

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended June 30, 2016

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

For the Transition Period From _____ to _____

Commission file number 1-8400

American Airlines Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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

4333 Amon Carter Blvd., Fort Worth, Texas 76155
(Address of principal executive offices, including zip code)

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

Commission file number 1-2691

American Airlines, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-1502798
(I.R.S. Employer
Identification No.)

4333 Amon Carter Blvd., Fort Worth, Texas 76155
(Address of principal executive offices, including zip code)

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

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.

American Airlines Group Inc.
American Airlines, Inc.

Yes No
 Yes No

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

American Airlines Group Inc.
American Airlines, Inc.

Yes No
 Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

American Airlines Group Inc. Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller Reporting Company
American Airlines, Inc. Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

American Airlines Group Inc.
American Airlines, Inc.

Yes No
 Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

American Airlines Group Inc.
American Airlines, Inc.

Yes No
 Yes No

As of July 15, 2016, there were 529,913,365 shares of American Airlines Group Inc. common stock outstanding.

As of July 15, 2016, there were 1,000 shares of American Airlines, Inc. common stock outstanding, all of which were held by American Airlines Group Inc.

EXPLANATORY NOTE

American Airlines Group Inc. (“AAG”) and American Airlines, Inc. (“American Airlines”) are filing this Amendment No. 1 (the “Form 10-Q/A”) to their Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 (the “Form 10-Q”), filed with the U.S. Securities and Exchange Commission on July 22, 2016, solely to file certain ancillary tables and exhibits that were inadvertently omitted from Exhibits 10.3 and 10.4 in the Form 10-Q.

Except as specifically noted above, this Form 10-Q/A does not modify or update disclosures in the original Form 10-Q. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update any related or other disclosures. This Form 10-Q/A should be read in conjunction with the original Form 10-Q, which continues to speak as of the date of the Form 10-Q.

PART II: OTHER INFORMATION

ITEM 6. EXHIBITS

The exhibits listed in the Exhibit Index following the signature pages to this report are filed as part of, or incorporated by reference into, this report.

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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 Group Inc.

Date: July 25, 2016

By: /s/ Derek J. Kerr
Derek J. Kerr
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

Pursuant to the requirements of Section 13 or 15(d) 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 25, 2016

By: /s/ Derek J. Kerr
Derek J. Kerr
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Pass Through Trust Agreement, dated as of September 16, 2014, by and between American Airlines, Inc. and Wilmington Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.2	Trust Supplement No. 2016-2AA, dated as of May 16, 2016, by and between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.3	Trust Supplement No. 2016-2A, dated as of May 16, 2016, by and between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.4	Intercreditor Agreement (2016-2), dated as of May 16, 2016, by and among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2016-2AA and as Trustee of the American Airlines Pass Through Trust 2016-2A, KfW IPEX-Bank GmbH, as Class AA Liquidity Provider and Class A Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.5	Deposit Agreement (Class AA), dated as of May 16, 2016, by and between Wilmington Trust, National Association, as Escrow Agent, and Citibank, N.A., as Depositary (incorporated by reference to Exhibit 4.5 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.6	Deposit Agreement (Class A), dated as of May 16, 2016, by and between Wilmington Trust, National Association, as Escrow Agent, and Citibank, N.A., as Depositary (incorporated by reference to Exhibit 4.6 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.7	Escrow and Paying Agent Agreement (Class AA), dated as of May 16, 2016, by and among Wilmington Trust, National Association, as Escrow Agent, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., for themselves and on behalf of the several Underwriters, Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of American Airlines Pass Through Trust 2016-2AA, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.7 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.8	Escrow and Paying Agent Agreement (Class A), dated as of May 16, 2016, by and among Wilmington Trust, National Association, as Escrow Agent, Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc., for themselves and on behalf of the several Underwriters, Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of American Airlines Pass Through Trust 2016-2A, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.8 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.9	Note Purchase Agreement, dated as of May 16, 2016, by and among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.10	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (included in Exhibit B to Exhibit 4.9).
4.11	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (included in Exhibit C to Exhibit 4.9).
4.12	Form of Pass Through Trust Certificate, Series 2016-2AA (included in Exhibit A to Exhibit 4.2).
4.13	Form of Pass Through Trust Certificate, Series 2016-2A (included in Exhibit A to Exhibit 4.3).

