

AMERICAN AIRLINES INC

Form 424B2

September 29, 2011

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Title of Each Class of Securities Offered	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
Class A Pass Through Certificates, Series 2011-2	\$725,694,000	\$84,253.07
Guarantee of Class A Pass Through Certificates, Series 2011-2 by AMR Corporation		None(2)

- (1) The registration fee of \$84,253.07 is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended (the Securities Act). Pursuant to Rule 457(p) under the Securities Act, registration fees of \$207,471 were applied to the Automatic Shelf Registration Statement on Form S-3 (Registration Nos. 333-160646, 333-160646-01) filed by AMR Corporation and American Airlines, Inc. on July 17, 2009. Of such \$207,471 of prepaid registration fees, \$79,853.58 remained available prior to the date hereof for offset against future registration fees that would otherwise be payable under such Automatic Shelf Registration Statement. The entire remaining amount of \$79,853.58 in prepaid registration fees is hereby offset against the \$84,253.07 of registration fees for this offering and the balance of \$4,399.49 is being paid in connection with this offering.
- (2) Pursuant to Rule 457(n) promulgated under the Securities Act, no separate fee is required for the guarantee.

**Filed Pursuant to Rule 424(b)(2)
Registration No. 333-160646-01
333-160646**

*PROSPECTUS SUPPLEMENT
(To Prospectus Dated July 17, 2009)*

\$725,694,000

**2011-2 CLASS A PASS THROUGH TRUST
CLASS A PASS THROUGH CERTIFICATES, SERIES 2011-2**

American Airlines, Inc. is creating a pass through trust that will issue American Airlines, Inc. Class A Pass Through Certificates, Series 2011-2. The Class A Certificates are being offered pursuant to this prospectus supplement.

As described herein, American may create a separate pass through trust that will issue American Airlines, Inc. Class B Pass Through Certificates, Series 2011-2. American may, at any time on or after the date of this prospectus supplement, offer Class B Certificates, including by means of this prospectus supplement and a related company free writing prospectus based on the terms and conditions described herein and therein. See Information Relating to Class B Certificates.

The Class A Certificates will represent interests in the assets of the related pass through trust. The proceeds from the sale of the Class A Certificates will initially be held in escrow and will thereafter be used by such pass through trust to acquire the related series of equipment notes to be issued by American on a full recourse basis. Payments on the equipment notes held in such pass through trust will be passed through to the holders of the Class A Certificates. Distributions on the Class A Certificates will be subject to certain subordination provisions described herein. The Class A Certificates do not represent interests in, or obligations of, American or any of its affiliates.

Subject to the distribution provisions described herein, the Class A Certificates will rank generally senior to any Class B Certificates that may be issued.

The equipment notes expected to be held by the pass through trust for the Class A Certificates and, if applicable, the pass through trust for any Class B Certificates will be issued for each of (a) 14 Boeing 737-823 aircraft delivered new to American from 1999 to 2001 and 2 Boeing 737-823 aircraft delivered new to American in 2009, (b) 14 Boeing 757-223 aircraft delivered new to American in 1999 and 2001 and (c) 13 Boeing 777-223ER aircraft delivered new to American in 2001. The equipment notes issued for each aircraft will be secured by a security interest in such aircraft. Interest on the issued and outstanding equipment notes expected to be held by the pass through trust for the Class A Certificates will be payable semiannually on April 15 and October 15 of each year, commencing on April 15, 2012, and principal on such equipment notes is scheduled for payment on April 15 and October 15 of certain years, commencing on April 15, 2012.

Morgan Stanley Bank, N.A., will provide a liquidity facility for the Class A Certificates in an amount sufficient to make three semiannual interest distributions on the outstanding balance of the Class A Certificates.

The payment obligations of American under the equipment notes expected to be held by the pass through trust for the Class A Certificates will be fully and unconditionally guaranteed by AMR Corporation.

The Class A Certificates will not be listed on any national securities exchange.

Investing in the Certificates involves risks. See Risk Factors beginning on page S-24.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

<i>Pass Through Certificates</i>	<i>Aggregate Face Amount</i>	<i>Interest Rate</i>	<i>Final Expected Distribution Date</i>	<i>Price to Public⁽¹⁾</i>
<i>Class A</i>	<i>\$725,694,000</i>	<i>8.625%</i>	<i>October 15, 2021</i>	<i>100%</i>

(1) Plus accrued interest, if any, from the date of issuance.

The underwriters will purchase all of the Class A Certificates if any are purchased. The aggregate proceeds from the sale of the Class A Certificates will be \$725,694,000. American will pay the underwriters a commission of \$7,356,940. Delivery of the Class A Certificates in book-entry form will be made on or about October 4, 2011 against payment in immediately available funds.

Joint Bookrunners

MORGAN STANLEY
Joint Structuring Agent
GOLDMAN, SACHS & CO.

CREDIT SUISSE

DEUTSCHE BANK SECURITIES
Joint Structuring Agent
CITIGROUP

The date of this prospectus supplement is September 27, 2011.

We have not, and the Underwriters, have not, authorized anyone to provide you with information other than the information contained in this prospectus supplement, the accompanying prospectus, any related free writing prospectus issued by us (which we refer to as a *company free writing prospectus*) and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus or to which we have referred you. This prospectus supplement, the accompanying prospectus and any related company free writing prospectus do not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this prospectus supplement, the accompanying prospectus and any related company free writing prospectus in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation of an offer in such jurisdiction. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus and any related company free writing prospectus or any document incorporated by reference is accurate as of any date other than the date on the front cover of the applicable document. Neither the delivery of this prospectus supplement, the accompanying prospectus and any related company free writing prospectus nor any distribution of securities pursuant to this prospectus supplement and the accompanying prospectus shall, under any circumstances, create any implication that there has been no change in our business, financial condition, results of operations or prospects, or in the affairs of the Trusts, the Depository or the Liquidity Provider, since the date of this prospectus supplement.

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PRESENTATION OF INFORMATION

These offering materials consist of two documents: (a) this prospectus supplement, which describes the terms of the Class A Certificates that we are currently offering and the possible terms of Class B Certificates that we may, at any time on or after the date of this prospectus supplement, offer, including by means of this prospectus supplement and a related company free writing prospectus, and (b) the accompanying prospectus, which provides general information about us and our pass through certificates, some of which may not apply to the Class A Certificates or the Class B Certificates. The information in this prospectus supplement replaces any inconsistent information included in the accompanying prospectus. To the extent the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference in this prospectus supplement. See About this Prospectus in the accompanying prospectus.

In this prospectus supplement, references to American, the Company, we, us and our refer to American Airlines Inc. and references to AMR refer to our parent, AMR Corporation.

We have given certain capitalized terms specific meanings for purposes of this prospectus supplement. The Index of Defined Terms attached as Appendix I to this prospectus supplement lists the page in this prospectus supplement on which we have defined each such term.

At varying places in this prospectus supplement, we refer you to other sections for additional information by indicating the caption heading of such other sections. The page on which each principal caption included in this prospectus supplement can be found is listed in the foregoing Table of Contents. All such cross-references in this prospectus supplement are to captions contained in this prospectus supplement and not the accompanying prospectus, unless otherwise stated.

INFORMATION RELATING TO CLASS B CERTIFICATES

As described in this prospectus supplement, American may create a separate pass through trust that will issue Class B Certificates. See Possible Issuance and Refinancing of Class B Certificates and Additional Certificates. American may, at any time on or after the date of this prospectus supplement, offer Class B Certificates, including by means of this prospectus supplement and a related company free writing prospectus based on the terms and conditions described herein and therein. American reserves the right to offer Class B Certificates, if it does so at all, by means other than this prospectus supplement. The terms relating to Class B Certificates described in this prospectus supplement assume, among other things, that the Class B Certificates would be issued concurrently with the Class A Certificates and that the Class B Certificates would be subject to deposit and escrow arrangements as described under

Description of the Deposit Agreements and Description of the Escrow Agreements, respectively, and would have the benefit of credit support with respect to interest payable thereon as described under Description of the Liquidity Facilities.

