

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

FORM 10-Q

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
For the Quarterly Period Ended June 30, 2004.

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

Commission file number 1-2691.

American Airlines, Inc.
(Exact name of registrant as specified in its charter)

Delaware	13-1502798
(State or other	(I.R.S. Employer
jurisdiction	Identification No.)
of incorporation or	
organization)	

4333 Amon Carter Blvd.	
Fort Worth, Texas	76155
(Address of principal	(Zip Code)
executive offices)	

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

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

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

Indicate by check mark whether the registrant is an accelerated
filer (as defined in Exchange Act Rule 12b-2). Yes No ☒ .

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

Common Stock, \$1 par value - 1,000 shares as of July 16, 2004.

The registrant meets the conditions set forth in, and is filing
this form with the reduced disclosure format prescribed by,
General Instructions H(1)(a) and (b) of Form 10-Q.

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PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

AMERICAN AIRLINES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited) (In millions)

Three Months

Ended Six

Months Ended

June 30,

June 30,

2004 2003

2004 2003

~~Revenues~~

~~Passenger \$~~

~~3,895 \$~~

~~3,544 \$7,573~~

~~\$ 6,938~~

~~Regional~~

~~Affiliates~~

~~505 387 925~~

~~713 Cargo~~

~~155 140 303~~

~~274 Other~~

~~revenues 266~~

~~245 523 499~~

~~Total~~

~~operating~~

~~revenues~~

~~4,021 4,316~~

~~9,324 8,424~~

~~Expenses~~

~~Wages,~~

~~salaries and~~

~~benefits~~

~~1,580 1,761~~

~~3,101 3,750~~

~~Aircraft~~

~~fuel 848 604~~

~~1,596 1,286~~

~~Regional~~

~~payments 454~~

~~388 887 759~~

~~Commissions,~~

~~booking fees~~

~~and credit~~

~~card expense~~

~~287 261 574~~

~~515~~

~~Depreciation~~

~~and~~

~~amortization~~

278-301-563	
598-Other	
rentals and	
landing fees	
270-275-545	
543	
Maintenance,	
materials	
and repairs	
210-150-406	
345-Aircraft	
rentals-148	
172-296-356	
Food service	
138-150-274	
298-Other	
operating	
expenses-516	
509-1,015	
1,107	
Special	
charges (31)-	
76-(31)-101	
U. S.	
government	
grant—	
(315)—	
(315)-Total	
operating	
expenses	
4,698-4,332	
9,226-9,343	
Operating	
Income	
(Loss)-123	
(16)-98	
(919)-Other	
Income	
(Expense)-	
Interest	
income-13-8	
27-21	
Interest	
expense	
(162)-(147)-	
(322)-(296)-	
Interest	
capitalized	
19-17-36-35	
Related	
party	
interest—	
net—2—5	
Miscellaneous	
—net (6)-3	
(34)-(11)-	
(136)-(117)-	
(293)-(246)-	
Loss Before	
Income Taxes	
(13)-(133)-	
(195)-	
(1,165)-	
Income tax	
benefit—	
—Net Loss	
\$-(13)-	
\$-(133)-\$	
(195)-	
\$(1,165)-	

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

June 30,
December 31,
2004 2003

Assets
Current
~~Assets Cash \$~~
~~194 \$ 118~~
~~Short term~~
~~investments~~
~~3,151 2,474~~
~~Restricted~~
~~cash and~~
~~short term~~
~~investments~~
~~489 527~~
~~Receivables,~~
~~net 910 760~~
~~Inventories,~~
~~net 464 475~~
~~Other current~~
~~assets 229~~
~~232 Total~~
~~current~~
~~assets 5,437~~
~~4,586~~
~~Equipment and~~
~~Property~~
~~Flight~~
~~equipment,~~
~~net 12,514~~
~~12,803 Other~~
~~equipment and~~
~~property, net~~
~~2,323 2,344~~
~~Purchase~~
~~deposits for~~
~~flight~~
~~equipment 277~~
~~277 15,114~~
~~15,424~~
~~Equipment and~~
~~Property~~
~~Under Capital~~
~~Leases Flight~~
~~equipment,~~
~~net 1,212~~
~~1,279 Other~~
~~equipment and~~
~~property, net~~
~~81 86 1,293~~
~~1,365 Route~~
~~acquisition~~
~~costs and~~
~~airport~~
~~operating and~~
~~gate lease~~
~~rights, net~~
~~1,207 1,221~~
~~Other assets~~
~~3,824 3,875~~
~~\$26,875~~
~~\$26,471~~
~~Liabilities~~
~~and~~
~~Stockholder's~~
~~Equity~~
~~Current~~
~~Liabilities~~
~~Accounts~~
~~payable \$~~
~~1,072 \$ 910~~
~~Accrued~~
~~liabilities~~
~~1,818 1,840~~
~~Air traffic~~
~~liability~~
~~3,376 2,799~~
~~Payable to~~
~~affiliates,~~
~~net 238 153~~
~~Current~~

~~maturities of~~
~~long-term~~
~~debt 464 465~~
~~Current~~
~~obligations~~
~~under capital~~
~~leases 145~~
~~170 Total~~
~~current~~
~~liabilities~~
~~7,113 6,337~~
~~long-term~~
~~debt, less~~
~~current~~
~~maturities~~
~~9,058 9,073~~
~~Obligations~~
~~under capital~~
~~leases, less~~
~~current~~
~~obligations~~
~~1,090 1,156~~
~~Pension and~~
~~postretirement~~
~~benefits~~
~~4,604 4,803~~
~~Other~~
~~liabilities,~~
~~deferred~~
~~gains and~~
~~deferred~~
~~credits 4,589~~
~~4,757~~
~~Stockholder's~~
~~Equity Common~~
~~stock —~~
~~Additional~~
~~paid-in~~
~~capital 3,312~~
~~3,023~~
~~Accumulated~~
~~other~~
~~comprehensive~~
~~loss (911)~~
~~(893)~~
~~Retained~~
~~deficit~~
~~(1,980)~~
~~(1,785) 421~~
~~345 \$26,875~~
~~\$26,471~~

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

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AMERICAN AIRLINES, INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited) (In millions)
 Six Months
 Ended June
 30, 2004
 2003 ~~Net~~
~~Cash~~
~~Provided~~
~~(Used) by~~
~~Operating~~
~~Activities \$~~
~~577 \$ (69)~~
~~Cash Flow~~
~~from~~
~~Investing~~
~~Activities:~~
~~Capital~~
~~expenditures,~~
~~including~~
~~purchase~~
~~deposits for~~
~~flight~~
~~equipment~~
~~(153) (173)~~