<u>Exhibit Number</u>	<u>Description</u>
4.14	Revolving Credit Agreement (2016-2AA), dated as of May 16, 2016, by and between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-2AA, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.15	Revolving Credit Agreement (2016-2A), dated as of May 16, 2016, by and between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-2A, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
10.1#	Letter Agreement, dated as of April 28, 2016, by and between American Airlines Group Inc. and W. Douglas Parker (incorporated by reference to Exhibit 10.1 to AAG and American's Current Report on Form 8-K filed on April 29, 2016 (Commission File Nos. 1-8400 and 1-2691)).
10.2	Credit and Guaranty Agreement, dated as of April 29, 2016, among American Airlines, Inc. as borrower, American Airlines Group Inc., as parent and guarantor, certain other subsidiaries of American Airlines Group Inc., as guarantors, the lenders party thereto, Barclays Bank PLC, as administrative agent and collateral agent, and certain other parties thereto (incorporated by reference to Exhibit 10.2 to AAG and American's Quarterly Report on Form 10-Q filed on July 22, 2016 (Commission File Nos. 1-8400 and 1-2691)).
10.3*	Supplemental Agreement No. 4, dated as of June 6, 2016, to Purchase Agreement No. 03735 dated as of February 1, 2016, between American Airlines, Inc. and The Boeing Company.
10.4*	Supplemental Agreement No. 39, dated as of June 2, 2016, to Purchase Agreement No. 1977 dated as of October 31, 1997, between American Airlines, Inc. and The Boeing Company.
12.1	Computation of ratio of earnings to fixed charges of American Airlines Group Inc. for the six months ended June 30, 2016 (incorporated by reference to Exhibit 12.1 to AAG and American's Quarterly Report on Form 10-Q filed on July 22, 2016 (Commission File Nos. 1-8400 and 1-2691)).
12.2	Computation of ratio of earnings to fixed charges of American Airlines, Inc. for the six months ended June 30, 2016 (incorporated by reference to Exhibit 12.2 to AAG and American's Quarterly Report on Form 10-Q filed on July 22, 2016 (Commission File Nos. 1-8400 and 1-2691)).
31.1	Certification of AAG Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification of AAG Chief Financial Officer pursuant to Rule 13a-14(a).
31.3	Certification of American Chief Executive Officer pursuant to Rule 13a-14(a).
31.4	Certification of American Chief Financial Officer pursuant to Rule 13a-14(a).
32.1	AAG 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) (incorporated by reference to Exhibit 32.1 to AAG and American's Quarterly Report on Form 10-Q filed on July 22, 2016 (Commission File Nos. 1-8400 and 1-2691)).
32.2	American 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) (incorporated by reference to Exhibit 32.2 to AAG and American's Quarterly Report on Form 10-Q filed on July 22, 2016 (Commission File Nos. 1-8400 and 1-2691)).
101	Interactive data files pursuant to Rule 405 of Regulation S-T (incorporated by reference to Exhibit 101 to AAG and American's Quarterly Report on Form 10-Q filed on July 22, 2016 (Commission File Nos. 1-8400 and 1-2691)).

* Confidential treatment has been requested with respect to certain portions of this agreement.

Indicates management contract or compensatory plan.

SUPPLEMENTAL AGREEMENT NO. 4

to

Purchase Agreement No. 03735

between

THE BOEING COMPANY

and

AMERICAN AIRLINES, INC.**Relating to Boeing Model 737 MAX Aircraft**

This SUPPLEMENTAL AGREEMENT No. 4 (**SA-4**), entered into as of June 6, 2016 (**SA-4 Effective Date**), by and between THE BOEING COMPANY, a Delaware corporation with offices in Washington state (**Boeing**) and AMERICAN AIRLINES, INC. a Delaware corporation with offices in Fort Worth, Texas, together with its successors and permitted assigns (**Customer**);

WHEREAS, Boeing and Customer entered into Purchase Agreement No. 03735 dated February 1, 2013 relating to Boeing Model 737 MAX Aircraft, as amended and supplemented (**Purchase Agreement**) and capitalized terms used herein without definitions shall have the meanings specified therefore in such Purchase Agreement;