There is no assurance that Class B Certificates will be offered or issued, and the Class B Certificates, if and when offered and issued, may have terms different from the terms of the Class B Certificates described in this prospectus supplement.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus, any related company free writing prospectus and the documents incorporated by reference herein and therein contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the

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Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), which represent our expectations or beliefs concerning future events. When used in this prospectus supplement, the accompanying prospectus, any related company free writing prospectus and the documents incorporated herein and therein by reference, the words expects, estimates, plans, anticipates, indicates, believes, forecast, guidance, may, will, should, seeks, targets and similar expressions are intended to identify forward-looking statements. Similarly, statements that describe our objectives, plans or goals, or actions we may take in the future, are forward-looking statements. Forward-looking statements include, without limitation, our expectations concerning operations and financial conditions, including changes in capacity, revenues, and costs; future financing plans and needs; the amounts of our unencumbered assets and other sources of liquidity; fleet plans; overall economic and industry conditions; plans and objectives for future operations; a potential spin-off or other divestiture of AMR Eagle; regulatory approvals and actions; and the impact on us of our results of operations in recent years and the sufficiency of our financial resources to absorb that impact. Other forward-looking statements include statements which do not relate solely to historical facts, such as, without limitation, statements which discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this prospectus supplement, the accompanying prospectus, any related company free writing prospectus and the documents incorporated by reference herein and therein are based upon information available to us on the date of this prospectus supplement or such document. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Guidance given in this prospectus supplement, the accompanying prospectus, any related company free writing prospectus and the documents incorporated by reference herein and therein regarding capacity, fuel consumption, fuel prices, fuel hedging and unit costs, and statements regarding expectations of regulatory approval of our application for antitrust immunity with other **oneworld** members, are forward-looking statements.

Forward-looking statements are subject to a number of factors that could cause our actual results to differ materially from our expectations. The following factors, in addition to those discussed under the caption **Risk Factors** in this prospectus supplement and other possible factors not listed, could cause our actual results to differ materially from those expressed in forward-looking statements: our materially weakened financial condition, resulting from our significant losses in recent years; weak demand for air travel and lower investment asset returns resulting from the severe global economic downturn; our need to raise substantial additional funds and our ability to do so on acceptable terms; the potential requirement for us to maintain reserves under our credit card processing agreements, which could materially adversely impact our liquidity; our ability to generate additional revenues and reduce our costs; continued high and volatile fuel prices and further increases in the price of fuel, and the availability of fuel; the resolution of pending litigations with certain global distribution systems and business discussions with certain on-line travel agents; our substantial indebtedness and other obligations; our ability to satisfy certain covenants and conditions in certain of our financing and other agreements; changes in economic and other conditions beyond our control, and the volatile results of our operations; the fiercely and increasingly competitive business environment we face; potential industry consolidation and alliance changes; competition with reorganized carriers; low fare levels by historical standards and our reduced pricing power; changes in our corporate or business strategy; extensive government regulation of our business; conflicts overseas or terrorist attacks; uncertainties with respect to our 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 our competitors; uncertainties with respect to our relationships with unionized and other employee work groups; increased insurance costs and potential reductions of available insurance coverage; our ability to retain key management personnel; potential failures or disruptions of our computer, communications or other technology systems; losses and adverse publicity resulting from any accident involving our aircraft; interruptions or disruptions in service at one or more of our primary market airports; the heavy taxation of the airline industry; and changes in the price of AMR's common stock. Additional information concerning these and other factors is contained in our and AMR's filings with the Securities and Exchange

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Commission (the *SEC*), including but not limited to our and AMR's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2011 and June 30, 2011 and our and AMR's Annual Reports on Form 10-K for the year ended December 31, 2010.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights basic information about us and this offering. Because it is a summary, it does not contain all of the information that you should consider before investing. You should read this entire prospectus supplement, the accompanying prospectus and any related company free writing prospectus carefully, including the section entitled Risk Factors in this prospectus supplement, as well as the materials filed with the SEC that are considered to be a part of this prospectus supplement, the accompanying prospectus and any related company free writing prospectus before making an investment decision. See Where You Can Find More Information in this prospectus supplement.

The Company

American, the principal subsidiary of AMR, was founded in 1934. All of American's common stock is owned by AMR. As of June 30, 2011, American provided scheduled jet service to approximately 160 destinations throughout North America, the Caribbean, Latin America, Europe and Asia.

In addition, American has capacity purchase agreements with two wholly-owned subsidiaries of AMR, American Eagle Airlines, Inc. and Executive Airlines, Inc. (collectively, the *AMR Eagle carriers*), and one independently owned regional airline, which does business as AmericanConnection (the *AmericanConnection® carrier*). On August 11, 2011, AMR announced that AMR Eagle Holding Corporation (*AMR Eagle*), its wholly-owned subsidiary and parent company of the AMR Eagle carriers, filed a Form 10 registration statement with the SEC in connection with a potential spin-off of AMR Eagle. While AMR has taken this step toward a spin-off of AMR Eagle, it could decide to retain AMR Eagle, or the divestiture of AMR Eagle could take another form, such as a sale. See Recent Developments AMR Eagle.

As of June 30, 2011, American, the AMR Eagle carriers and the AmericanConnection® carrier served more than 250 cities in 50 countries with, on average, more than 3,500 daily flights. The combined network fleet numbers more than 900 aircraft. American is also a founding member of oneworld® Alliance, which enables member airlines to offer their customers more services and benefits than any member airline can provide individually. These services include a broader route network, opportunities to earn and redeem frequent flyer miles across the combined oneworld network and more airport lounges. Together, oneworld members serve more than 750 destinations with almost 8,500 daily flights to nearly 150 countries and territories. American is also one of the largest scheduled air freight carriers in the world, providing a wide range of freight and mail services to shippers throughout its system onboard American's passenger fleet.

The postal address for American's principal executive offices is 4333 Amon Carter Boulevard, Fort Worth, Texas 76155 (Telephone: 817-963-1234). American's Internet address is <http://www.aa.com>. Information on American's website is not incorporated into this prospectus supplement and is not a part of this prospectus supplement.

Table of Contents**Summary of Terms of Certificates**

	Class A Certificates	Class B Certificates⁽¹⁾
Aggregate Face Amount	\$725,694,000	\$231,968,000
Initial Loan to Aircraft Value Ratio (cumulative) ⁽²⁾⁽³⁾	45.3%	59.5%
Expected Maximum Loan to Aircraft Value Ratio (cumulative) ⁽³⁾	45.3%	59.5%
Expected Principal Distribution Window (in years from Issuance Date)	0.5-10.0	0.5-7.0
Initial Average Life (in years from Issuance Date)	6.7	5.0
Regular Distribution Dates	April 15 and October 15	April 15 and October 15
Final Expected Regular Distribution Date ⁽⁴⁾	October 15, 2021	October 15, 2018
Final Legal Distribution Date ⁽⁵⁾	April 15, 2023	April 15, 2020
Minimum Denomination ⁽⁶⁾	\$2,000	\$2,000
Section 1110 Protection	Yes	Yes
Liquidity Facility Coverage	3 semiannual interest payments	3 semiannual interest payments

- (1) Certain terms relating to Class B Certificates described in this summary table are based on the assumption that the Class B Certificates are issued concurrently with the Class A Certificates on the terms and conditions described in this prospectus supplement. See [Information Relating to Class B Certificates](#).
- (2) These percentages are calculated assuming that each of the Aircraft listed under [Equipment Notes](#) and the Aircraft in this prospectus supplement summary has been subjected to an Indenture and that the Trusts have purchased the related Equipment Notes for each such Aircraft as of April 15, 2012 (the first Regular Distribution Date that occurs after the Outside Termination Date). In calculating these percentages, we have assumed that the aggregate appraised value of all such Aircraft is \$1,554,362,395 as of such date. The appraisal value is only an estimate and reflects certain assumptions. See [Description of the Aircraft and the Appraisals](#) [The Appraisals](#).
- (3) See [Loan to Aircraft Value Ratios](#) in this prospectus supplement summary for the method and assumptions we used in calculating the loan to Aircraft value ratios and a discussion of certain ways that such loan to Aircraft value ratios could change.
- (4) Each series of Equipment Notes with respect to an Aircraft will mature on the Final Maturity Date for such series with respect to such Aircraft, which will occur, depending on the Aircraft, on or prior to the final expected Regular Distribution Date for the Certificates to be issued by the Trust that is expected to own such Equipment Notes.
- (5) The Final Legal Distribution Date for each of the Class A Certificates and Class B Certificates is the date which is 18 months from the final expected Regular Distribution Date for that class of Certificates, which represents the period corresponding to the applicable Liquidity Facility coverage of three successive semiannual interest payments.
- (6)

The Certificates will be issued in minimum denominations of \$2,000 (or such other denomination that is the lowest integral multiple of \$1,000 that is, at the time of issuance, equal to at least 1,000 euros) and integral multiples of \$1,000 in excess thereof.