Net
 (increase)
~~decrease in~~
~~short-term~~
~~investments~~
~~(677) 172~~
~~Net decrease~~
~~in~~
~~restricted~~
~~cash and~~
~~short-term~~
~~investments~~
~~38 233~~
~~Proceeds~~
~~from sale of~~
~~equipment~~
~~and property~~
~~26 33~~
~~Proceeds~~
~~from sale of~~
~~interest in~~
~~Worldspan~~
~~180 Other~~
~~(9) 24~~ Net
~~cash (used)~~
~~provided by~~
~~investing~~
~~activities~~
~~(775) 469~~
~~Cash Flow~~
~~from~~
~~Financing~~
~~Activities:~~
~~Payments on~~
~~long-term~~
~~debt and~~
~~capital~~
~~lease~~
~~obligations~~
~~(287) (466)~~
~~Proceeds~~
~~from~~
~~issuance of~~
~~long-term~~
~~debt 180~~
~~Funds~~
~~transferred~~
~~from~~
~~affiliates,~~
~~net 381 121~~
~~Net cash~~
~~provided~~
~~(used) by~~
~~financing~~
~~activities~~
~~274 (345)~~
~~Net increase~~
~~in cash 76~~
~~55 Cash at~~
~~beginning of~~
~~period 118~~
~~100 Cash at~~
~~end of~~
~~period \$ 194~~
~~\$ 155~~
~~Activities~~
~~Net~~
~~Affecting~~
~~Cash Flight~~
~~equipment~~
~~acquired~~
~~through~~
~~seller~~
~~financing \$~~
~~— \$ 458~~
~~Capital~~
~~lease~~
~~obligations~~
~~incurred \$~~
~~10 \$ 131~~
~~Reductions~~

~~to capital~~
~~lease~~
~~obligations~~
~~due to lease~~
~~modifications~~
~~\$ (127)~~

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

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AMERICAN AIRLINES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1.The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, these financial statements contain all adjustments, consisting of normal recurring accruals unless otherwise disclosed, necessary to present fairly the financial position, results of operations and cash flows for the periods indicated. Results of operations for the periods presented herein are not necessarily indicative of results of operations for the entire year. American Airlines, Inc. (American or the Company) is a wholly owned subsidiary of AMR Corporation (AMR). For further information, refer to the consolidated financial statements and footnotes thereto included in the American Annual Report on Form 10-K for the year ended December 31, 2003 (2003 Form 10-K). Certain amounts have been reclassified to conform with the 2004 presentation.

2.The Company accounts for its participation in AMR's stock-based compensation plans in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related Interpretations. Under APB 25, no compensation expense is recognized for stock option grants if the exercise price of the stock option grants is at or above the fair market value of the underlying stock on the date of grant. The Company has adopted the pro forma disclosure features of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" (SFAS 123), as amended by Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure." The following table illustrates the effect on net loss if the Company had applied the fair value recognition provisions of SFAS 123 to stock-based employee compensation (in millions):

Three
Months
Ended Six
Months
Ended June
30, June
30, 2004
2003 2004
2003 ~~Net~~
~~loss, as~~
~~reported~~
~~\$(13)~~
~~\$(133)~~
~~\$(195)~~
~~\$(1,165)~~
~~Add: Stock-~~

~~based~~
~~employee~~
~~compensation~~
~~expense~~
~~included in~~
~~reported~~
~~net loss~~ 5
~~8 16 5~~
~~Deduct:~~
~~Total~~
~~stock based~~
~~employee~~
~~compensation~~
~~expense~~
~~determined~~
~~under fair~~
~~value based~~
~~methods for~~
~~all awards~~
~~(22) (23)~~
~~(49) (30)~~
~~Pro forma~~
~~net loss~~
~~\$(30)~~
~~\$(148)~~
~~\$(228)~~
~~\$(1,190)~~

3. As of June 30, 2004, the Company had commitments to acquire an aggregate of 47 Boeing 737-800s and nine Boeing 777-200ERs in 2006 through 2010. Future payments for all aircraft, including the estimated amounts for price escalation, will approximate \$106 million in 2005, \$654 million in 2006 and an aggregate of approximately \$2.0 billion in 2007 through 2010.

The Company is subject to environmental issues at various airport and non-airport locations for which it has accrued, in Accrued liabilities on the accompanying condensed consolidated balance sheets, \$73 million and \$72 million at June 30, 2004 and December 31, 2003, respectively. Management believes, after considering a number of factors, that the ultimate disposition of these environmental issues is not expected to materially affect the Company's consolidated financial position, results of operations or cash flows. Amounts recorded for environmental issues are based on the Company's current assessments of the ultimate outcome and, accordingly, could increase or decrease as these assessments change.

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AMERICAN AIRLINES, INC.

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

In 2003, the Company reached concessionary agreements with certain lessors. Certain of these agreements provide that the Company's obligations under the related leases revert to the original terms if certain events occur prior to December 31, 2005, including: (i) an event of default under the related lease (which generally occurs only if a payment default occurs), (ii) an event of loss with respect to the related aircraft, (iii) rejection by the Company of the lease under the provisions of Chapter 11 of the U.S. Bankruptcy Code or (iv) the Company's filing for bankruptcy under Chapter 7 of the U.S. Bankruptcy Code. If any one of these events were to occur, the Company would be responsible for approximately \$64 million in additional operating lease payments and \$65 million in additional payments related to capital leases as of June 30, 2004. This amount will increase to approximately \$119 million in operating lease payments and \$111 million in payments related to capital leases prior to the expiration of the provision on December 31, 2005. These amounts are being accounted for as contingent rentals and will only be recognized if they become payable.

Financial Accounting Standards Board Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (Interpretation 45), requires disclosures in interim and annual financial statements about obligations under certain guarantees issued by the Company. The disclosures required by Interpretation 45 were included in Notes 4, 5 and 6 to the consolidated financial statements in the 2003 Form 10-K. There have been no significant

changes to such disclosures except as disclosed in Note 6 in this Form 10-Q.

4. Accumulated depreciation of owned equipment and property at June 30, 2004 and December 31, 2003 was \$8.2 billion and \$7.8 billion, respectively. Accumulated amortization of equipment and property under capital leases at June 30, 2004 and December 31, 2003 was \$1.1 billion.
5. As discussed in Note 8 to the consolidated financial statements in the 2003 Form 10-K, the Company has a valuation allowance against the full amount of its net deferred tax asset. The Company's deferred tax asset valuation allowance increased \$72 million during the six months ended June 30, 2004 to \$1.1 billion as of June 30, 2004.
6. In February 2004, American issued \$180 million of Fixed Rate Secured Notes due 2009, which bear interest at 7.25 percent. As of June 30, 2004, these notes are secured by certain spare parts (with a net book value of \$219 million), and by \$37 million in cash collateral (classified as Other assets on the accompanying condensed consolidated financial statements).

