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

FORM 10-Q

[x]Quarterly Report Pursuant to Section 13 or $15\,(d)$ of the Securities Exchange Act of 1934 For the Period Ended March 31, 1995.

Commission file number 1-8400.

AMR Corporation

(Exact name of registrant as specified in its charter)

Delaware 75-1825172
(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, (817) 963-1234 including area code

 $\begin{tabular}{ll} Not Applicable \\ (Former name, former address and former fiscal year , if changed \\ & since last report) \end{tabular}$

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 periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No .

Applicable Only to Corporate Issuers

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

Common Stock, \$1 par value - 76,026,866 as of May 8, 1995

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AMR CORPORATION

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AMR CORPORATION
CONSOLIDATED STATEMENT OF OPERATIONS

(Unaudited) (In millions, except per share amounts)

	Three Months Ended March 31,	
	1995	1994
Revenues Airline Group:		
Passenger - American Airlines, Inc. - AMR Eagle, Inc. Cargo Other	\$3,143 155 158 155 3,611	\$3,028 181 156 139 3,504
The SABRE Group Management Services Group Less: Intergroup revenues Total operating revenues	406 166 (213) 3,970	367 157 (220) 3,808
Expenses Wages, salaries and benefits Aircraft fuel Commissions to agents Depreciation and amortization Other rentals and landing fees Aircraft rentals Food service Maintenance materials and repairs Other operating expenses Total operating expenses Operating Income	1,405 378 320 315 214 170 160 152 604 3,718 252	1,365 395 326 320 211 179 162 143 548 3,649
Other Income (Expense) Interest income Interest expense Interest capitalized Miscellaneous - net	13 (181) 4 (15) (179)	6 (152) 7 (18) (157)
Earnings Before Income Taxes Income tax provision Net Earnings (Loss) Preferred stock dividends Earnings (Loss) Applicable to Common Shares	73 35 38 1	(137) 2 9 (7) 16 \$ (23)
Earnings (Loss) Per Common Share (Primary and Fully Diluted)	\$ 0.48	\$ (0.30)
Number of common shares used in computations	77	76

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

AMR CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET
(In millions)

Assets	March 31, 1995 (Unaudit ed)	December 31, 1994 (Note)
Current Assets		
Cash	\$ 61	\$ 23
Short-term investments	484	754
Receivables, net	1,483	1,206
Inventories, net	610	678
Other current assets	495	457
Total current assets	3,133	3,118
Equipment and Property Flight equipment, net Purchase deposits for flight equipment	10 , 148 53	9 , 888 116
	10,201	•
Other equipment and property, net	2,005	2,016
	12,206	12,020
Equipment and Property Under Capital Leases		
Flight equipment, net	1,682	1,705
Other equipment and property, net	170	173
	1,852	1,878
Route acquisition costs, net Other assets, net	1,025 1,453 \$ 19,669	•

Note: The balance sheet at December 31, 1994 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

The $% \left(1\right) =\left(1\right) \left(1\right)$ accompanying notes are an integral part of these $% \left(1\right) =\left(1\right) \left(1\right)$ financial statements.

Liabilities and Stockholders' Equity	March 31, 1995 (Unaudited)	December 31, 1994 (Note)
Current Liabilities Accounts payable Accrued liabilities Air traffic liability Current maturities of long-term debt Current obligations under capital leases Total current liabilities	\$ 900 1,830 1,577 725 161 5,193	\$ 920 1,803 1,473 590 128 4,914
Long-term debt, less current maturities Obligations under capital leases, less current obligations Deferred income taxes Other liabilities, deferred gains, deferred credits and postretirement benefits	5,417 2,250 311 3,077	5,603 2,275 279 3,035
Stockholders' Equity Convertible preferred stock Common stock Additional paid-in capital Minimum pension liability adjustment Retained earnings	78 76 2,217 (199) 1,249 3,421 \$ 19,669	78 76 2,212 (199) 1,213 3,380 \$ 19,486

Note: The balance sheet at December 31, 1994 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

The $% \left(1\right) =\left(1\right) \left(1\right)$ accompanying notes are an integral part of these $% \left(1\right) =\left(1\right) \left(1\right)$ financial statements.