WHEREAS, Customer and Boeing desire to amend that certain Table 1R1 to change the Nominal Delivery Month to the Scheduled Delivery Month for [*CTR];

WHEREAS, Customer and Boeing desire to replace that certain Supplemental Exhibit CS1 entitled "Customer Support Variables" with the similarly titled Supplemental Exhibit CS1R1 [*CTR];

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BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

WHEREAS, Customer and Boeing desire to amend Letter Agreement No. AAL-PA-03735-LA-1106673R1 entitled “CS1 Special Matters” in order to further amend Supplemental Exhibit CS1R1 entitled “Customer Support Variables”;

WHEREAS, Customer and Boeing previously entered into Letter Agreement No. AAL-PA-03735-LA-1600073 entitled “[*CTR]”; and

NOW, THEREFORE, the parties agree that the Purchase Agreement is amended as set forth below and otherwise agree as follows:

1 Table of Contents.

The “Table Of Contents” to the Purchase Agreement referencing SA-3 in the footer is deleted in its entirety and is replaced with the new “Table Of Contents” (attached hereto) referencing SA-4 in the footer to reflect changes made to the Purchase Agreement by this SA-4. Such new Table of Contents is hereby incorporated into the Purchase Agreement in replacement of its predecessor.

2 Tables

Table 1R1. Table 1R1 entitled “[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments” referencing SA-1 in the footer is deleted in its entirety and replaced with the similarly titled Table 1R2 (attached hereto) referencing SA-4 in the footer and is hereby incorporated into the Purchase Agreement in replacement of its predecessor.

3 Supplemental Exhibit.

Supplemental Exhibit CS1 entitled “Customer Support Variables” is deleted in its entirety and replaced with the similarly titled Supplemental Exhibit CS1R1 (attached hereto) referencing SA-4 in the footer (***Revised Supplemental Exhibit***). The Revised Supplemental Exhibit is hereby incorporated into the Purchase Agreement in replacement of its predecessor.

4 Letter Agreement.

4.1 Letter Agreement No. AAL-PA-03735-LA1106673 entitled “CS1 Matters” is deleted in its entirety and replaced with the similarly titled Letter

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BOEING PROPRIETARY

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Agreement No. AAL-PA-03735-LA1106673R1 (attached hereto) referencing SA-4 in the footer (**Revised Letter Agreement**) to incorporate further revisions to the Revised Supplemental Exhibit into the Purchase Agreement. The Revised Letter Agreement is hereby incorporated into the Purchase Agreement in replacement of its predecessor.

4.2 Letter Agreement No. AAL-PA-03735-LA-1600073 entitled "[*CTR]" was incorporated into the Purchase Agreement effective as of January 14, 2016 (**New Letter Agreement**).

5 Aircraft Data and Documentation.

5.1 Boeing agrees to [*CTR].

5.2 Boeing agrees to provide to Customer, [*CTR].

6 Miscellaneous.

6.1 The Purchase Agreement is amended as set forth above, by the revised Table of Contents, Table 1R2, the Revised Supplemental Exhibit, the Revised Letter Agreement, and the New Letter Agreement. All other terms and conditions of the Purchase Agreement remain unchanged and are in full force and effect.

6.2 References in the Purchase Agreement and any supplemental agreements and associated letter agreements to Table 1 or Table 1R1 are deemed to refer to Table 1R2.

6.3 References in the Purchase Agreement and any supplemental agreements and associated letter agreements to Supplemental Exhibit CS1 are deemed to refer to Supplemental Exhibit CS1R1.

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BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

AGREED AND ACCEPTED this

June 6, 2016

Date

THE BOEING COMPANY

/s/ The Boeing Company

Signature

The Boeing Company

Printed name

Attorney-in-Fact

Title

PA 03735

AMERICAN AIRLINES, INC.

/s/ American Airlines, Inc.

Signature

American Airlines, Inc.

Printed name

Vice President and Treasurer

Title

BOEING PROPRIETARY

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

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* - This is an intended gap as there are no Letter Agreements LA-1106674 through LA-1106676 incorporated by the Purchase Agreement.