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The Class A Trust is expected to hold Series A Equipment Notes issued for, and secured by, each of:

(i) four Boeing 737-823 aircraft delivered new to American in 1999 and 2001 (each such aircraft, an *Unencumbered Aircraft* and, collectively, the *Unencumbered Aircraft*);

(ii) eight Boeing 737-823 aircraft and two Boeing 757-223 aircraft, in each case delivered new to American between 1999 and 2001, and two Boeing 737-823 aircraft delivered new to American in 2009 and each currently subject to liens under separate mortgage financings (each such aircraft, a *Mortgaged Aircraft*, and, collectively, the *Mortgaged Aircraft*); and

(iii) two Boeing 737-823 aircraft, 12 Boeing 757-223 aircraft and 13 Boeing 777-223ER aircraft, in each case delivered new to American in 2001 and each currently subject to liens under a prior enhanced equipment trust certificate transaction entered into by American in September 2001 (each such aircraft, a *2001-2 Aircraft*, and, collectively, the *2001-2 Aircraft*, and, together with the Mortgaged Aircraft, each such aircraft, an *Encumbered Aircraft* and, collectively, the *Encumbered Aircraft*).

See Use of Proceeds for additional information regarding the existing financings applicable to the Encumbered Aircraft.

Each Unencumbered Aircraft and each Encumbered Aircraft (each such aircraft, an *Aircraft* and, collectively, the *Aircraft*) is owned and is being operated by American. See Description of the Aircraft and the Appraisals for a description of each Aircraft. Set forth below is certain information about the Series A Equipment Notes expected to be held in the Class A Trust and each of the Aircraft expected to secure the Series A Equipment Notes.

If Class B Certificates are issued, the Class B Trust will hold the Series B Equipment Notes issued for, and secured by, the same Aircraft that secure the Series A Equipment Notes. Set forth below is certain information with respect to the Series B Equipment Notes expected to be held in the Class B Trust, if such Class B Trust is to be created concurrently with the Class A Trust on the terms and conditions described in this prospectus supplement. See Information Relating to Class B Certificates.

On and subject to the terms and conditions of the Note Purchase Agreement and the forms of financing agreements attached to the Note Purchase Agreement, American agrees to enter into a secured debt financing with respect to:

(a) each Unencumbered Aircraft, within 90 days after the Issuance Date and (b) each Encumbered Aircraft, on or prior to December 31, 2011. See Description of the Aircraft and the Appraisals Deliveries of Aircraft.

Aircraft Type	Registration Number	Manufacturer's Serial Number	Month of Delivery	Initial Principal Amount of	Initial Principal Amount of	Appraised Value ⁽²⁾	Latest Equipment Note Final Maturity Date ⁽³⁾
				Series A Equipment Notes	Series B Equipment Notes ⁽¹⁾		
Boeing 737-823	N901AN	29503	February 1999	\$ 9,758,000	\$ 2,950,000	\$ 20,203,333	October 15, 2019
Boeing 737-823	N905AN	29507	March 1999	9,959,000	3,010,000	20,620,000	October 15, 2019
Boeing 737-823	N906AN	29508	April 1999	9,930,000	3,002,000	20,560,000	October 15, 2019
Boeing 737-823	N907AN	29509	April 1999	9,827,000	2,971,000	20,346,667	October 15, 2019

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Boeing 737-823	N913AN	29514	June 1999	9,916,000	2,998,000	20,530,000	2019 October 15, 2019
Boeing 737-823	N920AN	29521	October 1999	9,964,000	3,012,000	20,630,000	2019 October 15, 2019
Boeing 737-823	N921AN	29522	October 1999	10,025,000	3,031,000	20,756,667	2019 October 15, 2019
Boeing 737-823	N922AN	29523	October 1999	10,370,000	3,134,000	21,470,000	2019 October 15, 2019
Boeing 737-823	N923AN	29524	November 1999	10,236,000	3,094,000	21,193,333	2019 October 15, 2019
Boeing 737-823	N926AN	29527	January 2000	10,573,000	3,195,000	21,890,000	2019 October 15, 2019
Boeing 737-823	N957AN	29541	March 2001	11,070,000	3,347,000	22,920,000	2021 October 15, 2021
Boeing 737-823	N965AN	29544	June 2001	11,326,000	3,423,000	23,450,000	2021 October 15, 2021
Boeing 737-823	N966AN	30094	June 2001	11,257,000	3,403,000	23,306,667	2021 October 15, 2021
Boeing 737-823	N968AN	30095	July 2001	11,780,000	3,561,000	24,390,000	2021 October 15, 2021
Boeing 737-823	N981AN	29569	April 2009	21,701,000	6,560,000	44,930,000	2021 October 15, 2021
Boeing 737-823	N983AN	29570	May 2009	21,880,000	6,613,000	45,300,000	2021 October 15, 2021

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Aircraft Type	Registration Number	Manufacturer Serial Number	s Month of Delivery	Initial Principal Amount of	Initial Principal Amount of	Appraised Value ⁽²⁾	Latest Equipment Note Final Maturity Date ⁽³⁾
				Series A Equipment Notes	Series B Equipment Notes ⁽¹⁾		
Boeing 757-223 ⁽⁴⁾	N183AN	29593	April 1999	8,864,000	3,024,000	20,710,000	October 15, 2017
Boeing 757-223 ⁽⁴⁾	N184AN	29594	May 1999	10,057,000	3,430,000	23,496,667	October 15, 2017
Boeing 757-223 ⁽⁴⁾	N189AN	32383	July 2001	8,934,000	3,047,000	20,873,333	October 15, 2021
Boeing 757-223 ⁽⁴⁾	N190AA	32384	July 2001	8,446,000	2,881,000	19,733,333	October 15, 2021
Boeing 757-223 ⁽⁴⁾	N191AN	32385	August 2001	9,138,000	3,117,000	21,350,000	October 15, 2021
Boeing 757-223 ⁽⁴⁾	N192AN	32386	August 2001	9,219,000	3,145,000	21,540,000	October 15, 2017
Boeing 757-223 ⁽⁴⁾	N193AN	32387	November 2001	9,264,000	3,160,000	21,643,333	October 15, 2017
Boeing 757-223 ⁽⁴⁾	N194AA	32388	November 2001	9,462,000	3,228,000	22,106,667	October 15, 2017
Boeing 757-223	N195AN	32389	November 2001	9,861,000	3,364,000	23,040,000	October 15, 2021
Boeing 757-223	N196AA	32390	November 2001	9,231,000	3,149,000	21,566,667	October 15, 2021
Boeing 757-223 ⁽⁴⁾	N197AN	32391	November 2001	10,125,000	3,454,000	23,656,667	October 15, 2021
Boeing 757-223 ⁽⁴⁾	N198AA	32392	December 2001	9,933,000	3,388,000	23,206,667	October 15, 2021
Boeing 757-223 ⁽⁴⁾	N199AN	32393	December 2001	9,767,000	3,332,000	22,820,000	October 15, 2021