		Three Months Ended March 31,		
	19	95	1	.994
Net Cash Provided by Operating Activities	\$	253	\$	202
Cash Flow from Investing Activities: Capital expenditures Net decrease (increase) in short-term		(458)		(341)
investments Other, net		270 60		(146) 3
Net cash used for investing activities		(128)		(484)
Cash Flow from Financing Activities: Proceeds from issuance of long-term debt		_		72
Net short-term borrowings with maturities of 90 days or less Other short-term borrowings Payments on long-term debt and capital lease		-		200 200
obligations		(86)		(162)
Payment of preferred stock dividends Net cash (used for) provided by		(1)		(16)
financing activities		(87)		294
Net increase in cash Cash at beginning of period		38 23		12 63
Cash at end of period	\$	61	\$	75
Cash Payments (Refunds) For: Interest (net of amounts capitalized) Income taxes	\$	155 (9)	Ş	144 (59)
Financing Activities not Affecting Cash: Capital lease obligations incurred	\$	-	\$	72

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

- 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, necessary to present fairly the financial position, results of operations and cash flows for the periods indicated. For further information, refer to the consolidated financial statements and footnotes thereto included in the AMR Corporation annual report on Form 10-K for the year ended December 31, 1994.
- 2.Certain amounts from 1994 have been reclassified to conform with 1995 presentation. Beginning January 1, 1995, the results of two AMR units -- TeleService Resources (TSR) and Data Management Services (DMS) -- are reported in the Management Services Group and the results of AMR Training and Consulting Group (AMRTCG) are reported in The SABRE Group. Previously, the results of TSR and DMS had been included in The SABRE Group, and the results of AMRTCG had been included in the Management Services Group.
- 3.In July 1991, American entered into a five-year agreement whereby American transfers, on a continuing basis and with recourse to the receivables, an undivided interest in a designated pool of receivables. Undivided interests in new receivables are transferred daily as collections reduce previously transferred receivables. At December 31, 1994, receivables are presented net of approximately \$112 million of such transferred receivables. At March 31, 1995, no receivables were transferred under the terms of the agreement.
- 4.Accumulated depreciation of owned equipment and property at March 31, 1995 and December 31, 1994, was \$5.6 billion and \$5.5 billion, respectively. Accumulated amortization of equipment and property under capital leases at March 31, 1995 and December 31, 1994, was \$942 million and \$898 million, respectively.
- 5.In April 1995, American announced an agreement to sell 12 of its McDonnell Douglas MD-11 aircraft to Federal Express Corporation (FedEx), with delivery of the aircraft between 1996 and 1999. In addition, American has the option to sell its remaining seven MD-11 aircraft to FedEx with deliveries between 2000 and 2002. At the same time the two companies signed a separate six-year maintenance contract under the terms of which American will perform work on FedEx's aircraft fleet.

Results of Operations

Summary AMR recorded net earnings for the three months ended March 31, 1995, of \$38 million (\$37 million after preferred stock dividends, or \$0.48 per common share, both primary and fully diluted). This compares to a net loss of \$7 million (\$23 million after preferred stock dividends, or \$0.30 per common share, both primary and fully diluted) for the first quarter of 1994. AMR's operating income improved 58.5 percent or \$93 million.

AMR's improved operating results reflect better performance by each of the Company's three business units - the Airline Group (formerly the Air Transportation Group), which includes American Airlines, Inc.'s Passenger and Cargo Divisions and AMR Eagle, Inc.; The SABRE Group, which includes AMR's information technology and consulting businesses; and the Management Services Group, which includes AMR's airline management, aviation services, and investment service activities.

The following sections provide a discussion of AMR's results by reporting segment. A description of the businesses in each reporting segment is included in AMR's Annual Report on Form 10-K for the year ended December 31, 1994.