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BOEING PROPRIETARY

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Airframe Model/MTOW:	737-8	[*CTR] pounds
Engine Model/Thrust:	CFM-LEAP-1B	Base Thrust
Airframe Price:	\$	[*CTR]
Optional Features:	\$	[*CTR]
Sub-Total of Airframe and Features:	\$	[*CTR]
Engine Price (Per Aircraft):	\$	[*CTR]
Aircraft Basic Price (Excluding BFE/SPE):	\$	[*CTR]
Buyer Furnished Equipment (BFE) Estimate:	\$	[*CTR]
Seller Purchased Equipment (SPE):	\$	[*CTR]
Refundable Deposit/Aircraft at Proposal Accept:	\$	[*CTR]

Detail Specification:	[*CTR]
Airframe Price Base	
Year/Escalation Formula:	[*CTR] [*CTR]
Engine Price Base	
Year/Escalation Formula:	[*CTR] [*CTR]
Airframe Escalation Data:	
Base Year Index (ECI):	[*CTR]
Base Year Index (CPI):	[*CTR]

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
						[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2017	1	[*CTR]	44459	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2017	1	[*CTR]	44463	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2017	1	[*CTR]	44465	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2017	1	[*CTR]	44446	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):			
						[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2018	1	[*CTR]	44447	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44451	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44448	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44449	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44455	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44450	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44452	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44453	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44454	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44456	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44457	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44458	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44460	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44461	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44462	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2018	1	[*CTR]	44464	NA	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2018		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44466 & 44467	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44468 & 44469	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44470 & 44471	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44472 & 44473	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	1	[*CTR]	44474	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44475 & 44476	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	1	[*CTR]	44477	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44478 & 44479	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44480 & 44481	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	1	[*CTR]	44482	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	2	[*CTR]	44483 & 44484	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2019	1	[*CTR]	44485	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2019		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44486 & 44487	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	1	[*CTR]	44488	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44489 & 44490	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	1	[*CTR]	44491	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44492 & 44493	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44494 & 44495	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44496 & 44497	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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**Table 1R2 To
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Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44498 & 44499	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44500 & 44501	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	2	[*CTR]	44502 & 44503	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	1	[*CTR]	44504	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2020	1	[*CTR]	44505	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2020		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44506 & 44507	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	1	[*CTR]	44508	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44509 & 44510	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	1	[*CTR]	44511	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44512 & 44513	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44514 & 44515	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44516 & 44517	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44518 & 44519	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	1	[*CTR]	44520	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44521 & 44522	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	1	[*CTR]	44523	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2021	2	[*CTR]	44524 & 44525	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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**Table 1R2 To
Purchase Agreement No. 03735
[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2021		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44526 & 44527	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	1	[*CTR]	44528	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44529 & 44530	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	1	[*CTR]	44531	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44532 & 44533	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44534 & 44535	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44536 & 44537	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]

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[*CTR] 737-8 Aircraft Delivery, Description, Price and Advance Payments**

Delivery Date	Number of Aircraft	Escalation Factor (Airframe)	Manufacturer Serial Number	Nominal Delivery Month?	Escalation Estimate Adv Payment Base Price Per A/P	Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery):				
						[*CTR]	[*CTR]	[*CTR]	[*CTR]	Total [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44538 & 44539	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	1	[*CTR]	44540	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44541 & 44542	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	1	[*CTR]	44543	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2022	2	[*CTR]	44544 & 44545	Yes	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
[*CTR]-2023		[*CTR]		No	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]	\$ [*CTR]
Total:	100									

AAL-PA03735,
SA-4 63604-1F.TXT

Boeing Proprietary

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

CUSTOMER SUPPORT VARIABLES

between

THE BOEING COMPANY

and

AMERICAN AIRLINES, INC.

**Supplemental Exhibit CS1R1
to Purchase Agreement Number 03735**

CUSTOMER SUPPORT VARIABLES

relating to

BOEING MODEL 737 MAX AIRCRAFT

Customer and Boeing will conduct planning conferences approximately [*CTR], or as mutually agreed, in order to develop and schedule a customized support program (**Customer Support Program**) to be furnished by Boeing in support of the Aircraft.