Also in February 2004, AMR issued \$324 million principal amount of 4.50 percent senior convertible notes due 2024 (the 4.50 Notes). Each note is convertible into AMR common stock at a conversion rate of 45.3515 shares per \$1,000 principal amount of notes (which represents an equivalent conversion price of \$22.05 per share), subject to adjustment in certain instances. The notes are convertible under certain circumstances, including if (i) the closing sale price of AMR's common stock reaches a certain level for a specified period of time, (ii) the trading price of the notes as a percentage of the closing sale price of AMR's common stock falls below a certain level for a specified period of time, (iii) AMR calls the notes for redemption, or (iv) certain corporate transactions occur. Holders of the notes may require AMR to repurchase all or any portion of the notes on February 15, 2009, 2014 and 2019 at a purchase price equal to the principal amount of the notes being purchased plus accrued and unpaid interest to the date of purchase. AMR may pay the purchase price in cash, common stock or a combination of cash and common stock. After February 15, 2009, AMR may redeem all or any portion of the notes for cash at a price equal to the principal amount of the notes being redeemed plus accrued and unpaid interest as of the redemption date. These notes are guaranteed by American. In February 2004, AMR transferred \$315 million in proceeds from the 4.50 Notes to American. If the holders of the 4.50 Notes or AMR's 4.25 percent senior convertible notes due 2023 (the 4.25 Notes) require AMR to repurchase all or any portion of the notes on the repurchase dates, it is AMR's present intention to satisfy the requirement in cash.

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AMERICAN AIRLINES, INC.

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

As of June 30, 2004, AMR has issued guarantees covering approximately \$932 million of American's tax-exempt bond debt and American has issued guarantees covering approximately \$1.3 billion of AMR's unsecured debt. In addition, as of June 30, 2004, AMR and American have issued guarantees covering approximately \$484 million of AMR Eagle's secured debt.

7. The following tables provide the components of net periodic benefit cost for the three and six months ended June 30, 2004 and 2003 (in millions):

Pension
Benefits
Three
Months
Ended Six
Months
Ended June
30, June
30, 2004
2003 2004
2003
Components
of net
periodic

~~benefit~~
~~cost~~
~~Service~~
~~cost \$ 90 \$~~
~~90 \$ 179 \$~~
~~199~~
~~Interest~~
~~cost 141~~
~~141 283 293~~
~~Expected~~
~~return on~~
~~assets~~
~~(142) (118)~~
~~(284) (236)~~
~~Amortization~~
~~of: Prior~~
~~service~~
~~cost 3 4 7~~
~~11~~
~~Unrecognized~~
~~net loss 15~~
~~26 29 58~~
~~Curtailment~~
~~loss * 46~~
~~46 Net~~
~~periodic~~
~~benefit~~
~~cost \$ 107~~
~~\$ 189 \$ 214~~
~~\$ 371~~

* Included in Special charges in the consolidated statement of operations.

Other
 Postretirement
 Benefits
 Three Months
 Ended Six
 Months Ended
 June 30, June
 30, 2004 2003
 2004 2003
~~Components of~~
~~net periodic~~
~~benefit cost~~
~~Service cost~~
~~\$ 19 \$ 21 \$~~
~~38 \$ 45~~
~~Interest cost~~
~~50 54 101 110~~
~~Expected~~
~~return on~~
~~assets (3)~~
~~(3) (6) (5)~~
~~Amortization~~
~~of: Prior~~
~~service cost~~
~~(2) (2) (5)~~
~~(4)~~
~~Unrecognized~~
~~net loss 2 5~~
~~4 10 Net~~
~~periodic~~
~~benefit cost~~
~~\$ 66 \$ 75 \$~~
~~132 \$ 156~~

As of June 30, 2004, the Company had contributed the entire \$461 million minimum amount it expects to contribute to its defined benefit pension plans in 2004. The Company expects to contribute a minimum of \$450 million to its defined benefit pension plans in 2005. The Company's estimates of its defined benefit pension plan contributions reflect the provisions of the Pension Funding Equity Act of 2004, which was enacted in April 2004.

(Unaudited)

In December 2003, the President signed the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the Modernization Act), which introduced a prescription drug benefit under Medicare into law. In January 2004, the Financial Accounting Standards Board (FASB) issued a FASB Staff Position, which permitted companies to elect to defer accounting for the effects of the Modernization Act. The Company did not elect this deferral and recognized the effect of the Modernization Act in the calculation of its postretirement benefit liability as of December 31, 2003. In May 2004, the FASB issued a FASB Staff Position with final authoritative guidance on accounting for the Modernization Act. This final authoritative guidance had no impact on the Company's accounting for the Modernization Act.

The effect of the Modernization Act was (i) to reduce the Company's accumulated postretirement benefit obligation (APBO) as of December 31, 2003 by \$415 million by decreasing unrecognized net actuarial losses and (ii) to decrease the Company's full year 2004 postretirement benefits expense by approximately \$60 million. The decrease in the Company's APBO is due to a reduction in the expected per capita claims cost along with a reduction in the expected rates of participation in the plan and is reflected in the Company's 2004 postretirement benefits expense through amortization of unrecognized gains/losses. Additionally, the service and interest cost components of the Company's 2004 postretirement benefits expense have been reduced as a result of the Modernization Act.

8. During the last few years, as a result of the events of September 11, 2001 and the Company's restructuring activities, the Company has recorded a number of special charges. During the six months ended June 30, 2004 and 2003, the Company recorded the following to Special charges:

Description of Charge	Amount (millions)
2004	
Aircraft charges	
Adjusted prior accruals for lease return and other costs initially recorded as a component of Special charges due to lower than anticipated lease return costs	\$ (20)
Employee charges	
Adjusted prior accruals for severance costs related to the 2003 Management Reductions and Labor Agreements* due to fewer furloughs than anticipated resulting from the Company's operational requirements and the volume of pilot retirements	\$ (11)
2003	
Aircraft charges	
Adjusted prior accruals for lease return and other costs initially recorded as a component of Special charges	\$ (20)

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AMERICAN AIRLINES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

Description of Charge	Amount (millions)
2003 (continued)	
Employee charges	
Reduced approximately 8,000 jobs across all work groups in conjunction with the Management Reductions and the Labor Agreements. Accrued primarily severance costs.	\$ 60

Recognized curtailment loss**	46
Accrued severance charges related to the 2002 workforce reduction	25
Reduced vacation accrual to reflect new lower pay scales and maximum vacation caps and wrote-off a note receivable from one of the Ccompany's three major unions in conjunction with the Labor Agreements and the Management Reductions	(59)
	\$ 72
Facility exit costs	
Accrued the fair value of future lease commitments and wrote-off certain prepaid rental amounts and leasehold improvements related to certain excess airport space	\$ 45
Other	4
	\$ 49

*In February 2003, American asked its employees for approximately \$1.8 billion in annual savings through a combination of changes in wages, benefits and work rules. In April 2003, American reached agreements with its three major unions (the Labor Agreements) and also implemented various reductions in the pay plans and benefits for non-unionized personnel, including officers and other management (the Management Reductions).