AIRLINE GROUP FINANCIAL HIGHLIGHTS (Unaudited) (Dollars in millions)

	Three Months Ended March 31,		
	1995	1994	
Revenues			
Passenger - American Airlines, Inc.	\$3,143	\$3,028	
- AMR Eagle, Inc.	155	181	
Cargo	158	156	
Other	155	139	
	3 , 611	3 , 504	
Expenses			
Wages, salaries and benefits	1,240	1,211	
Aircraft fuel	378	395	
Commission to agents	320	326	
Depreciation and amortization	256	264	
Other operating expenses	1,309	1,262	
Total operating expenses	3 , 503	3,458	
Operating Income	108	46	
Other Income (Expense)	(161)	(147)	
Loss Before Income Taxes	\$ (53)	\$ (101)	
Average number of equivalent employees	89,300	91,600	

OPERATING STATISTICS

	Three Months Ended March 31,		
	1995	1994	
American Airlines, Inc. Passenger Division			
Revenue passenger miles (millions)	23,834	22,379	
Available seat miles (millions)	37,398	36,715	
Passenger revenue yield per passenger mile (cents)	13.19	13.53	
Passenger revenue per available seat mile (cents)	8.40	8.25	
Operating expenses per available seat mile (cents)	8.52	8.66	
Passenger load factor	63.7%	61.0%	
Breakeven load factor	62.1%	61.8%	
Fuel consumption (gallons, in millions)	666	663	
Fuel price per gallon (cents)	54.8	57.7	
Operating aircraft at period-end Cargo Division	648	664	
Cargo ton miles (millions)	489	443	
Revenue yield per ton mile (cents)	31.99	34.75	
	31.99	34.73	
AMR Eagle, Inc.	406	F 4.0	
Revenue passenger miles (millions)	496	540	
Available seat miles (millions)	960	993	
Passenger load factor	51.7%	54.4% 276	
Operating aircraft at period-end	267	2/6	

Operating aircraft at March 31, 1995, included:

Jet Aircraft:		Regional Aircraft:	
Airbus A300-600R	35	ATR 42	46
Boeing 727-200	81	Super ATR	30
Boeing 757-200	84	Jetstream 32	50
Boeing 767-200	8	Saab 340A	16
Boeing 767-200 Extended		Saab 340B	100
Range	22		
Boeing 767-300 Extended		Shorts 360	25
Range	41		
Fokker 100	75	Total	267
McDonnell Douglas DC-10-1	10 17		
McDonnell Douglas DC-10-3	30 6		
McDonnell Douglas MD-11	19		
McDonnell Douglas MD-80	260		
Total	648		

87.5% of the jet aircraft fleet is Stage III, a classification of aircraft meeting noise standards as promulgated by the Federal Aviation Administration.

Average aircraft age is 8 years for jet aircraft and 4 years $% \left(1\right) =\left(1\right) +\left(1\right$

Results of Operations (continued)

The Airline Group's revenues increased \$107 million or 3.1 percent. American's passenger revenues increased by 3.8 percent, \$115 million. American's yield (the average amount one passenger pays to fly one mile) of 13.19 cents decreased by 2.5 percent compared to the same period in 1994. Domestic yields decreased 4.7 percent from first quarter 1994. International yields increased 3.2 percent over first quarter 1994, due principally to a 13.0 percent increase in Europe, partially offset by a 3.7 percent decrease in Latin America.

American's traffic or revenue passenger miles (RPMs) increased 6.5 percent to 23.8 billion miles for the quarter ended March 31, 1995. American's capacity or available seat miles (ASMs) increased 1.9 percent to 37.4 billion miles in the first quarter of 1995, primarily as a result of increases in jet stage length and aircraft productivity. Jet stage length increased 5.0 percent and aircraft productivity, as measured by miles flown per aircraft per day, increased 8.2 percent compared with first quarter 1994. Year over year for the first quarter 1995, American's domestic traffic increased 5.8 percent on capacity decreases of 0.4 percent and international traffic grew 8.2 percent on capacity increases of 8.0 percent. The change in international traffic was driven by a 12.8 percent increase in traffic to Latin America on capacity growth of 10.6 percent, and a 4.3 percent increase in traffic to Europe on a capacity increase of 5.8 percent.

Passenger revenues of the AMR Eagle carriers decreased 14.4 percent, \$26 million, due principally to a reduction in traffic of 8.1 percent to 496 million RPMs. The reduction in traffic was primarily attributable to the Federal Aviation Administration's temporary restrictions on the operation of ATR aircraft during first quarter 1995, which contributed to a decrease in capacity of 3.3 percent to 960 million ASMs.