The Customer Support Program will be based upon and equivalent to the entitlements summarized below.

1. Maintenance Training.

1.1 [*CTR].

1.2 [*CTR].

1.3 [*CTR].

1.4 [*CTR].

1.5 [*CTR].

1.6 Training materials will be provided to each student. In addition, [*CTR] of training materials as used in Boeing's training program, including [*CTR], etc. will be provided for use in Customer's own training program.

2. Flight Training.

2.1 [*CTR].

2.2 [*CTR]. Course schedules are published [*CTR].

2.3 Training materials will be provided to each student. In addition, [*CTR] of training materials as used in Boeing's training program, including [*CTR], etc. will be provided for use in Customer's own training program.

3. Planning Assistance.

3.1 Maintenance Engineering. Notwithstanding anything in Exhibit B to the AGTA to the contrary, Boeing will provide the following Maintenance Engineering support:

3.1.1 Maintenance Planning Assistance. Upon request, Boeing will provide [*CTR] to assist with maintenance program development and to provide consulting related to maintenance planning. Consultation with Customer will be based on ground rules and requirements information provided in advance by Customer.

Purchase Agreement 03735
Supplemental Exhibit CS1R1

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BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

3.1.2 ETOPS Maintenance Planning Assistance. Upon request, Boeing will provide [*CTR] to assist with the development of their Extended Operations (ETOPS) maintenance program and to provide consultation related to ETOPS maintenance planning. Consultation with Customer will be based on ground rules and requirements information provided in advance by the Customer.

3.1.3 GSE/Shops/Tooling Consulting. Upon request, Boeing will provide consulting and data for ground support equipment, maintenance tooling and requirements for maintenance shops. Consultation with Customer will be based on ground rules and requirements information provided in advance by Customer.

3.1.4 Maintenance Engineering Evaluation. Upon request, Boeing will provide [*CTR] to evaluate Customer's maintenance and engineering organization for conformance with industry best practices. The result of which will be documented by Boeing in a maintenance engineering evaluation presentation. Customer will be provided with a copy of the maintenance engineering evaluation presentation. Consultation with Customer will be based on ground rules and requirements information provided in advance by Customer.

3.2 Spares.

3.2.1 Recommended Spares Parts List (RSPL). A customized RSPL will be provided to identify spare parts required for the Customer Support Program.

3.2.2 Provisioning Training. Provisioning training will be provided for Customer's personnel at Boeing's facilities where documentation and technical expertise are available. Training is focused on the initial provisioning process and calculations reflected in the Boeing RSPL.

3.2.3 Spares Provisioning Conference. A provisioning conference will be conducted at Boeing's facilities where documentation and technical expertise are available.

4. Technical Data and Documents.

4.1 Flight Operations.

- Airplane Flight Manual
- Airplane Rescue and Fire Fighting Information
- Dispatch Deviation Guide
- ETOPS Guide Vol. III
- FMC Supplementary Data Document
- Flight Crew Operations Manual and Quick Reference Handbook
- Flight Crew Training Manual
- Performance Engineer's Tool
- Jet Transport Performance Methods
- Operational Performance Software
- Weight and Balance Manual Chapter 1 Control and Loading

Purchase Agreement 03735
Supplemental Exhibit CS1R1

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

4.2 Maintenance.

- Aircraft Maintenance Manual
- Component Maintenance Manual
- Fault Isolation Manual
- Fault Reporting Manual
- Fuel Measuring Stick Manual
- Illustrated Parts Catalog
- Nondestructive Test Manual
- Power Plant Buildup Manual
- Service Bulletins and Index
- Standard Overhaul Practices Manual Chapter 20
- Standard Wiring Practices Manual Chapter 20
- Structural Repair Manual
- System Schematic Manual
- Wiring Diagram Manual

4.3 Service Engineering.

- Maintenance Tips
- Service Letters

4.4 Maintenance Programs Engineering.

- Airline Maintenance Inspection Intervals
- ETOPS Configuration, Maintenance and Procedures
- ETOPS Guide Vol. I and II
- Maintenance Planning Data Document
- Maintenance Task Cards and Index

