Airlines, Inc. (the “Debtor”). As of the date the Debtor’s Chapter 11 case was filed, the claims described herein (the “Bond Claims”) totaled not less than \$37,313,202.67.

Documents Supporting the Claims.

The Bond Claims are based upon documents that relate to and otherwise evidence the Debtor’s agreement to borrow proceeds from the Bonds, and to make payments of associated principal, interest, premium, if any, and other costs, fees and expenses. Those agreements include, without limitation, a certain Loan Agreement dated as of December 1, 1985 (the “Loan Agreement”) and a certain Trust Agreement dated as of January 1, 1994 (the “Trust Agreement”). The Loan Agreement, Trust Agreement and all other documents executed pursuant to or in connection with any of them, as the same may be amended or supplemented, are collectively referred to herein as the “Bond Documents.” Pursuant to the terms of the Loan Agreement, the Debtor covenanted and agreed to make payments in amounts sufficient to pay principal, interest and other charges, costs and expenses (including legal fees) associated with the Bonds as and when due. Pursuant to the Trust Agreement, substantially all of the rights of the Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control

Facilities Financing Authority under the Loan Agreement have been assigned to the Bond Trustee. In accordance with the “*Stipulation Between the Debtors and U.S. Bank Regarding the Attachment of Documents to Proofs of Claim*” in these proceedings [docket no. 3441] the Bond Trustee has not attached the Loan Agreement, Trust Agreement or other documents, but will provide such documents to the Debtor on request.

Amount of and Security for the Bond Claims.

The Debtor commenced its Chapter 11 Bankruptcy Case on November 29, 2011 (the “Petition Date”). The liquidated amounts owing by the Debtor to the Bond Trustee on account of the Bond Claims as of the Petition Date totaled \$37,313,202.67, composed of the following:

Principal:	\$36,160,000.00; and
Interest:	\$1,153,202.67.

The Bond Trustee additionally asserts contingent and/or unliquidated claims against the Debtor for any damages or losses that the Bond Trustee may suffer as a result of the Debtor’s breach of the Bond Documents, including any breach of the indemnity obligations in the Bond Documents.

The Bond Trustee further asserts the right to recover post-petition amounts due, including, without limitation, principal, interest, premium, fees (including but not limited to legal fees), costs and charges, which amounts are currently unliquidated and continue to accrue, and the right to assert any additional claims including unsecured claims, administrative expense claims, priority and/or super-priority claims pursuant to, inter alia, Bankruptcy Code §§ 365, 507(a)(2), 503(b)(3) and 503(b)(5).

The Bond Trustee’s claim may be secured by setoff and recoupment rights, all of which the Bond Trustee expressly reserves. Without waiving the Bond Trustee’s rights under

Bankruptcy Code §1111(b)(2), the claims asserted in this proof of claim are secured to the extent of the value of this security and unsecured for any deficiency.

Additional Terms, Conditions.

Holders of the Bonds in their individual capacities may have separate claims against the Debtor that are not included in this proof of claim and this proof of claim shall be without prejudice to such separate claims.

The Bond Trustee expressly reserves its right to amend or supplement this proof of claim (including, but not limited to, for purposes of fixing the amount of interest or additional fees, costs, and expenses referred to herein) at any time and in any respect.

This proof of claim is made without prejudice to the filing by the Bond Trustee of additional proofs of claim with respect to any other indebtedness or liability of the Debtor to the Bond Trustee, including, but not limited to any claim arising from any judgment entered in connection with the Bond Documents. The Bond Trustee reserves all rights as to the nature, characterization and substance of the Bond Documents. The Bond Trustee is entitled to apply money or property received by it first to payment of its fees, expenses (including legal fees), and indemnities owing to the Bond Trustee before making distributions to holders of the Bonds. Accordingly, the claims evidenced by this proof of claim and all distributions thereon have been collaterally assigned to the Bond Trustee, and the Bond Trustee is entitled to have all payments and other distributions on or in respect of this claim applied first to fees, expenses (including legal fees and financial advisors' fees) and indemnities.

The filing of this proof of claim shall not constitute: (a) a waiver or release of the Bond Trustee's rights (whether under the Loan Agreement, Trust Agreement or applicable law) against the Debtor or any other person, (b) a consent by the Bond Trustee to the jurisdiction of this Court

with respect to the subject matter of the claims set forth in this proof of claim, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving the Bond Trustee, (c) a waiver or release of any right of the Bond Trustee, or consent by the Bond Trustee, to a trial by jury in this Court or any other court in any proceeding, (d) a waiver or release of, or any other limitation on, any right of the Bond Trustee to have any orders entered only after de novo review by a United States District Court Judge, (e) an election of remedies, (f) a waiver of, or any other limitation on, any right of the Bond Trustee to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this proof of claim or (g) a waiver or release of, or any other limitation on, any right of the Bond Trustee to assert that any portion of its claim against the Debtor is entitled to treatment as an administrative priority claim pursuant to sections 503(b) and 507(a)(1) or 507(b) of the Bankruptcy Code. The Bond Trustee expressly reserves the right to file one or more requests for payment of administrative expenses in connection with any portion of the claims asserted herein or otherwise arising under the Bond Documents.