**As result of workforce reductions related to the Labor Agreements and Management Reductions, the Company recognized a curtailment loss of \$46 million related to its defined benefit pension plans, in accordance with Statement of Financial Accounting Standards No. 88, "Employers' Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits" (SFAS 88).

The following table summarizes the changes in the remaining accruals for special charges (in millions):

Aircraft
Facility
Employee
Charges
Exit Costs
Charges
Total
Remaining
accrual at
December
31, 2003 \$
194 \$ 56 \$
26 \$ 276
Adjustments
(20)
(11) (31)
Payments
(42) (4)
(8) (54)
Remaining
accrual at
June 30,
2004 \$ 132
\$ 52 \$ 7 \$
191

Cash outlays related to the accruals, as of June 30, 2004, for aircraft charges, facility exit costs and employee charges will occur through 2014, 2018 and 2004, respectively.

In April 2003, the President signed the Emergency Wartime Supplemental Appropriations Act, 2003 (the Appropriations Act), which included provisions authorizing payment of \$2.3 billion to reimburse air carriers for increased security costs in proportion

to the amounts each carrier had paid in passenger security and air carrier security fees to the Transportation Security Administration (the Security Fee Reimbursement). The Company's Security Fee Reimbursement was \$315 million (net of payments to American Eagle Airlines, Inc., Executive Airlines, Inc. and independent regional affiliates) and is included in U.S. government grant in the accompanying consolidated statement of operations.

9. The Company includes changes in the fair value of certain derivative financial instruments that qualify for hedge accounting, changes in minimum pension liabilities and unrealized gains and losses on available-for-sale securities in comprehensive loss. In the second quarter of 2003, as a result of the Labor Agreements and Management Reductions discussed in Note 8 in this Form 10-Q, the Company remeasured its defined benefit plans. In conjunction with the remeasurement the Company recorded an increase in its minimum pension liability, which resulted in an additional charge to stockholder's equity as a component of other comprehensive loss of \$334 million.

For the three months ended June 30, 2004 and 2003, comprehensive loss was \$14 million and \$475 million, respectively, and for the six months ended June 30, 2004 and 2003, comprehensive loss was \$213 million and \$1.5 billion, respectively. The difference between net loss and comprehensive loss for the six months ended June 30, 2004 is due primarily to the accounting for the Company's derivative financial instruments. The difference between net loss and comprehensive loss for the three and six months ended June 30, 2003 is due primarily to the adjustment to the Company's minimum pension liability.

10. American classifies certain receivables from its parent and affiliates against Additional paid-in-capital. In February 2004, AMR transferred the proceeds from the 4.50 Notes to American, reducing American's receivable from AMR by approximately \$315 million. As of June 30, 2004, the Company classified a \$95 million receivable from its parent against Additional paid-in-capital on the accompanying condensed consolidated balance sheet. Comparatively, as of December 31, 2003, the Company classified a \$383 million receivable from its parent against Additional paid-in-capital on the accompanying condensed consolidated balance sheet.

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

Forward-Looking Information

Statements in this report contain various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent the Company's expectations or beliefs concerning future events. When used in this document and in documents incorporated herein by reference, the words "expects," "plans," "anticipates," "believes," and similar expressions are intended to identify forward-looking statements. Forward-looking statements include, without limitation, the Company's expectations concerning operations and financial conditions, including changes in capacity, revenues, and costs, future financing needs, overall economic conditions, plans and objectives for future operations, and the impact on the Company of its results of operations in recent years and the sufficiency of its financial resources to absorb that impact. Other forward-looking statements include statements which do not relate solely to historical facts, such as, without limitation, statements which discuss the possible future effects of current known trends or

uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this report are based upon information available to the Company on the date of this report. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Forward-looking statements are subject to a number of risk factors that could cause actual results to differ materially from our expectations. The following factors, in addition to other possible factors not listed, could cause the Company's actual results to differ materially from those expressed in forward-looking statements: changes in economic, business and financial conditions; the Company's substantial indebtedness; continued high fuel prices and the availability of fuel; the residual effects of the war in Iraq; conflicts in the Middle East or elsewhere; the highly competitive business environment faced by the Company, with increasing competition from low cost carriers and historically low fare levels (which could result in a deterioration in the revenue environment); the ability of the Company to implement its restructuring program and the effect of the program on operational performance and service levels; uncertainties with respect to the Company's international operations; changes in the Company's business strategy; actions by U.S. or foreign government agencies; the possible occurrence of additional terrorist attacks; another outbreak of a disease (such as SARS) that affects travel behavior; uncertainties with respect to the Company's relationships with unionized and other employee work groups; the inability of the Company to satisfy existing financial or other covenants in certain of its credit agreements; the availability of future financing; and increased insurance costs and potential reductions of available insurance coverage. Additional information concerning these and other factors is contained in the Company's Securities and Exchange Commission filings, including but not limited to the 2003 Form 10-K.

Overview

American ended the quarter with \$3.3 billion of cash and short-term investments (and an additional \$489 million in restricted cash and short-term investments). As of the date of this Form 10-Q, the Company believes it has sufficient liquidity to fund its operations for the foreseeable future. Nevertheless, American remains heavily indebted and has significant obligations due in 2005 and thereafter, as described more fully under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2003 Form 10-K. Also see the discussion of the Company's credit facility covenants on page 11 of this Form 10-Q.

American's operating income and net loss improved during the three and the six months ended June 30, 2004 compared to the same periods in 2003. The improvement in the second quarter operating results occurred despite the receipt of a U.S. government grant of \$315 million in the second quarter of 2003 (as discussed in Note 8 to the accompanying condensed consolidated financial statements).

(in	
millions)	
Three	
Months	
Ended	
Six	
Months	
Ended	
June 30,	
June 30,	
2004	
2003	
Change	
2004	
2003	
Change	
Operating	
Income	
(Loss) \$	
123 \$	
(16) \$	
139 \$ 98	
\$ (919)	
\$1,017	
Net Loss	
\$ (13)	

~~\$(133)-\$~~
~~120~~
~~\$(195)-~~
~~\$(1,165)-~~
~~\$ 970~~
~~-10-~~

The year-over-year improvement in the Company's operating results reflects the benefit of the cost reduction initiatives in the Company's restructuring program, which is described more fully under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 2003 Form 10-K. As a result of its restructuring efforts, American's unit costs are currently among the lowest of the traditional hub and spoke carriers.

Although the Company has made significant progress in restructuring its operations, external factors continue to create a challenging financial environment for the Company and the U.S. airline industry in general. The Company's operating and financial results are significantly affected by the price and availability of jet fuel. Persistent fuel price increases resulted in a year-over-year increase of 28.2 cents per gallon for American's mainline operations for the second quarter. This price increase negatively impacted fuel expense by \$215 million during the quarter, based on mainline fuel consumption of 762 million gallons. Continuing high fuel prices, additional increases in the price of fuel, or limits in the supply of fuel, would further adversely affect the Company's financial condition and results of operations.