4.5 Facilities and Equipment Planning.

- Airplane Recovery Document
- Engine Ground Handling Document
- GSE Tooling Drawings (Bill of Material, 2D Drawings and Drawing Notes)
- Illustrated Tool and Equipment Manual
- Maintenance Facility and Equipment Planning Document
- Special Tool and Ground Handling Equipment Drawing and Index

4.6 Airport Technology.

- Airplane Characteristics for Airport Planning

4.7 Supplier Technical Data.

- Overhaul Manual/Component Maintenance Manual Index
- Product Support Supplier Directory
- Supplier Assembly Drawings
- Supplier Component Maintenance Manuals
- Supplier Ground Support Equipment List

4.8 Product Standard.

Product Standard Data System

4.9 Fleet Statistical Data and Report.

Fleet reliability views, charts, and reports

5. Aircraft Information.

5.1 Aircraft Information is defined as that data provided by Customer to Boeing which falls into one of the following categories: (i) aircraft operational information (including, but not limited to, flight hours, departures, schedule reliability, engine hours, number of aircraft, aircraft registries, landings, and daily utilization and schedule interruptions for Boeing model aircraft); (ii) summary and detailed shop findings data; (iii) line maintenance data; (iv) airplane message data, (v) scheduled maintenance data; (vi) service bulletin incorporation; and (vii) aircraft data generated or received by equipment installed on Customer's aircraft in analog or digital form including but not limited to information regarding the state, condition, performance, location, setting, or path of the aircraft and associated systems, sub-systems and components.

5.2 License Grant. [*CTR].

For purposes of this article, Boeing is defined as The Boeing Company and its wholly owned subsidiaries.

[*CTR].

BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



AAI-PA-03735-LA-1106673R1

American Airlines, Inc.
P.O. Box 619616
Dallas-Fort Worth Airport, Texas 75261-9616

Subject: CS1 Special Matters

Reference: (a) Purchase Agreement No. 03735 (**Purchase Agreement**) between The Boeing Company (**Boeing**) and American Airlines, Inc. (**Customer**) relating to Model 737 MAX aircraft (**Aircraft**)
(b) Supplemental Exhibit CS1R1 entitled "Customer Support Variables" between The Boeing Company and American Airlines, Inc.

This letter agreement (**Letter Agreement**) amends and supplements the Purchase Agreement. All terms used but not defined in this Letter Agreement shall have the same meaning as in the Purchase Agreement.

This Letter Agreement sets forth [*CTR] Supplemental Exhibit CS1R1 entitled "Customer Support Variables" (**CSR1**).

1. [*CTR] to CSR1. CSR1 is [*CTR] as follows:

1.1 Section 3.1 Maintenance Engineering.

Section 3.1 is [*CTR]:

[*CTR]

1.2 Paragraph 3.1.3 GSE/Shops/Tooling Consulting Engineering.

Paragraph 3.1.3 is [*CTR]:

[*CTR]

1.3 Paragraph 3.2.1 Recommended Spare Parts List (RSPL).

Paragraph 3.2.1 is [*CTR]:

[*CTR]

AAI-PA-03735-LA-1106673R1
CS1 Special Matters

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BOEING PROPRIETARY

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



1.4 Paragraph 3.2.2 Provisioning Training.

The [*CTR] of paragraph 3.2.2 is [*CTR]:

[*CTR]

1.5 Paragraph 3.2.3 Spares Provisioning Conference.

Paragraph 3.2.3 is [*CTR]:

[*CTR]

1.6 Paragraph 3.2.4 Illustrated Parts Catalog and Paragraph 3.2.5 Standards Book.

The following [*CTR].

[*CTR]

1.7 Section 4 Technical Data and Documents

Section 4 is [*CTR]:

[*CTR]

1.8 Paragraph 4.4 Maintenance Programs Engineering.

Paragraph 4.4 is [*CTR]:

1.8.1 [*CTR];

[*CTR]

1.8.2 [*CTR]:

[*CTR]

1.9 Paragraph 4.9 Maintenance Programs Engineering.

Paragraph 4.9 is [*CTR]:

[*CTR]

AAL-PA-03735-LA-1106673R1

CS1 Special Matters

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BOEING PROPRIETARY

Page 2 of 4

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



2. In Paragraph 4.4, Maintenance Task Card and Index [*CTR].

Boeing and Customer agree to [*CTR].