This proof of claim shall be construed as asserting rights from all available sources to a single satisfaction of principal, interest, premium, if any, and other charges and amounts due on account of the Bonds.

6597060v.3

From: (617) 542-6000
Ian Hammel
Mintz Levin
One Financial Center
Boston, MA 02111

Origin ID: LWMA



J12201205300325

Ship Date: 05JUL12
ActWgt: 0.5 LB
CAD: 103966690/AWSX12500

Delivery Address Bar Code



SHIP TO: (617) 832-6027
AMR CORPORATION ET AL
C/O GCG
5151 Blazer Pkwy Ste A

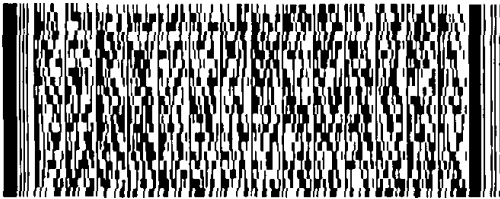
Dublin, OH 43017

BILL SENDER

Ref # 39392.006
Invoice #
PO #
Dept #

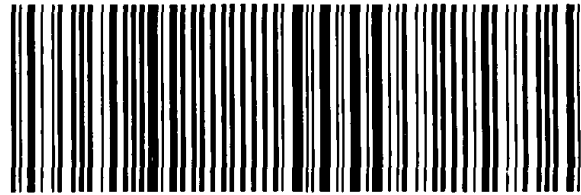
FRI - 06 JUL A2
PRIORITY OVERNIGHT

TRK# 7985 8588 1100
0201



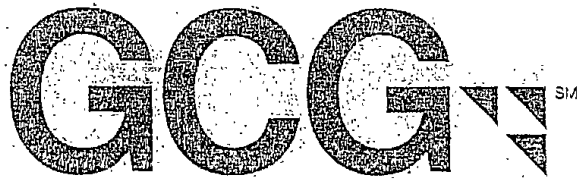
XX CMHA

43017
OH-US
LCK



FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.



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ATTENTION

INTERNAL NOTICE OF SUBMISSION

These documents have been scanned into
AAM database as CC# 6130,

GCG claim # 7449678 and mailed back to the
creditor on 7/9/12.

This page was created and scanned by the GCG
OHBankruptcy Intake Center for Informational
Purposes Only.

COPY



GCG Number: 07449678



Modified B 10 (GCG) (12-11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK PROOF OF CLAIM

Table with columns: Name of Debtor (Check Only One), Case No., and checkboxes for various airlines and services like Eagle Aviation Services, Inc., Admirals Club, Inc., etc.

Your Claim is Scheduled As Follows:



NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503 (other than a claim under 11 U.S.C. § 503(b)(9) which is subject to a separate bar date of February 13, 2012).

Name of Creditor (the person or other entity to whom the Debtor owes money or property): U.S. Bank National Association, as successor trustee

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent: U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE, C/O WILLIAM W. KANNEL, ESQ., MINTZ LEVIN COHN FERRIS GLOVSKY AND POPEO, P.C., ONE FINANCIAL CENTER, BOSTON, MA 02111

Court Claim Number: (If known)

Telephone number: 617-542-6000 E-mail: wwkannel@mintz.com

Filed on:

Name and address where payment should be sent (if different from above): U.S. Bank National Association, as trustee, Attn: Charles S. Hodges, Vice President, 214 N. Tryon Street 27th Floor, Charlotte, NC 28202

Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

Telephone number: 704-335-4457 E-mail: steve.hodges@usbank.com

If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. (This scheduled amount of your claim may be an amendment to a previously scheduled amount.) If you agree with the amount and priority of your claim as scheduled by the Debtor and you have no other claim against the Debtor, you do not need to file this proof of claim form, EXCEPT AS FOLLOWS: If the amount shown is listed as DISPUTED, UNLIQUIDATED, or CONTINGENT, a proof of claim MUST be filed in order to receive any distribution in respect of your claim. If you have already filed a proof of claim in accordance with the attached instructions, you need not file again.

1. Amount of Claim as of Date Case Filed (November 29, 2011): \$ 37,313,202.67 (See instruction #1)

If all or part of the claim is secured, complete item 4.