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Boeing 757-223 ⁽⁴⁾	N175AN	32394	December 2001	8,968,000	3,059,000	20,953,333	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N797AN	30012	January 2001	29,633,000	9,395,000	64,350,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N798AN	30797	February 2001	31,945,000	10,128,000	69,370,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N799AN	30258	March 2001	30,785,000	9,760,000	66,850,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N750AN	30259	March 2001	31,692,000	10,048,000	68,820,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N751AN	30798	April 2001	31,659,000	10,038,000	68,750,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N752AN	30260	May 2001	29,976,000	9,715,000	66,540,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N753AN	30261	May 2001	32,115,000	10,182,000	69,740,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N754AN	30262	June 2001	31,143,000	10,093,000	69,130,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N755AN	30263	July 2001	30,994,000	10,045,000	68,800,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N756AM	30264	August 2001	30,959,000	10,034,000	68,720,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N757AN	32636	November 2001	30,296,000	9,818,000	67,250,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N758AN	32637	November 2001	31,328,000	10,153,000	69,540,000	October 15, 2021
Boeing 777-223ER ⁽⁴⁾	N759AN	32638	December 2001	32,328,000	10,477,000	71,760,000	October 15, 2021
Total:				\$ 725,694,000	\$ 231,968,000	\$ 1,588,813,333	

(1) The Series B Equipment Notes with respect to each Aircraft, if and when Class B Certificates are offered and issued, may have principal amounts different from those set forth above for such Aircraft. See Information Relating to Class B Certificates.

- (2) The appraised value of each Aircraft set forth above is the lesser of the average and median appraised value of such Aircraft as appraised by three independent appraisal and consulting firms (Aircraft Information Services, Inc. (*AISI*), BK Associates, Inc. (*BK*) and Morten Beyer & Agnew, Inc. (*MBA*, and together with AISI and BK, the *Appraisers*). Such appraisals indicate appraised base value, adjusted for the maintenance status of such Aircraft at or around the time of such appraisals. The Appraisers based their appraisals on varying assumptions (which may not reflect current market conditions) and methodologies. See Description of the Aircraft and the Appraisals The Appraisals. An appraisal is only an estimate of value and you should not rely on any appraisal as a measure of realizable value. See Risk Factors Risk Factors Relating to the Certificates and the Offering Appraisals should not be relied upon as a measure of realizable value of the Aircraft.
- (3) The Final Maturity Date listed above is the Final Maturity Date for the Series A Equipment Note to be issued with respect to the related Aircraft. If issued, the Series B Equipment Notes to be issued with respect to each Aircraft are expected to mature prior to, or on, the Final Maturity Date of the Series A Equipment Notes to be issued with respect to such Aircraft.
- (4) This aircraft is approved for Extended-range Twin-engine Operations (*ETOPS*).

Table of Contents**Loan to Aircraft Value Ratios**

The following table provides loan to Aircraft value ratios (*LTVs*) for each class of Certificates, assuming that each of the Aircraft has been subjected to an Indenture and that the Trusts have purchased the related Equipment Notes for each such Aircraft, as of April 15, 2012 (the first Regular Distribution Date that occurs after the Outside Termination Date) and each Regular Distribution Date thereafter. The following table also assumes that an Aircraft ceases to be included in the collateral pool as of the latest Final Maturity Date of the Equipment Notes issued in respect of such Aircraft. The *LTVs* for any period prior to April 15, 2012 are not included, since during such period all of the Equipment Notes expected to be acquired by the Trusts and the related Aircraft will not be included in the calculation. The table is not a forecast or prediction of expected or likely *LTVs*, but simply a mathematical calculation based upon one set of assumptions. See **Risk Factors** Risk Factors Relating to the Certificates and the Offering Appraisals should not be relied upon as a measure of realizable value of the Aircraft.

We compiled the following table on an aggregate basis. However, the Equipment Notes issued under an Indenture are entitled only to certain specified cross-collateralization provisions as described under **Description of the Equipment Notes** Security. The relevant *LTVs* in a default situation for the Equipment Notes issued under a particular Indenture would depend on various factors, including the extent to which the debtor or trustee in bankruptcy agrees to perform American's obligations under the Indentures. Therefore, the following aggregate *LTVs* are presented for illustrative purposes only and should not be interpreted as indicating the degree of cross-collateralization available to the holders of the Certificates.

Date	Aggregate Assumed Aircraft Value⁽⁴⁾	Pool Balance^{(1) (2)}		LTV^{(1) (3)}	
		Class A Certificates	Class B Certificates⁽¹⁾	Class A Certificates	Class B Certificates⁽¹⁾
April 15, 2012	\$ 1,554,362,395	\$ 703,645,330	\$ 221,911,882	45.3%	59.5%
October 15, 2012	1,519,911,456	681,595,987	211,857,018	44.8	58.8
April 15, 2013	1,485,460,517	659,546,643	201,802,154	44.4	58.0
October 15, 2013	1,451,009,578	637,497,300	191,747,289	43.9	57.1
April 15, 2014	1,416,558,639	615,447,957	181,692,425	43.4	56.3
October 15, 2014	1,380,935,967	592,852,117	171,466,488	42.9	55.3
April 15, 2015	1,344,656,654	569,939,120	161,144,681	42.4	54.4
October 15, 2015	1,308,210,242	546,945,414	150,798,477	41.8	53.3
April 15, 2016	1,271,763,830	523,951,709	140,452,274	41.2	52.2
October 15, 2016	1,230,688,951	498,895,215	129,452,559	40.5	51.1
April 15, 2017	1,185,242,096	471,838,503	117,792,767	39.8	49.7
October 15, 2017	1,063,227,239	417,104,568	99,005,012	39.2	48.5
April 15, 2018	1,021,060,425	391,859,039	88,148,036	38.4	47.0
October 15, 2018	978,893,612	366,609,268	0	37.5	0.0
April 15, 2019	936,726,798	341,354,679	0	36.4	0.0
October 15, 2019	782,236,518	273,594,171	0	35.0	0.0
April 15, 2020	746,636,984	251,905,564	0	33.7	0.0
October 15, 2020	711,037,450	230,114,497	0	32.4	0.0
April 15, 2021	675,437,916	208,220,034	0	30.8	0.0
October 15, 2021	635,209,915	0	0	0.0	0.0

(1) The Pool Balance and LTV schedules relating to the Class B Certificates set forth above are based on the assumption that the Class B Certificates are issued concurrently with the Class A Certificates on the terms and conditions described in this prospectus supplement. See **Information Relating to Class B Certificates**. The Class B Certificates, if and when offered and issued, may have Pool Balance and LTV schedules different from those set forth above.

- (2) The pool balance for each class of Certificates indicates, as of any date, after giving effect to any principal distributions expected to be made on such date, the portion of the original face amount of such class of Certificates that has not been distributed to Certificateholders.
- (3) We obtained the LTVs for each class of Certificates for each Regular Distribution Date by dividing (i) the expected outstanding pool balance of such class of Certificates (together, in the case of the Class B Certificates, with the expected outstanding pool balance of the Class A Certificates) after giving effect to the principal distributions expected to be made on such date, by (ii) the aggregate Assumed Aircraft Value of all of the Aircraft expected to be included in the collateral pool on such date based on the assumptions described above. The outstanding pool balances and LTVs for any date will change if any Equipment Notes are

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redeemed or purchased, if a default in payment on any Equipment Notes occurs or if any Aircraft is not subjected to an Indenture and the related Equipment Notes are not acquired by the Trusts.

- (4) In calculating the aggregate Assumed Aircraft Value, we assumed that the appraised value of each Aircraft determined as described under Description of the Aircraft and the Appraisals declines in accordance with the Depreciation Assumption described under Description of the Equipment Notes Loan to Value Ratios of Equipment Notes. Other rates or methods of depreciation could result in materially different LTVs. We cannot assure you that the depreciation rate and method assumed for purposes of the above table are the ones most likely to occur or predict the actual future value of any Aircraft. See Risk Factors Risk Factors Relating to the Certificates and the Offering Appraisals should not be relied upon as a measure of realizable value of the Aircraft.