3. Assignment.

Notwithstanding any other provisions of the Purchase Agreement, the rights and obligations described in this Letter Agreement are provided to Customer in consideration of Customer's becoming the operator of the Aircraft and cannot be assigned, in whole or in part, without the prior written consent of Boeing.

4. Confidential Treatment.

Customer understands and agrees that the information contained herein represents confidential business information and has value precisely because it is not available generally or to other parties. This Letter Agreement shall be subject to the terms and conditions of Letter Agreement No. AAL-PA-03735-LA-1106670 entitled "Confidentiality".

"Remainder of Page Intentionally Left Blank"

AAL-PA-03735-LA-1106673R1
CS1 Special Matters

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



The Boeing Company
P.O. Box 3707
Seattle, WA 98124-2207

Very truly yours,

THE BOEING COMPANY

By: /s/ The Boeing Company

Its: Attorney-In-Fact

ACCEPTED AND AGREED TO this

Date: June 6, 2016

AMERICAN AIRLINES, INC.

By: /s/ American Airlines, Inc.

Its: Vice President & Treasurer

AAL-PA-03735-LA-1106673R1
CS1 Special Matters

SA-4
BOEING PROPRIETARY

Supplemental Agreement No. 39

to

Purchase Agreement No. 1977

between

The Boeing Company

and

American Airlines, Inc.

Relating to Boeing Model 737-800 Aircraft

THIS SUPPLEMENTAL AGREEMENT No. 39 (**SA-39**), entered into as of June 2, 2016, by and between THE BOEING COMPANY, a Delaware corporation with offices in Seattle, Washington (**Boeing**), and AMERICAN AIRLINES, INC., a Delaware corporation with offices in Fort Worth, Texas, together with its successors and permitted assigns (**Customer**);

WHEREAS, Boeing and Customer entered into Purchase Agreement No. 1977 dated October 31, 1997, relating to Boeing Model 737-823 aircraft, as amended and supplemented (**Purchase Agreement**) and capitalized terms used herein without definitions shall have the meanings specified therefore in such Purchase Agreement; and

WHEREAS, Boeing and Customer desire to add Letter Agreement No. AAL-PA-1977-LA-1502819 entitled "[*CTR]" to the Purchase Agreement;

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties agree to amend the Purchase Agreement as follows:

1. Table of Contents:

The "Table of Contents" to the Purchase Agreement referencing SA-38 in the footer is deleted in its entirety and is replaced with the new "Table of Contents" (attached hereto) referencing SA-39 in the footer. Such new Table of Contents is hereby incorporated into the Purchase Agreement in replacement of its predecessor.

P.A. No. 1977
AAL

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BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

2. Letter Agreements:

Letter Agreement No. AAL-PA-1977-LA-1502819 entitled “[*CTR]” is hereby incorporated into and made a part of the Purchase Agreement.

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]

EXECUTED IN DUPLICATE as of the day and year first above written.

THE BOEING COMPANY

/s/ The Boeing Company

Signature

The Boeing Company

Printed name

Attorney-in-Fact

Title

P.A. No. 1977

AAL

AMERICAN AIRLINES, INC.

/s/ American Airlines, Inc.

Signature

American Airlines, Inc.

Printed name

Vice President & Treasurer

Title

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[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



AAI-PA-1977-LA-1502819

American Airlines, Inc.
PO Box 619616
Fort Worth, Texas 76155-9616

Attention: Mr. Cliff Eiland
Sr. Analyst, Fleet Transactions

Mr. Jay Hancock
Managing Director, Fleet Transactions

Subject: [*CTR]

Reference: a.) Purchase Agreement No. 1977 (**Purchase Agreement**) between The Boeing Company (**Boeing**) and American Airlines, Inc. (**Customer**) relating to Model 737-823 aircraft
b) AGTA-AAL (**AGTA**) between Boeing and Customer

This letter agreement (**Letter Agreement**) is entered into on the date below, and amends and supplements the Purchase Agreement. All capitalized terms used herein but not otherwise defined in this Letter Agreement have the same meaning as in the Purchase Agreement.