Mainline unit revenues (passenger revenues per available seat mile) improved 1.3 percent during the second quarter of 2004 due to a 1.3 point increase in American's load factor compared to the same period in 2003. However, passenger yield (passenger revenue per passenger mile) remained depressed relative to historical measures because of the Company's reduced pricing power, resulting mainly from greater cost sensitivity on the part of travelers, especially business travelers, and intensifying competition arising in part from the growth of low-cost carriers and in part from the effects of significant increases in overall industry capacity in 2004.

The Company needs improvement in the revenue environment, additional cost reductions and further productivity improvements before it can return to sustained profitability at acceptable levels. In addition, the Company's ability to return to sustained profitability at acceptable levels will depend on a number of risk factors, many of which are largely beyond the Company's control. Some of the risk factors that have had and/or may have a negative impact on the Company's business and financial results are referred to under "Forward-Looking Information" above and are discussed in the Risk Factors listed in Item 7 (on pages 36-38) in the 2003 Form 10-K. In particular, if the revenue environment deteriorates beyond normal seasonal trends, fuel prices remain at historically high levels for an extended period of time or the Company is unable to access the capital markets to raise additional capital, it may be unable to fund its obligations and sustain its operations in the long-term.

LIQUIDITY AND CAPITAL RESOURCES

Credit Facility Covenants

American has a fully drawn \$834 million bank credit facility secured by aircraft that expires December 15, 2005, which contains a liquidity covenant and an EBITDAR (generally, earnings before interest, taxes, depreciation, amortization and rentals, adjusted for certain non-cash items) to fixed charges (generally, interest and total rentals) ratio covenant (the EBITDAR Covenant). The liquidity covenant requires American to maintain a minimum level of \$1.0 billion of unrestricted cash and short-term investments (the Liquidity Covenant). The Company was in compliance with the Liquidity Covenant at June 30, 2004 and expects to continue to comply with this covenant. The required EBITDAR to fixed charges ratio was 1.2 to 1.0 for the six-month period ending June 30, 2004, and increases to 1.3 to 1.0 for the nine-month period ending September 30, 2004, to 1.4 to 1.0 for the twelve-month period ending December 31, 2004 and to 1.5 to 1.0 for each four consecutive quarters ending after December 31, 2004. The Company was in compliance with the EBITDAR Covenant as of June 30, 2004 and expects to comply with this covenant as of September 30, 2004. Continuation of current high fuel prices and/or, to a lesser degree, deterioration in the revenue environment could adversely affect the Company's continued compliance with this covenant for periods ending after September 30, 2004. As a result, there are no assurances that the Company will

continue to be able to comply with this covenant through the expiration of the facility. Failure to comply with either of these covenants would result in a default under this facility and - - if the Company did not take steps to cure, obtain a waiver of, or otherwise mitigate the default - - could result in a default under a significant amount of the Company's other debt.

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Significant Indebtedness and Future Financing

During 2001, 2002 and 2003, the Company raised an aggregate of approximately \$8.4 billion of financing mostly to fund capital commitments (mainly for aircraft and ground properties) and operating losses. During the six months ended June 30, 2004, the Company raised an additional \$180 million of financing to fund capital commitments and for general corporate purposes, and ended the period with \$3.3 billion of unrestricted cash and short-term investments compared with \$2.6 billion at December 31, 2003. As of the date of this Form 10-Q, the Company believes that it has sufficient liquidity to fund its operations for the foreseeable future, including capital expenditures and other contractual obligations. However, to maintain sufficient liquidity over the long-term as the Company seeks to return to sustained profitability at acceptable levels, the Company will need continued access to additional funding. The Company's possible future financing sources include: (i) a limited amount of additional secured aircraft debt (virtually all of the Company's Section 1110-eligible aircraft are encumbered), (ii) debt secured by other assets, (iii) securitization of future operating receipts, (iv) sale-leaseback transactions of owned aircraft and (v) the potential sale of certain non-core assets. However, the availability and level of these financing sources cannot be assured, particularly in light of high fuel prices, historically weak revenues and the fact that the Company has far fewer unencumbered assets available than it has had in the past.

The Company's significant indebtedness could have important future consequences, such as (i) limiting the Company's ability to obtain additional financing for working capital, capital expenditures, acquisitions and general corporate purposes, (ii) requiring the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, (iii) making the Company more vulnerable to economic downturns, (iv) limiting its ability to withstand competitive pressures and reducing its flexibility in responding to changing business and economic conditions, and (v) limiting the Company's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates.

Financing Activity

In February 2004, American issued \$180 million of Fixed Rate Secured Notes due 2009. These notes are secured by certain spare parts and cash collateral and bear interest at 7.25 percent.

In addition, in February 2004, AMR transferred \$315 million in proceeds from the 4.50 Notes to American.

See Note 6 to the accompanying condensed consolidated financial statements for additional information regarding debt guarantees.

Other Operating and Investing Activities

The Company's cost savings initiatives resulted in improved cash flow from operations during the six months ended June 30, 2004, compared to the same period in 2003. Net cash provided by operating activities in the six-month period ended June 30, 2004 was \$577 million, an increase of \$646 million over the same period in 2003. Net cash used by operating activities for the six months ended June 30, 2003 included the receipt of a \$515 million federal tax refund and the receipt of \$315 million from the U.S. government under the Appropriations Act, offset by \$216 million of redemption payments under operating leases for special facility revenue bonds.

Pension Funding Obligation

As of June 30, 2004, the Company had contributed the entire \$461 million minimum amount it expects to contribute to its defined benefit pension plans in 2004. The Company expects to contribute a minimum of \$450 million to its defined benefit pension plans in 2005. The

Company's estimates of its defined benefit pension plan contributions reflect the provisions of the Pension Funding Equity Act of 2004, which was enacted in April 2004.

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RESULTS OF OPERATIONS

For the Six Months Ended June 30, 2004 and 2003

Revenues

The Company's revenues increased approximately \$900 million, or 10.7 percent, to \$9.3 billion for the six months ended June 30, 2004 from the same period last year. American's passenger revenues increased by 9.2 percent, or \$635 million, on a capacity (available seat mile) (ASM) increase of 7.1 percent. American's passenger load factor increased 1.7 points to 73.5 percent while passenger revenue yield per passenger mile decreased by 0.5 percent to 11.90 cents. This resulted in an increase in passenger revenue per available seat mile (RASM) of 2.0 percent to 8.75 cents. Following is additional information regarding American's domestic and international RASM and capacity:

Six Months	
Ended June	
30, 2004	
RASM Y-O-Y	
ASMs Y-O-Y	
(cents)	
Change	
(billions)	
Change	
Domestic	
8.66	0.5%
59.4	2.9%
International	
8.94	5.2
27.2	17.6
Latin	
America	8.98
(0.7)	13.9
22.0	Europe
8.97	8.7
10.7	10.4
Pacific	8.59
30.3	2.6
28.4	

Regional affiliates' passenger revenues, which are based on industry standard mileage proration agreements for flights connecting to American flights, increased \$212 million, or 29.7 percent, to \$925 million as a result of increased capacity and load factors. Regional affiliates' traffic increased 33.0 percent to 3.4 billion revenue passenger miles (RPMs), while capacity increased 25.0 percent to 5.1 billion ASMs, resulting in a 4.0 point increase in passenger load factor to 66.3 percent.