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Cash Flow Structure

This diagram illustrates the structure for the Certificates and certain cash flows.⁽¹⁾

- (1) The structure and terms relating to Class B Certificates described in this chart are based on the assumption that the Class B Certificates are issued concurrently with the Class A Certificates on the terms and conditions described in this prospectus supplement. See Information Relating to Class B Certificates. The Class B Certificates, if and when offered and issued, may have a structure and terms different from those described in this chart.
- (2) American will issue Series A Equipment Notes and Series B Equipment Notes in respect of each Aircraft. The Equipment Notes will be issued under a separate Indenture with respect to each Aircraft.
- (3) The separate Liquidity Facility for each of the Class A Certificates and Class B Certificates is expected to cover up to three semiannual interest distributions on the Class A Certificates and Class B Certificates, respectively, except that the Liquidity Facilities will not cover interest on Deposits.
- (4) The proceeds from the sale of each class of Certificates will initially be held in escrow and deposited with the Depositary, pending the financing of each Aircraft under the related Indenture. The Depositary will hold such funds as interest-bearing Deposits. Each Trust will withdraw funds from the Deposits relating to such Trust to purchase from American the related series of Equipment Notes from time to time as each Aircraft is subjected to the related Indenture. The Scheduled Payments of interest on the Equipment Notes held by, and on the Deposits relating to, a Trust, taken together, will be sufficient to pay accrued interest on the outstanding Certificates of such Trust. Under certain circumstances, funds in Deposits relating to a Trust will be withdrawn prior to the Delivery Period Termination Date and distributed to the holders of Certificates of such Trust, together with accrued and unpaid interest thereon, but without any premium. See Description of the Deposit Agreements Other Withdrawals and Return of Deposits. If any funds remain as Deposits with respect to any Trust as of the Delivery Period Termination Date, such remaining funds will be distributed, with accrued and unpaid interest on such remaining funds, but without any premium, to the holders of the related class of Certificates. See Description of the Deposit Agreements Other Withdrawals and Return of Deposits. No interest will accrue with respect to the Deposits after they have been fully withdrawn.

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Summary of Certificates and Offering

Certificates Offered	Class A Certificates.
Possible Issuance of Class B Certificates	<p>American may, at any time on or after the date of this prospectus supplement, offer Class B Certificates, including by means of this prospectus supplement and a related company free writing prospectus based on the terms and conditions described herein and therein. The terms relating to Class B Certificates described in this prospectus supplement are based on the assumption that the Class B Certificates are issued concurrently with the Class A Certificates and on certain other assumptions described in this prospectus supplement. See Information Relating to Class B Certificates.</p> <p>If Class B Certificates are issued after the Class A Certificates, the issuance of Class B Certificates will be subject to satisfaction of certain conditions, including receipt of confirmation from each Rating Agency then rating the Class A Certificates to the effect that such issuance will not result in a withdrawal, suspension or downgrading of its rating of the Class A Certificates. No consent of the Class A Trustee or any Class A Certificateholder will be required for such issuance of Class B Certificates if, among other things, the foregoing condition is satisfied. See Possible Issuance and Refinancing of Class B Certificates and Additional Certificates.</p>
Trusts	Each of the Class A Trust and Class B Trust will be formed pursuant to a separate trust supplement entered into among American, AMR and U.S. Bank Trust National Association to a basic pass through trust agreement between American and U.S. Bank Trust National Association (as successor trustee to State Street Bank and Trust Company of Connecticut, National Association), as Trustee under each Trust. Each class of Certificates will represent fractional undivided interests in the related Trust.
Use of Proceeds	<p>The proceeds from the sale of the Class A Certificates and the Class B Certificates (if Class B Certificates are issued concurrently with the Class A Certificates on the terms and conditions described in this prospectus supplement) will initially be held in escrow and deposited with the Depository, pending the financing of each Aircraft under the related Indenture. Each Trust will withdraw funds from the escrow relating to such Trust to acquire from American the related series of Equipment Notes to be issued as the Aircraft are subjected to the related Indentures.</p> <p>The Equipment Notes will be full recourse obligations of American. The Encumbered Aircraft are currently subject to liens under existing financings, including a prior American enhanced equipment trust certificate transaction and other secured financings. After the Encumbered Aircraft are released from the liens of such existing financings, the Encumbered Aircraft are expected to be subjected to the liens of the Indentures to secure the Equipment Notes. American will use the proceeds from the issuance of the Equipment Notes issued with respect to each Encumbered Aircraft and Unencumbered Aircraft, in the aggregate, to reimburse itself, in part, for the prepayment or repayment at maturity, as applicable, of the existing financing of such Encumbered Aircraft.</p>

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American will use the balance (if any) of any such proceeds not used in connection with the foregoing to pay fees and expenses relating to this offering and for general corporate purposes.

Subordination Agent,
Trustee, Paying Agent
and Loan Trustee

U.S. Bank Trust National Association.

Escrow Agent

U.S. Bank National Association.

Depository

The Bank of New York Mellon.

Liquidity Provider

For the Class A Certificates, initially, Morgan Stanley Bank, N.A. This prospectus supplement assumes that the Class B Certificates, if and when offered and issued, will have the benefit of a Liquidity Facility.

Trust Property

The property of each Trust will include:

- subject to the Intercreditor Agreement, the Equipment Notes acquired by such Trust prior to the Delivery Period Termination Date, the Parent Guarantee with respect to such Equipment Notes, all monies at any time paid thereon and all monies due and to become due thereunder;
- the rights of such Trust to acquire the related series of Equipment Notes under the Note Purchase Agreement;
- the rights of such Trust under the applicable Escrow Agreement to request the Escrow Agent to withdraw from the Depository funds sufficient to enable such Trust to purchase the related series of Equipment Notes upon the financing of an Aircraft under the related Indenture prior to the Delivery Period Termination Date;
- the rights of such Trust under the Intercreditor Agreement (including all monies receivable in respect of such rights);
- all monies receivable under the separate Liquidity Facility for such Trust; and
- funds from time to time deposited with the applicable Trustee in accounts relating to such Trust.

Parent Guarantee

AMR will unconditionally guarantee the payment obligations of American under the Series A Equipment Notes and (if Class B Certificates are issued concurrently with the Class A Certificates on the terms and conditions described in this prospectus supplement) the Series B Equipment Notes pursuant to a guarantee (the *Parent Guarantee*).

Regular Distribution
Dates

April 15 and October 15 of each year, commencing on April 15, 2012.

Record Dates

The fifteenth day preceding the related Distribution Date.

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Distributions

The Trustee of each Trust will distribute payments of principal, Make-Whole Amount (if any) and interest received on the Equipment Notes held in such Trust to the holders of the Certificates of such Trust, subject to the

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subordination provisions set forth in the Intercreditor Agreement.

Subject to the subordination provisions set forth in the Intercreditor Agreement, Scheduled Payments of principal and interest made on the Equipment Notes will be distributed on the applicable Regular Distribution Dates; and

payments in respect of, or any proceeds of, any Equipment Notes or the Collateral under any Indenture, including payments resulting from any early redemption of such Equipment Notes, will be distributed on a Special Distribution Date after not less than 15 days' notice to Certificateholders.

See Escrowed Funds and Withdrawal and Return of Escrowed Funds below for a description of various distributions relating to the Deposits under certain circumstances.

Intercreditor Agreement

The Class A Trustee, the Class A Liquidity Provider and the Subordination Agent will enter into the Intercreditor Agreement. The Intercreditor Agreement prescribes how payments made on the Series A Equipment Notes held by the Subordination Agent and made under the Class A Liquidity Facility will be distributed. The Intercreditor Agreement also sets forth agreements among the Class A Trustee and the Class A Liquidity Provider relating to who will control the exercise of remedies under the Series A Equipment Notes and the Indentures.

If Class B Certificates are issued concurrently with the Class A Certificates, the Class B Trustee and the Class B Liquidity Provider also will enter into the Intercreditor Agreement concurrently with the Class A Trustee, the Class A Liquidity Provider and the Subordination Agent.