Customer has [*CTR] Boeing to [*CTR] Customer to [*CTR], including all [*CTR] (collectively, [*CTR]) for [*CTR] aircraft. Customer plans to [*CTR] aircraft and [*CTR]. The parties shall [*CTR] the Aircraft on which such [*CTR].

Boeing has agreed to [*CTR] on the Aircraft subject to the conditions contained in this Letter Agreement.

1. Customer will [*CTR] (**Supplier**) to:

1.1. Completely [*CTR] (including all [*CTR] (collectively, [*CTR]), consistent with new [*CTR]. Any [*CTR].

1.2. Do each of the following [*CTR]: (a) [*CTR], (b) [*CTR], (c) [*CTR], and (d) [*CTR] to Boeing.

2. The [*CTR] will be [*CTR] Boeing and Customer representatives per the [*CTR]. Beyond the current [*CTR] will also be [*CTR].

2.1. Any (a) [*CTR] or (b) other [*CTR] discovered during such [*CTR] (to the [*CTR] (i) in order to [*CTR] or (ii) as otherwise [*CTR]), and such [*CTR] (if applicable) will be [*CTR]. For the avoidance of doubt, Customer may [*CTR] (in Customer's sole discretion) [*CTR].

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BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



2.2. Customer shall cause [*CTR] one (1) [*CTR] to Boeing. The [*CTR] must include a list of all [*CTR]. Supplier shall [*CTR].

2.3. Prior to [*CTR], Customer will [*CTR].

3. Upon [*CTR] as follows:

3.1. Customer and Boeing will [*CTR]. If any such [*CTR], Boeing shall [*CTR]; however, other than is set forth in this Section 3.1, in [*CTR]. At the time of Aircraft delivery, to the extent Customer and Boeing have [*CTR], Customer will [*CTR].

3.2. Similar to Boeing's responsibility for [*CTR], upon Customer's [*CTR], Boeing shall be [*CTR].

4. Boeing will [*CTR] on the applicable Aircraft. Aircraft with [*CTR] will be delivered to Customer with [*CTR].

5. Customer will be responsible for [*CTR] on the Aircraft with [*CTR] delivery of such Aircraft.

6. Boeing will [*CTR].

7. Customer shall cause [*CTR].

8. Boeing will [*CTR].

9. Customer will [*CTR] with the terms and conditions of this Letter Agreement.

10. Confidential Treatment.

The information contained herein represents confidential business information and has value precisely because it is not available generally or to other parties. Customer will limit the disclosure of its contents in accordance with Letter Agreement 6-1162-AKP-082 entitled "Confidentiality".

[Remainder of Page Intentionally Left Blank]

BOEING PROPRIETARY

[*CTR]=[CONFIDENTIAL PORTION OMITTED AND FILED SEPARATELY WITH THE COMMISSION PURSUANT TO A REQUEST FOR CONFIDENTIAL TREATMENT]



Very truly yours,

THE BOEING COMPANY

By /s/ The Boeing Company
Its Attorney-In-Fact

ACCEPTED AND AGREED TO this

Date: June 2, 2016

AMERICAN AIRLINES, INC.

By /s/ American Airlines, Inc.
Its Vice President and Treasurer

BOEING PROPRIETARY

CEO CERTIFICATION

I, W. Douglas Parker, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Airlines Group Inc.; and

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.

Date: July 25, 2016

/s/ W. Douglas Parker

Name: W. Douglas Parker

Title: Chief Executive Officer

CFO CERTIFICATION

I, Derek J. Kerr, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Airlines Group Inc.; and

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.

Date: July 25, 2016

/s/ Derek J. Kerr

Name: Derek J. Kerr

Title: Executive Vice President and Chief Financial Officer

CEO CERTIFICATION

I, W. Douglas Parker, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Airlines, Inc.; and

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.

Date: July 25, 2016

/s/ W. Douglas Parker

Name: W. Douglas Parker

Title: Chief Executive Officer

CFO CERTIFICATION

I, Derek J. Kerr, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Airlines, Inc.; and

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.

Date: July 25, 2016

/s/ Derek J. Kerr

Name: Derek J. Kerr

Title: Executive Vice President and Chief Financial
Officer