Cargo revenues increased 10.6 percent, or \$29 million, primarily due to a 10.7 percent increase in cargo ton miles.

Operating Expenses

The Company's total operating expenses decreased 1.3 percent, or \$117 million, to \$9.2 billion for the six months ended June 30, 2004 compared to the same period in 2003. American's mainline operating expenses per ASM in the six months ended June 30, 2004 decreased 9.5 percent compared to the same period in 2003 to 9.49 cents. This decrease in operating expenses per ASM is due primarily to the Company's cost savings initiatives and occurred despite the receipt of a grant from the U.S. government in 2003 and a 20.0 percent increase in American's price per gallon of fuel in the six months ended June 30, 2004 relative to the same period in 2003. This decrease was offset somewhat by \$101 million in special charges in the six months ended June 30, 2003.

(in
millions)
Six Months
Ended
Change
Percentage
Operating
Expenses
June 30,
2004 from
2003 Change

Wages,	
salaries	
and	
benefits	
\$	
3,101	
\$(649)	
(17.3)%	(a)
Aircraft	
fuel	
1,596	
310	
24.1	
(b)	
Regional	
payments	
887	
128	
16.9	(c)
Commissions,	
booking	
fees and	
credit card	
expense	
574	
59	
11.5	(d)
Depreciation	
and	
amortization	
563	
(35)	
(5.9)	
Other	
rentals and	
landing	
fees	
545	
2	
0.4	
Maintenance,	
materials	
and repairs	
406	
61	
17.7	
(e)	
Aircraft	
rentals	
296	
(60)	
(16.9)	
(f)	
Food	
service	
274	
(24)	
(8.1)	
Other	
operating	
expenses	
1,015	
(92)	
(8.3)	
Special	
charges	
(31)	
(132)	
NM (g) U.S.	
government	
grant	
315	
NM (h)	
Total	
operating	
expenses	
\$	
9,226	
\$(117)	
(1.3)%	

(a)Wages, salaries and benefits decreased due to lower wage rates and reduced headcount primarily as a result of the Labor Agreements and Management Reductions, discussed in the Company's 2003 Form 10-K, which became effective in the second quarter of 2003. This decrease was somewhat offset by increased headcount related to capacity increases.

(b)Aircraft fuel expense increased due to a 20.0 percent increase in

- American's price per gallon of fuel (net of the impact of fuel hedging) and a 3.4 percent increase in American's fuel consumption.
- (c) Regional payments increased primarily due to the 25.0 percent increase in Regional Affiliates' capacity.
- (d) Commissions, booking fees and credit card expense increased due primarily to a 9.2 percent increase in the Company's passenger revenues, particularly the 23.7 percent increase in American's international passenger revenue, and a 29.7 percent increase in Regional Affiliates' revenue.
- (e) Maintenance, materials and repairs increased primarily due to increased aircraft utilization, the benefit from retiring aircraft subsidizing and increases in contractual rates in certain flight hour agreements for outsourced aircraft engine maintenance.
- (f) Aircraft rentals decreased primarily due to the removal of leased aircraft from the fleet in the second half of 2003 as part of the Company's restructuring initiatives and concessionary agreements with certain lessors, which reduced future lease payment amounts and resulted in the conversion of 30 operating leases to capital leases in the second quarter of 2003.
- (g) Special charges for 2004 included the reversal of reserves previously established for (i) aircraft return costs of \$20 million and (ii) employee severance of \$11 million. Special charges for 2003 included \$72 million in employee charges and \$49 million in facility exit costs offset by a \$20 million aircraft related credit to adjust prior accruals.
- (h) U.S. government grant for 2003 included the receipt of \$315 million from the U.S. government under the Appropriations Act.

Other Income (Expense)

Other income (expense), historically a net expense, increased \$47 million due primarily to the following: Interest expense increased \$26 million, or 8.8 percent, resulting primarily from the increase in the Company's long-term debt. Miscellaneous-net increased \$23 million, due primarily to the accrual during the first quarter of 2004 of a \$23 million award rendered by an independent arbitrator and relating to a grievance filed by the Allied Pilots Association.

Income Tax Benefit

The Company did not record a net tax benefit associated with its losses for the six months ended June 30, 2004 and 2003 due to the Company providing a valuation allowance, as discussed in Note 5 to the accompanying condensed consolidated financial statements.

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Outlook

Capacity for American's mainline jet operations is expected to increase about 4.5 percent in the third quarter of 2004 compared to the third quarter of 2003, and about 5.8 percent for the full year 2004 compared to 2003.

Based on various factors, including primarily the Company's expectation that fuel prices will remain high during 2004 compared to 2003, the Company now expects that its mainline unit costs for the full year 2004 will be approximately 9.6 cents. This represents a 5.5 percent improvement over 2003 mainline unit costs. The Company will have a full year of labor savings from its Labor Agreements and Management Reductions and will more fully realize the savings from its other strategic cost savings initiatives. However, in addition to high fuel prices, there are significant cost challenges in 2004 that affect the Company's cost reduction efforts including medical benefits costs, airport fees and maintenance, materials and repairs costs.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Except as discussed below, there have been no material changes in market risk from the information provided in Item 7A. Quantitative and Qualitative Disclosures About Market Risk of the Company's 2003 Form 10-K.

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

issue derivative financial instruments for trading purposes.

Aircraft Fuel The Company's earnings are affected by changes in the price and availability of aircraft fuel. In order to provide a measure of control over price and supply, the Company trades and ships fuel and maintains fuel storage facilities to support its flight operations. The Company also manages the price risk of fuel costs primarily by using jet fuel, heating oil, and crude oil swap and option contracts. Market risk is estimated as a hypothetical 10 percent increase in the June 30, 2004 cost per gallon of fuel. Based on projected 2004 and 2005 fuel usage through June 30, 2005, such an increase would result in an increase to aircraft fuel expense of approximately \$312 million in the remainder of 2004 and the first six months of 2005, inclusive of the impact of fuel hedge instruments outstanding at June 30, 2004, and assumes the Company's fuel hedging program remains effective under Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities". Comparatively, based on projected 2004 fuel usage, such an increase would have resulted in an increase to aircraft fuel expense of approximately \$247 million in 2004, inclusive of fuel hedge instruments outstanding as of December 31, 2003. The change in market risk is due to the increase in fuel prices and a decrease in the amount of fuel hedged.