If Class B Certificates are issued after the Class A Certificates, the Class B Trustee and (if applicable) the Class B Liquidity Provider will be added as parties to the Intercreditor Agreement and the terms and provisions relating to the Class B Certificates will be revised, as appropriate, to reflect the issuance of the Class B Certificates. See Possible Issuance and Refinancing of Class B Certificates and Additional Certificates.

Subordination

Under the Intercreditor Agreement, after payment of certain fees and expenses, distributions on the Certificates generally will be made in the following order:

first, to the holders of the Class A Certificates to make distributions in respect of interest on the Class A Certificates;

second, to the holders of the Class B Certificates to make distributions in respect of interest on the Eligible B Pool Balance;

third, to the holders of the Class A Certificates to make distributions in respect of the Pool Balance of the Class A Certificates;

fourth, to the holders of the Class B Certificates to make distributions in respect of interest on the Pool Balance of the Class B Certificates

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not previously distributed under clause second above; and

fifth, to the holders of the Class B Certificates to make distributions in respect of the Pool Balance of the Class B Certificates.

Certain distributions to the Liquidity Providers will be made prior to distributions on the Class A Certificates and Class B Certificates, as discussed under Description of the Intercreditor Agreement Priority of Distributions.

Control of Loan Trustee

The holders of at least a majority of the outstanding principal amount of Equipment Notes issued under each Indenture will be entitled to direct the Loan Trustee under such Indenture in taking action as long as no Indenture Event of Default has occurred and is continuing thereunder. If an Indenture Event of Default has occurred and is continuing under an Indenture, subject to certain conditions, the Controlling Party will be entitled to direct the Loan Trustee under such Indenture in taking action (including in exercising remedies, such as accelerating such Equipment Notes or foreclosing the lien on the Aircraft with respect to which such Equipment Notes were issued).

The Controlling Party will be:

if Final Distributions have not been paid in full to the holders of the Class A Certificates, the Class A Trustee;

if Final Distributions have been paid in full to the holders of the Class A Certificates, but not to the holders of the Class B Certificates, the Class B Trustee; and

under certain circumstances, and notwithstanding the foregoing, the Liquidity Provider with the largest amount owed to it.

Limitation on Sale of Aircraft or Equipment Notes

In exercising remedies during the nine months after the earlier of (a) the acceleration of the Equipment Notes issued pursuant to any Indenture and (b) the bankruptcy or insolvency of American, the Controlling Party may not, without the consent of each Trustee (other than the Trustee of any Trust all of the Certificates of which are held or beneficially owned by American or American's affiliates), direct the sale of such Equipment Notes or the Aircraft subject to the lien of such Indenture for less than certain specified minimum amounts. See Description of the Intercreditor Agreement Intercreditor Rights Limitation on Exercise of Remedies for a description of such minimum amounts and certain other limitations on the exercise of remedies.

Right to Buy Other Classes of Certificates

If American is in bankruptcy and certain other specified events have occurred: the Class B Certificateholders (other than American or any of its affiliates) will have the right to purchase all, but not less than all, of the Class A Certificates; and

if an additional class of junior certificates has been issued, the holders

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(other than American or any of its affiliates) of such additional junior certificates will have the right to purchase all, but not less than all, of the Class A Certificates and Class B Certificates.

The purchase price, in each case described above, of any class of Certificates will be the outstanding Pool Balance of such class of Certificates plus accrued and undistributed interest, without any premium, but including any other amounts then due and payable to the Certificateholders of such class.

Liquidity Facilities

This prospectus supplement assumes that the Class B Certificates, if and when offered and issued, will have the benefit of a Liquidity Facility as described in this prospectus supplement. Under the Liquidity Facility for each of the Class A Trust and Class B Trust, the applicable Liquidity Provider is required, if necessary, to make advances in an aggregate amount sufficient to pay interest distributions on the applicable Certificates on up to three successive semiannual Regular Distribution Dates (without regard to any expected future distributions of principal on such Certificates) at the applicable interest rate for such Certificates. Drawings under the Liquidity Facilities cannot be used to pay any amount in respect of the Certificates other than such interest and will not cover interest payable on amounts held in escrow as Deposits with the Depository. See [Description of the Liquidity Facilities](#) for a description of the terms of the Liquidity Facilities, including the threshold rating requirements applicable to the Liquidity Provider.

Notwithstanding the subordination provisions under the Intercreditor Agreement, the holders of the Certificates issued by the Class A Trust or the Class B Trust will be entitled to receive and retain the proceeds of drawings under the Liquidity Facility for such Trust.

Upon each drawing under any Liquidity Facility to pay interest distributions on the related Certificates, the Subordination Agent will be obligated to reimburse the applicable Liquidity Provider for the amount of such drawing, together with interest on that drawing. Such reimbursement obligation and all interest, fees and other amounts owing to the Liquidity Provider under each Liquidity Facility and certain other agreements will rank equally with comparable obligations relating to the other Liquidity Facility and will rank senior to all of the Certificates in right of payment.

Escrowed Funds

This prospectus supplement assumes that the Class B Certificates, if and when offered and issued, will be issued subject to deposit and escrow arrangements substantially similar to those applicable to the Class A Certificates. Funds in escrow for the Certificateholders of each Trust will be held by the Depository as Deposits relating to such Trust. Subject to certain conditions, each Trustee may withdraw these funds from time to time to purchase the related series of Equipment Notes in respect of an Aircraft prior to the Delivery Period Termination Date. On each Regular Distribution Date, the Depository will pay interest accrued on the Deposits relating to each Trust at a rate per annum equal to the interest rate applicable to the Certificates issued by such Trust. The Deposits relating to each Trust and interest paid thereon will not be subject to the subordination provisions under the Intercreditor Agreement. The Deposits cannot be used to pay any other amount in respect of the Certificates. See [Description of the Deposit Agreements](#) for a description of the terms of the deposit arrangements, including

the threshold rating requirements

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applicable to the Depositary.

**Withdrawal and Return
of Escrowed Funds**

Under certain circumstances, less than all of the Deposits held in escrow may have been used to purchase Equipment Notes to be issued with respect to the Aircraft by the Delivery Period Termination Date. This could occur because of delays in the release of liens under the Existing Financings in connection with the refinancing of the Encumbered Aircraft or because of other reasons. See Description of the Certificates Obligation to Purchase Equipment Notes. If any funds remain as Deposits with respect to any Trust as of the Delivery Period Termination Date, such remaining funds will be withdrawn by the Escrow Agent and distributed by the Paying Agent, with accrued and unpaid interest on such remaining funds, but without any premium, to the Certificateholders of such Trust on a date no earlier than 15 days after the Paying Agent has received notice of the event requiring such distribution or, under certain circumstances, such remaining funds will be automatically returned by the Depositary to the Paying Agent on the Outside Termination Date, and the Paying Agent will distribute such funds to such Certificateholders as promptly as practicable thereafter. In addition, if a Triggering Event occurs prior to the Delivery Period Termination Date, any Deposits held in escrow will also be withdrawn and distributed to the applicable Certificateholders. See Description of the Deposit Agreements Other Withdrawals and Return of Deposits. If any of certain events of loss occurs with respect to an Aircraft before such Aircraft is financed pursuant to this offering, any Deposits relating to such Aircraft held in escrow with respect to each Trust will be similarly withdrawn and distributed to the Certificateholders of such Trust. See Description of the Deposit Agreements Other Withdrawals and Return of Deposits.