If all or part of the claim is entitled to priority, complete item 5.

Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: tax-exempt bonds, loan agreement (See instruction #2)

3. Last four digits of any number by which creditor identifies Debtor: (See instruction #3)

3a. Debtor may have scheduled account as: (See instruction #3a)

3b. Uniform Claim Identifier (optional): (See instruction #3b)

4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:

Nature of property or right of setoff: Real Estate, Equipment, Other

Describe: see attached addendum

Value of Property: \$ unknown

Annual Interest Rate 6.45% Fixed or Variable

\$

Basis for perfection: see attached addendum

Amount of Secured Claim: \$ unknown

Amount Unsecured: \$

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. (See instruction #5)

Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).

Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the Debtor's business ceased, whichever is earlier - 11 U.S.C. § 507 (a)(4).

Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5).

Amount entitled to priority: \$ see attached

Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507 (a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)().



Control Number: 3146745670

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6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

Modified B 10 (GCG) (12-11)

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
If the documents are not available, please explain: See attached addendum

8. Signature: (See instruction #8)
Check the appropriate box.

- I am the creditor
I am the creditor's authorized agent.
I am the trustee, or the Debtor, or their authorized agent.
I am a guarantor, surety, indorser, or other codebtor.

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Charles S. Hodges

Title: Vice President

Company: U.S. Bank National Association, as successor trustee

Address and telephone number (if different from notice address above):

(Signature) (Date)

Telephone number: e-mail:

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

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Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid e-mail address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the Court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

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State the total amount owed to the creditor on the date of the bankruptcy filing (using the exchange rate, if applicable, as of the Commencement Date.) Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

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Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes Courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

MINTZ LEVIN

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July 5, 2012

Via Overnight Mail

AMR Corporation, et al.
c/o GCG
5151 Blazer Parkway, Suite A
Dublin, Ohio 43017

Re: In re AMR Corporation et al
Jointly Administered Chapter 11 Case No. 11-15463

In re American Airlines, Inc.
Chapter 11 Case No. 11-15464

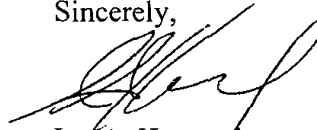
Dear Sirs and Mesdames:

Reference is made to the *Order Pursuant to 11 U.S.C. § 502(b)(9) and Fed. R. Bankr. P. 3003(c)(3) Establishing Deadline for Filing Proofs of Claim and Procedures Relating Thereto and Approving Form of Notice Thereof* in the referenced proceedings. In accordance with that order, an original proof of claim is enclosed for filing in *In re American Airlines, Inc., Chapter 11 Case No. 11-15464.*

I have also included a copy, and a self addressed postage prepaid envelope. Please file-stamp the copy and return it to me for my records.

Thank you for your attention to these matters.

Sincerely,



Ian A. Hammel

IAH:jbl

Enclosures

cc: Steve Hodges
William W. Kannel, Esq.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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Addendum to Proof of Claim:
Claim of U.S. Bank National Association, in its capacity as successor indenture trustee in
In re American Airlines, Inc.,
(Chapter 11 Case No. 11- 15464)

U.S. Bank National Association, in its capacity as successor indenture trustee ("Bond Trustee") for those certain \$36,160,000 Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control Facilities Financing Authority Special Facility Revenue Bonds 1985 Series A (American Airlines, Inc. Project) (the "Bonds"), submits this addendum to its proof of claim against American Airlines, Inc. (the "Debtor"). As of the date the Debtor's Chapter 11 case was filed, the claims described herein (the "Bond Claims") totaled not less than \$37,313,202.67.

Documents Supporting the Claims.

The Bond Claims are based upon documents that relate to and otherwise evidence the Debtor's agreement to borrow proceeds from the Bonds, and to make payments of associated principal, interest, premium, if any, and other costs, fees and expenses. Those agreements include, without limitation, a certain Loan Agreement dated as of December 1, 1985 (the "Loan Agreement") and a certain Trust Agreement dated as of January 1, 1994 (the "Trust Agreement"). The Loan Agreement, Trust Agreement and all other documents executed pursuant to or in connection with any of them, as the same may be amended or supplemented, are collectively referred to herein as the "Bond Documents." Pursuant to the terms of the Loan Agreement, the Debtor covenanted and agreed to make payments in amounts sufficient to pay principal, interest and other charges, costs and expenses (including legal fees) associated with the Bonds as and when due. Pursuant to the Trust Agreement, substantially all of the rights of the Puerto Rico Industrial, Medical, Higher Education and Environmental Pollution Control

Facilities Financing Authority under the Loan Agreement have been assigned to the Bond Trustee. In accordance with the “*Stipulation Between the Debtors and U.S. Bank Regarding the Attachment of Documents to Proofs of Claim*” in these proceedings [docket no. 3441] the Bond Trustee has not attached the Loan Agreement, Trust Agreement or other documents, but will provide such documents to the Debtor on request.