As of June 30, 2004, the Company had hedged, with option contracts, approximately nine percent of its estimated third quarter 2004 fuel requirements, four percent of its estimated fourth quarter 2004 fuel requirements and an insignificant percentage of its estimated 2005, 2006 and 2007 fuel requirements.

Item 4. Controls and Procedures

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, or the Exchange Act. This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission. An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures as of June 30, 2004. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of June 30, 2004. During the quarter ending on June 30, 2004, there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II: OTHER INFORMATION

Item 1. Legal Proceedings

On July 26, 1999, a class action lawsuit was filed, and in November 1999 an amended complaint was filed, against AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, Airlines Reporting Corporation, and the Sabre Group Holdings, Inc. in the United States District Court for the Central District of California, Western Division (Westways World Travel, Inc. v. AMR Corp., et al.). The lawsuit alleges that requiring travel agencies to pay debit memos to American for violations of American's fare rules (by customers of the agencies): (1) breaches the Agent Reporting Agreement between American and AMR Eagle and the plaintiffs; (2) constitutes unjust enrichment; and (3) violates the Racketeer Influenced and Corrupt Organizations Act of 1970 (RICO). The certified class includes all travel agencies who have been or will be required to pay money to American for debit memos for fare rules violations from July 26, 1995 to the present. The plaintiffs seek to enjoin American from enforcing the pricing rules in question and to recover the amounts paid for debit memos, plus treble damages, attorneys' fees, and costs. The Company intends to vigorously defend the lawsuit. Although the Company believes that the litigation is without merit, a final adverse court decision could impose restrictions on the Company's relationships with travel agencies, which could have an adverse impact on the Company.

On May 17, 2002, the named plaintiffs in Hall, et al. v. United

Airlines, et al., pending in the United States District Court for the Eastern District of North Carolina, filed an amended complaint alleging that between 1995 and the present, American and over 15 other defendant airlines conspired to reduce commissions paid to U.S.-based travel agents in violation of Section 1 of the Sherman Act. The plaintiffs are seeking monetary damages and injunctive relief. The court granted class action certification to the plaintiffs on September 17, 2002, defining the plaintiff class as all travel agents in the United States, Puerto Rico, and the United States Virgin Islands, who, at any time from October 1, 1997 to the present, issued tickets, miscellaneous change orders, or prepaid ticket advices for travel on any of the defendant airlines. The case is stayed as to US Airways and United Airlines, since they filed for bankruptcy. American is vigorously defending the lawsuit. Defendant carriers filed a motion for summary judgment on December 10, 2002, which the court granted on October 30, 2003. Plaintiffs have appealed that order to the 4th Circuit Court of Appeals, and that appeal remains pending. A final adverse court decision awarding substantial money damages or placing restrictions on the Company's commission policies or practices would have an adverse impact on the Company.

Between April 3, 2003 and June 5, 2003, three lawsuits were filed by travel agents some of whom have opted out of the Hall class action (above) to pursue their claims individually against American Airlines, Inc., other airline defendants, and in one case against certain airline defendants and Orbitz LLC. (Tam Travel et. al., v. Delta Air Lines et. al., in the United States District Court for the Northern District of California - San Francisco (51 individual agencies), Paula Fausky d/b/a Timeless Travel v. American Airlines, et. al, in the United States District Court for the Northern District of Ohio Eastern Division (29 agencies) and Swope Travel et al. v. Orbitz et. al. in the United States District Court for the Eastern District of Texas Beaumont Division (6 agencies)). Collectively, these lawsuits seek damages and injunctive relief alleging that the certain airline defendants and Orbitz LLC: (i) conspired to prevent travel agents from acting as effective competitors in the distribution of airline tickets to passengers in violation of Section 1 of the Sherman Act; (ii) conspired to monopolize the distribution of common carrier air travel between airports in the United States in violation of Section 2 of the Sherman Act; and that (iii) between 1995 and the present, the airline defendants conspired to reduce commissions paid to U.S.-based travel agents in violation of Section 1 of the Sherman Act. These cases have been consolidated in the United States District Court for the Northern District of Ohio Eastern Division. American is vigorously defending these lawsuits. A final adverse court decision awarding substantial money damages or placing restrictions on the Company's distribution practices would have an adverse impact on the Company.

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On April 25, 2002, a Quebec travel agency filed a motion seeking a declaratory judgment of the Superior Court in Montreal, Canada (Voyages Montambault (1989) Inc. v. International Air Transport Association, et al.), that American and the other airline defendants owe a "fair and reasonable commission" to the agency, and that American and the other airline defendants breached alleged contracts with the agency by adopting policies of not paying base commissions. The motion was subsequently amended to add 40 additional travel agencies as petitioners. The current defendants are the International Air Transport Association, the Air Transport Association of Canada, Air Canada, American, America West Airlines, Delta Air Lines, Grupo TACA, Northwest Airlines/KLM Airlines, and Continental Airlines. American is vigorously defending the lawsuit. Although the Company believes that the litigation is without merit, a final adverse court decision granting declaratory relief could expose the Company to claims for substantial money damages or force the Company to pay agency commissions, either of which would have an adverse impact on the Company. On June 9, 2004, the court dismissed the motion, and the petitioners did not file an appeal.

On May 13, 2002, the named plaintiffs in Always Travel, et. al. v. Air Canada, et. al., pending in the Federal Court of Canada, Trial Division, Montreal, filed a statement of claim alleging that between 1995 and the present, American, the other defendant airlines, and the International Air Transport Association conspired to reduce

commissions paid to Canada-based travel agents in violation of Section 45 of the Competition Act of Canada. The named plaintiffs seek monetary damages and injunctive relief and seek to certify a nationwide class of travel agents. Plaintiffs have filed a motion for class certification, but that motion has not yet been decided. American is vigorously defending the lawsuit. A final adverse court decision awarding substantial money damages or placing restrictions on the Company's commission policies would have an adverse impact on the Company.

On August 14, 2002, a class action lawsuit was filed against American Airlines, Inc. in the United States District Court for the Central District of California, Western Division (All World Professional Travel Services, Inc. v. American Airlines, Inc.). The lawsuit alleges that requiring travel agencies to pay debit memos for refunding tickets after September 11, 2001: (1) breaches the Agent Reporting Agreement between American and plaintiff; (2) constitutes unjust enrichment; and (3) violates the Racketeer Influenced and Corrupt Organizations Act of 1970 (RICO). The alleged class includes all travel agencies who have or will be required to pay moneys to American for an "administrative service charge," "penalty fee," or other fee for processing refunds on behalf of passengers who were unable to use their tickets in the days immediately following the resumption of air carrier service after the tragedies on September 11, 2001. On April 1, 2004, the court denied plaintiff's motion for class certification. The plaintiff seeks to enjoin American from collecting the debit memos and to recover the amounts paid for the debit memos, plus treble damages, attorneys' fees, and costs. The Company intends to vigorously defend the lawsuit. Although the Company believes that the litigation is without merit, a final adverse court decision could impose restrictions on the Company's relationships with travel agencies which could have an adverse impact on the Company.