**Obligation to Purchase
Equipment Notes**

The Class A Trustee will be obligated to purchase the Series A Equipment Notes, and the Class B Trustee will be obligated to purchase the Series B Equipment Notes, issued with respect to each Aircraft prior to the Delivery Period Termination Date pursuant to the terms and conditions of the Note Purchase Agreement and the forms of financing agreements attached to the Note Purchase Agreement. On and subject to the terms and conditions of the Note Purchase Agreement and such forms of financing agreements, American agrees to enter into a secured debt financing with respect to: (a) each Unencumbered Aircraft, within 90 days after the Issuance Date and (b) each Encumbered Aircraft, on or prior to December 31, 2011, in each case with the relevant parties pursuant to financing agreements that are substantially in the forms attached to the Note Purchase Agreement. American may use financing agreements modified in any material respect from the forms attached to the Note Purchase Agreement so long as American obtains written confirmation from each Rating Agency to the effect that the use of such modified financing agreements will not result in a withdrawal, suspension or downgrading of the rating of each class of Certificates then rated by such Rating Agency and that remains outstanding. The terms of such financing agreements also must in any event comply with the Required Terms set forth in the Note Purchase Agreement. In addition, American, subject to certain exceptions, is obligated to certify to the Trustees that any substantive modifications do not materially and adversely affect the

Certificateholders or any Liquidity Provider.

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Under the Note Purchase Agreement, the Trustees will not be obligated to purchase the Equipment Notes to be issued with respect to any Aircraft not yet financed if a Triggering Event occurs or certain specified conditions are not met. In addition, if any of certain events of loss occurs with respect to an Aircraft before such Aircraft is financed pursuant to this offering, the Trustees will not be obligated to purchase the Equipment Notes to be issued with respect to such Aircraft. The Trustees will have no right or obligation to purchase the Equipment Notes to be issued with respect to any Aircraft after the Delivery Period Termination Date. See Description of the Certificates Obligation to Purchase Equipment Notes.

Possible Issuance of
Additional Certificates

Under certain circumstances, additional pass through certificates of one separate pass through trust, which will evidence fractional undivided ownership interests in a single new series of subordinated equipment notes with respect to some or all of the Aircraft, may be issued. Consummation of any such transaction will be subject to satisfaction of certain conditions, including receipt of confirmation from each Rating Agency to the effect that such transaction will not result in a withdrawal, suspension or downgrading of the rating for each class of Certificates then rated by such Rating Agency and that remains outstanding. The issuance of any additional pass through certificates in compliance with such conditions, and any amendment of the Parent Guarantee in connection with such issuance, will not require the consent of any Trustee or any holders of any class of Certificates. See Possible Issuance and Refinancing of Class B Certificates and Additional Certificates.

If any Additional Certificates are issued, under certain circumstances, the holders of the Additional Certificates will have certain rights to purchase the Class A Certificates and Class B Certificates. See Description of the Certificates Certificate Buyout Right of Certificateholders. In addition, if any Additional Certificates are issued, the priority of distributions in the Intercreditor Agreement may be revised such that certain obligations relating to interest on the Additional Certificates may rank ahead of certain obligations with respect to the Class A Certificates and Class B Certificates. See Possible Issuance and Refinancing of Class B Certificates and Additional Certificates.

Equipment Notes

- (a) Issuer
Under each Indenture, American will issue Series A Equipment Notes and, if (but only if) Class B Certificates are issued, Series B Equipment Notes with respect to the related Aircraft, which will be acquired, respectively, by the Class A Trust and Class B Trust.
- (b) Interest
The Equipment Notes held in each Trust will accrue interest at the Stated Interest Rate for the Certificates issued by such Trust. Interest on the issued and outstanding Equipment Notes will be payable on April 15 and October 15, commencing on April 15, 2012, and will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
- (c) Principal
Principal payments on the issued and outstanding Series A Equipment Notes and, if Class B Certificates are issued concurrently with the Class A Certificates on the terms

and conditions described in this prospectus supplement, Series B Equipment Notes are scheduled to be paid in

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specified amounts on April 15 and October 15 in certain years, commencing on April 15, 2012 and ending on certain dates depending on the applicable Aircraft related to such Equipment Notes as specified under Description of the Equipment Notes Principal and Interest Payments.

(d) Rankings

The following subordination provisions will be applicable to the Equipment Notes issued under the Indentures:

the indebtedness evidenced by the Series B Equipment Notes issued under an Indenture will be, to the extent and in the manner provided in such Indenture, subordinate and subject in right of payment to the Series A Equipment Notes issued under such Indenture;

if American issues any Additional Equipment Notes under an Indenture, the indebtedness evidenced by such Additional Equipment Notes will be, to the extent and in the manner provided in such Indenture (as may be amended in connection with any issuance of such Additional Equipment Notes), subordinate and subject in right of payment to the Series A Equipment Notes and the Series B Equipment Notes issued under such Indenture (see Possible Issuance and Refinancing of Class B Certificates and Additional Certificates); and

the indebtedness evidenced by the Series A Equipment Notes, the Series B Equipment Notes and any Additional Equipment Notes issued under an Indenture will be, to the extent and in the manner provided in the other Indentures, subordinate and subject in right of payment under such other Indentures to the Equipment Notes issued under such other Indentures.

By virtue of the Intercreditor Agreement, all of the Equipment Notes held by the Subordination Agent will be effectively cross-subordinated. This means that payments received on a junior series of Equipment Notes (if any) issued in respect of one Aircraft may be applied in accordance with the priority of payment provisions set forth in the Intercreditor Agreement to make distributions on a more senior class of Certificates. See Description of the Intercreditor Agreement Priority of Distributions.

(e) Redemption

Aircraft Event of Loss. Under an Indenture, if an Event of Loss occurs with respect to an Aircraft, American will either:

substitute for such Aircraft under the related financing agreements an aircraft meeting certain requirements; or

redeem all of the Equipment Notes issued with respect to such Aircraft.

The redemption price in such case will be the unpaid principal amount of such Equipment Notes to be redeemed, together with accrued and unpaid interest, but without any premium.

Optional Redemption. American may elect to redeem at any time prior to maturity all of the Equipment Notes issued with respect to an Aircraft; *provided* that all outstanding Equipment Notes with respect to all other Aircraft are simultaneously redeemed. In addition, American may elect to

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redeem the then outstanding Series B Equipment Notes issued with respect to all Aircraft in connection with a refinancing of such series or without refinancing. See Possible Issuance and Refinancing of Class B Certificates and Additional Certificates Refinancing of Class B Certificates and Additional Certificates. The redemption price in each such case will be the unpaid principal amount of such Equipment Notes being redeemed, together with accrued and unpaid interest, plus the Make-Whole Amount (if any). See Description of the Equipment Notes Redemption.

(f) Security and cross collateralization

The Equipment Notes issued with respect to each Aircraft will be secured by, among other things, a security interest in such Aircraft.

In addition, the Equipment Notes will be cross-collateralized to the extent described under Description of the Equipment Notes Security and Description of the Equipment Notes Subordination. This means, among other things, that any proceeds from the sale of any Aircraft by the Loan Trustee or other exercise of remedies under the related Indenture following an Indenture Event of Default under such Indenture will (after all of the Equipment Notes issued under such Indenture have been paid off, and subject to the provisions of the U.S. Bankruptcy Code (the *Bankruptcy Code*)) be available for application to shortfalls with respect to the Equipment Notes issued under the other Indentures and the other obligations secured by the other Indentures that are due at the time of such application. In the absence of any such shortfall at the time of such application, excess proceeds will be held by the Loan Trustee under such Indenture as additional collateral for the Equipment Notes issued under each of the other Indentures and will be applied to the payments in respect of the Equipment Notes issued under such other Indentures as they come due. However, if any Equipment Note ceases to be held by the Subordination Agent (as a result of sale during the exercise of remedies by the Controlling Party or otherwise), such Equipment Note will cease to be entitled to the benefits of cross-collateralization. Any cash Collateral held as a result of the cross-collateralization of the Equipment Notes would not be entitled to the benefits of Section 1110 of the Bankruptcy Code (*Section 1110*).

If the Equipment Notes issued under any Indenture are repaid in full in the case of an Event of Loss with respect to the applicable Aircraft, the lien on such Aircraft under such Indenture will be released. At any time on or after the latest Final Maturity Date of the Equipment Notes issued in respect of an Aircraft, if all obligations secured under all of the Indentures that are then due have been paid, the lien on such Aircraft under the applicable Indenture will be released and such Aircraft will cease to be included in the collateral pool. Once the lien on any Aircraft is released, such Aircraft will no longer secure the amounts that may be owing under any Indenture.