Amount of and Security for the Bond Claims.

The Debtor commenced its Chapter 11 Bankruptcy Case on November 29, 2011 (the “Petition Date”). The liquidated amounts owing by the Debtor to the Bond Trustee on account of the Bond Claims as of the Petition Date totaled \$37,313,202.67, composed of the following:

Principal:	\$36,160,000.00; and
Interest:	\$1,153,202.67.

The Bond Trustee additionally asserts contingent and/or unliquidated claims against the Debtor for any damages or losses that the Bond Trustee may suffer as a result of the Debtor’s breach of the Bond Documents, including any breach of the indemnity obligations in the Bond Documents.

The Bond Trustee further asserts the right to recover post-petition amounts due, including, without limitation, principal, interest, premium, fees (including but not limited to legal fees), costs and charges, which amounts are currently unliquidated and continue to accrue, and the right to assert any additional claims including unsecured claims, administrative expense claims, priority and/or super-priority claims pursuant to, inter alia, Bankruptcy Code §§ 365, 507(a)(2), 503(b)(3) and 503(b)(5).

The Bond Trustee’s claim may be secured by setoff and recoupment rights, all of which the Bond Trustee expressly reserves. Without waiving the Bond Trustee’s rights under

Bankruptcy Code §1111(b)(2), the claims asserted in this proof of claim are secured to the extent of the value of this security and unsecured for any deficiency.

Additional Terms, Conditions.

Holders of the Bonds in their individual capacities may have separate claims against the Debtor that are not included in this proof of claim and this proof of claim shall be without prejudice to such separate claims.

The Bond Trustee expressly reserves its right to amend or supplement this proof of claim (including, but not limited to, for purposes of fixing the amount of interest or additional fees, costs, and expenses referred to herein) at any time and in any respect.

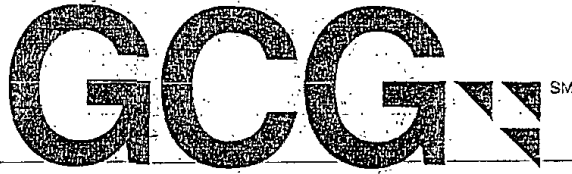
This proof of claim is made without prejudice to the filing by the Bond Trustee of additional proofs of claim with respect to any other indebtedness or liability of the Debtor to the Bond Trustee, including, but not limited to any claim arising from any judgment entered in connection with the Bond Documents. The Bond Trustee reserves all rights as to the nature, characterization and substance of the Bond Documents. The Bond Trustee is entitled to apply money or property received by it first to payment of its fees, expenses (including legal fees), and indemnities owing to the Bond Trustee before making distributions to holders of the Bonds. Accordingly, the claims evidenced by this proof of claim and all distributions thereon have been collaterally assigned to the Bond Trustee, and the Bond Trustee is entitled to have all payments and other distributions on or in respect of this claim applied first to fees, expenses (including legal fees and financial advisors' fees) and indemnities.

The filing of this proof of claim shall not constitute: (a) a waiver or release of the Bond Trustee's rights (whether under the Loan Agreement, Trust Agreement or applicable law) against the Debtor or any other person, (b) a consent by the Bond Trustee to the jurisdiction of this Court

with respect to the subject matter of the claims set forth in this proof of claim, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving the Bond Trustee, (c) a waiver or release of any right of the Bond Trustee, or consent by the Bond Trustee, to a trial by jury in this Court or any other court in any proceeding, (d) a waiver or release of, or any other limitation on, any right of the Bond Trustee to have any orders entered only after de novo review by a United States District Court Judge, (e) an election of remedies, (f) a waiver of, or any other limitation on, any right of the Bond Trustee to request withdrawal of the reference with respect to any matter, including, without limitation, any matter relating to this proof of claim or (g) a waiver or release of, or any other limitation on, any right of the Bond Trustee to assert that any portion of its claim against the Debtor is entitled to treatment as an administrative priority claim pursuant to sections 503(b) and 507(a)(1) or 507(b) of the Bankruptcy Code. The Bond Trustee expressly reserves the right to file one or more requests for payment of administrative expenses in connection with any portion of the claims asserted herein or otherwise arising under the Bond Documents.

This proof of claim shall be construed as asserting rights from all available sources to a single satisfaction of principal, interest, premium, if any, and other charges and amounts due on account of the Bonds.

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ATTENTION

END

INTERNAL NOTICE OF SUBMISSION