On August 19, 2002, a class action lawsuit seeking monetary damages was filed, and on May 7, 2003 an amended complaint was filed in the United States District Court for the Southern District of New York (Power Travel International, Inc. v. American Airlines, Inc., et al.) against American, Continental Airlines, Delta Air Lines, United Airlines, and Northwest Airlines, alleging that American and the other defendants breached their contracts with the agency and were unjustly enriched when these carriers at various times reduced their base commissions to zero. The as yet uncertified class includes all travel agencies accredited by the Airlines Reporting Corporation "whose base commissions on airline tickets were unilaterally reduced to zero by" the defendants. The case is stayed as to United Airlines, since it filed for bankruptcy. American is vigorously defending the lawsuit. Although the Company believes that the litigation is without merit, a final adverse court decision awarding substantial money damages or forcing the Company to pay agency commissions would have an adverse impact on the Company.

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Miami-Dade County (the County) is currently investigating and remediating various environmental conditions at the Miami International Airport (MIA) and funding the remediation costs through landing fees and various cost recovery methods. American Airlines, Inc. and AMR Eagle have been named as potentially responsible parties (PRPs) for the contamination at MIA. During the second quarter of 2001, the County filed a lawsuit against 17 defendants, including American Airlines, Inc., in an attempt to recover its past and future cleanup costs (Miami-Dade County, Florida v. Advance Cargo Services, Inc., et al. in the Florida Circuit Court). The Company is vigorously defending the lawsuit. In addition to the 17 defendants named in the lawsuit, 243 other agencies and companies were also named as PRPs and contributors to the contamination. The case is currently stayed while the parties pursue an alternative dispute resolution process. The County has proposed draft allocation models for remedial costs for the Terminal and Tank Farm areas of MIA. While it is anticipated that American and AMR Eagle will be allocated equitable shares of remedial costs, the Company does not expect the allocated amounts to have a material adverse effect on the Company.

Three cases (each being a purported class action) have been filed

against American arising from the disclosure of passenger name records by a vendor of American. The cases are: Kimmell v. AMR, et al. (U. S. District Court, Texas), Baldwin v. AMR, et al. (U. S. District Court, Texas) and Rosenberg v. AMR, et al. (U. S. District Court New York). The Kimmel suit was filed in April 2004 and the Baldwin and Rosenberg cases were filed in May 2004. The suits allege various causes of action, including but not limited to, violations of the Electronic Communications Privacy Act, negligent misrepresentation, breach of contract and violation of alleged common law rights of privacy. In each case plaintiffs seek statutory damages of \$1000 per passenger, plus additional unspecified monetary damages. The Company is vigorously defending these suits and believes the suits are without merit.

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Item 6. Exhibits and Reports on Form 8-K

The following exhibits are included herein:

- 12 Computation of ratio of earnings to fixed charges for the three and six months ended June 30, 2004 and 2003.
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a).
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a).
- 32 Certification pursuant to Rule 13a-14(b) and section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code).

Form 8-Ks filed under Item 5 - Other Events

On April 2, 2004, American filed a report on Form 8-K to provide a press release issued to report March traffic.

On May 5, 2004, American filed a report on Form 8-K to provide a press release issued to report April traffic.

On May 19, 2004, American filed a report on Form 8-K to announce that the Company's Board of Directors named Gerard J. Arpey as its Chairman.

On June 3, 2004, American filed a report on Form 8-K to provide a press release issued to report May traffic.

On June 18, 2004, American filed a report on Form 8-K to provide actual fuel cost, unit cost, capacity and traffic information for April and May as well as current fuel cost, unit cost, capacity and traffic expectations for June, the second quarter and the full year 2004.

Form 8-Ks filed under Item 12 - Disclosure of Results of Operations and Financial Condition

On April 22, 2004, American furnished a report on Form 8-K to furnish a press release issued by AMR to announce AMR's first quarter 2004 results.

Signature

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

AMERICAN AIRLINES, INC.

Date: July 22, 2004

BY: /s/ James A. Beer
James A. Beer
Senior Vice President and Chief
Financial Officer (Principal
Financial and Accounting Officer)

AMERICAN AIRLINES, INC.
 Computation of Ratio of Earnings to Fixed Charges
 (in millions)

Three Months		
Six Months		
Ended June		
30, Ended		
June 30, 2004		
2003	2004	2003
Earnings:		
Loss before		
income taxes		
\$ (13)	\$ (133)	
\$ (195)		
\$ (1,165)	Add:	
Total fixed		
charges (per		
below) 372		
378	740	761
Less:		
Interest		
capitalized		
19	17	36
35		
Total loss		
before income		
taxes \$ 340	\$	
228	\$ 509	\$
(439)	Fixed	
charges:		
Interest,		
including		
interest		
capitalized \$		
162	\$ 147	\$
322	\$ 296	
Portion of		
rental		
expense		
representative		
of the		
interest		
factor 207		
229	413	462
Amortization		
of debt		
expense 3	2	5
3	Total fixed	
charges \$ 372		
\$ 370	\$ 740	\$
761	Coverage	
deficiency \$		
32	\$ 150	\$
231	\$ 1,200	

Note: As of June 30, 2004, American has guaranteed approximately \$1.3 billion of AMR's unsecured debt and approximately \$484 million of AMR Eagle's secured debt. The impact of these unconditional guarantees is not included in the above computation.

I, Gerard J. Arpey, certify that:

- 1.I have reviewed this quarterly report on Form 10-Q of American Airlines, Inc.;
- 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 22, 2004

/s/ Gerard J. Arpey
Gerard J. Arpey
President, Chairman and
Chief Executive Officer

I, James A. Beer, certify that:

- 1.I have reviewed this quarterly report on Form 10-Q of American Airlines, Inc.;
- 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c)Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5.The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 22, 2004

/s/ James A. Beer
James A. Beer
Senior Vice President and
Chief Financial Officer

American Airlines, Inc.

Certification

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18,
United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of American Airlines, Inc., a Delaware corporation (the Company), does hereby certify, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 (the Form 10-Q) of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 22, 2004 /s/ Gerard J. Arpey
Gerard J. Arpey
President, Chairman and
Chief Executive Officer

Date: July 22, 2004 /s/ James A. Beer
James A. Beer
Senior Vice President and
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and is not being filed as part of the Form 10-Q or as a separate disclosure document.