(g) Airframe Substitution

American may elect to release any Airframe from the security interest of the related Indenture and substitute it with an airframe of the same model, so long as:
 no Indenture Event of Default has occurred and is continuing at the time of substitution;

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the substitute airframe has a date of manufacture no earlier than one year prior to the date of manufacture of the Airframe subject to such Indenture on the issuance date of the Series A Equipment Notes; and

the substitute airframe has an appraised current market value, adjusted for its maintenance status, not less than that of the released Airframe.

See Description of the Equipment Notes Security Substitution of Airframe.

(h) Cross-default

There will be cross-default provisions in the Indentures. This means that if the Equipment Notes issued with respect to one Aircraft are in a continuing default, the Equipment Notes issued with respect to the remaining Aircraft will also be in default, and remedies will be exercisable with respect to all Aircraft.

(i) Section 1110 Protection

American's General Counsel will provide an opinion to the Trustees that the benefits of Section 1110 will be available for each of the Aircraft.

Certain U.S. Federal Income Tax Consequences

The Trusts themselves will not be subject to U.S. federal income tax. See Certain U.S. Federal Income Tax Consequences.

Certain ERISA Considerations

Each person who acquires a Certificate or an interest therein will be deemed to have represented that either:

no assets of a Plan or of any trust established with respect to a Plan have been used to acquire such Certificate or an interest therein; or

the purchase and holding of such Certificate or an interest therein by such person are exempt from the prohibited transaction restrictions of ERISA and the Code or provisions of Similar Law pursuant to one or more statutory or administrative exemptions.

See Certain ERISA Considerations.

Transfer Restrictions for Class B Certificates

If Class B Certificates are issued concurrently with Class A Certificates on the terms and conditions described in this prospectus supplement, the Class B Certificates may be sold only to qualified institutional buyers, as defined in Rule 144A of the Securities Act, for so long as they are outstanding. See Description of the Certificates Transfer Restrictions for Class B Certificates.

Governing Law

The Certificates and the Equipment Notes will be governed by the laws of the State of New York.

Table of Contents**Recent Developments*****New Aircraft Orders***

American entered into landmark agreements with Airbus S.A.S. (*Airbus*) and The Boeing Corporation (*Boeing*) that will allow it to replace and transform American's narrowbody fleet over five years and solidify its fleet plan into the next decade. These new aircraft will allow American to reduce its operating and fuel costs and deliver state-of-the-art amenities to customers, while maximizing financial flexibility for American. Under the new agreements, American plans to acquire 460 narrowbody aircraft from the Boeing 737 and Airbus A320 families beginning in 2013 through 2022. American also has purchase rights and options through 2025 for an additional 465 aircraft from these families. As part of these agreements, starting in 2017, American will become the first network U.S. airline to begin taking delivery of next generation Airbus and Boeing narrowbody aircraft that will further accelerate fuel-efficiency gains. These new deliveries are expected to pave the way for American to have the youngest and most fuel-efficient fleet among its U.S. airline peers in approximately five years. In addition, the manufacturers have committed financing to American of approximately \$13 billion through lease transactions, which covers the first 100 Boeing deliveries and the first 130 Airbus deliveries.

American entered into agreements (the *Boeing Agreements*) with Boeing on July 19, 2011 to acquire 100 additional Boeing 737 Next Generation aircraft (the *firm NG Aircraft*), which, subject to certain limitations, may consist of Boeing 737-700, 737-800, or 737-900ER aircraft. The firm NG Aircraft include three Boeing 737-800 aircraft for which American exercised purchase rights on June 30, 2011. Twenty of the firm NG Aircraft are scheduled to be delivered in each of the years 2013 to 2017. Under the Boeing Agreements, American also expects to acquire 100 Boeing 737 Next Generation re-engined aircraft (the *Re-Engined NG Aircraft*), to be equipped with new, more fuel efficient engines. American's acquisition of Re-Engined NG Aircraft is subject to a number of conditions, including negotiation of definitive agreements with Boeing to acquire such aircraft. If acquired, 20 Re-Engined NG Aircraft would be scheduled to be delivered in each of the years 2018 to 2022. In addition, under the Boeing Agreements, American acquired purchase rights for 40 additional Boeing 737 Next Generation aircraft, which, if exercised, would be delivered in the years 2015 to 2018, and purchase rights for 60 additional Boeing 737 Next Generation re-engined aircraft, which, if exercised, would be delivered in the years 2020 to 2025. Boeing agreed to provide primary lease financing to American for the firm NG Aircraft. If American elects to use this lease financing on any firm NG Aircraft, then subject to certain terms and conditions, including the absence of defaults under certain other agreements, BCC Equipment Leasing Corporation (a subsidiary of Boeing) or a third party arranged by Boeing will enter into a lease for such aircraft with American for an initial term of ten years. Each lease will include customary terms and conditions, including covenants regarding maintenance, operation, registration, liens and insurance with respect to the aircraft, as well as defaults relating to payment and performance of lease obligations and certain cross-default arrangements. If American does not elect to lease any firm NG Aircraft using the lease financing provided by Boeing, American may purchase such aircraft using other financing provided by a third party and arranged directly by American.

American entered into agreements (the *Airbus Agreements*) with Airbus on July 20, 2011. Under the Airbus Agreements, American committed to lease 130 Airbus current generation A320 family aircraft (the *firm Current Generation Airbus Aircraft*) which, subject to certain limitations, may consist of A319, A320 or A321 aircraft, and committed to purchase 130 Airbus A320 family new engine option aircraft (the *firm NEO Airbus Aircraft*), to be equipped with new, more fuel efficient engines. Between 20 to 35 of the firm Current Generation Airbus Aircraft are scheduled to be delivered in each of the years 2013 to 2017. Ten firm NEO Airbus Aircraft are scheduled to be delivered in 2017 and thereafter between 20 to 25 firm NEO Airbus Aircraft are scheduled to be delivered in each of the years 2018 to 2022. In addition, American acquired 70 options and 15 purchase rights for additional Airbus current generation A320 family aircraft, which, if exercised, would be delivered in years 2014 to 2017, and options for 280 additional Airbus A320 family new engine option aircraft, which, if exercised, would be delivered in the years 2017 to 2025. Under the Airbus Agreements, subject to American's rights to purchase firm Current Generation Airbus Aircraft in certain circumstances, and subject to certain terms and conditions, including the absence of defaults under certain other agreements, the firm Current Generation Airbus Aircraft will be

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financed under leases with initial terms of ten years with Airbus or one of its affiliates, or with a third party arranged by Airbus. The leases will include customary terms and conditions, including covenants regarding maintenance, operation, registration, liens and insurance with respect to the aircraft, as well as defaults relating to payment and performance of lease obligations and certain cross-default arrangements.

American's total aircraft acquisition commitments are expected to be approximately \$10.8 billion at the end of the third quarter 2011, reflecting the firm orders under the transactions described above and delivery payments and pre-delivery deposits paid during the quarter with respect to purchased aircraft. Future minimum lease payments required under capital and operating leases that have initial or remaining non-cancelable lease terms in excess of a year as of the end of the third quarter are expected to be approximately \$23.8 billion. Airbus and Boeing have committed financing to American in an aggregate of \$13 billion through lease transactions, which covers the first 100 Boeing aircraft and first 130 Airbus aircraft to be delivered under the transactions described above.

At the end of the third quarter 2011, payments for aircraft acquisition commitments for firm orders outstanding as of the date hereof, including commitments under the transactions described above as well as American's other outstanding aircraft purchase commitments, are expected to approximate \$295 million for the remainder of 2011, \$1.3 billion in 2012, \$1.4 billion in 2013, \$476 million in 2014, \$202 million in 2015, and \$157 million for 2016, net of pre-delivery deposits currently held by the manufacturers.

The above aircraft acquisition commitments relate to 6, 30, 22, 7, 2, and 2 purchased aircraft scheduled for delivery to American in the remainder of 2011, 2012, 2013, 2014, 2015 and 2016, respectively, and pre-delivery deposits for the leased aircraft subject to the transactions described above. American has arranged financin