Other revenues increased 11.5 percent, \$16 million, primarily due to contract maintenance work performed by American for other airlines.

The Airline Group's operating expenses increased 1.3 percent, \$45 million. Because capacity increased more rapidly than expenses, American's Passenger Division cost per ASM decreased by 1.6 percent to 8.52 cents. Wages, salaries and benefits rose 2.4 percent, \$29 million, due primarily to salary adjustments for existing employees, partially offset by a 2.5 percent reduction in the average number of equivalent employees. Aircraft fuel expense decreased 4.3 percent, \$17 million, due to a 5.0 percent decrease in American's average price per gallon, partially offset by an 0.5 percent increase in gallons consumed by American. Commissions to agents decreased 1.8 percent, \$6 million, due principally to a lower percentage of revenue subject to agent commissions combined with a reduction in rates paid to agents. Other operating expenses, consisting of aircraft rentals, other rentals and landing fees, food service costs, maintenance costs and other miscellaneous operating expenses increased 3.7 percent, \$47 million, primarily due to increases in contract maintenance expenses and increases in landing fee rates at certain locations.

Other Income (Expense) increased 9.5 percent or \$14 million. Interest expense (net of amounts capitalized) increased \$36 million due primarily to the issuance of \$1.02 billion of convertible debentures in exchange for 2.04 million preferred shares in 1994, and the effect of rising interest rates on floating rate debt and interest rate swap transactions. The increase in interest expense was partially offset by an increase in interest income of \$18 million attributable to higher average investment balances and higher average rates.

		Three Months Ende March 31,		
		1995		1994
Revenues	\$	406	\$	367
Expenses				
Wages, salaries and benefits		106		100
Depreciation and amortization		45		44
Other operating expenses		137		126
Total operating expenses		288		270
Operating Income		118		97
Other Income (Expense)		(9)		(4)
Income Before Income Taxes	\$	109	\$	93
Average number of equivalent employees	7	7,300		6,800

Revenues

Revenues for The SABRE Group increased 10.6 percent, \$39 million, primarily due to increased booking fee volume, which was positively impacted by international expansion in Europe, Latin America and India, increased sales of premium priced products and AMR's services agreement with Canadian Airlines International, Inc. (CAI), which was signed in April 1994.

Expenses

Wages, salaries and benefits increased 6.0 percent, \$6 million, due primarily to a 7.4 percent increase in the average number of equivalent employees. Other operating expenses increased 8.7 percent, \$11 million, due primarily to costs associated with international expansion and the CAI agreement.

MANAGEMENT SERVICES GROUP FINANCIAL HIGHLIGHTS (Dollars in millions)

	T	Three Months Ended March 31,		
	1	.995		1994
Revenues	\$	166	\$	157
Expenses Wages, salaries and benefits Other operating expenses Total operating expenses Operating Income		59 81 140 26		54 87 141 16
Other Income (Expense)		(9)		(6)
Income Before Income Taxes	\$	17	\$	10
Average number of equivalent employees	12,	700	11	,800

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Results of Operations (continued)

Revenues

Revenues for the AMR Management Services Group increased 5.7 percent, or \$9 million. Revenues for Airline Management Services, which was formed in 1994 to manage the Company's service contracts with other airlines including CAI, contributed \$7 million to the increase.

Expenses

Wages, salaries and benefits increased 9.3 percent, \$5 million, due primarily to a 7.6 percent increase in the average number of equivalent employees. Other operating expenses decreased 6.9 percent, \$6 million, due primarily to a reduction in aircraft rent attributable to the expiration of operating leases for 18 Jetstream 32 aircraft since March 31, 1994.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities in the three month period ended March 31, 1995, was \$253 million, compared to \$202 million in 1994. Capital expenditures for the first quarter of 1995 were \$458 million, and included the acquisition of three Boeing 757-200 and four Boeing 767-300 aircraft by American and the acquisition of two Super ATR turboprop aircraft by AMR Leasing. These capital expenditures, as well as the expansion of certain airport facilities, were financed with internally generated cash.

PART II

Item 1. Legal Proceedings

American has been sued in two class action cases that have been consolidated in the Circuit Court of Cook County, Illinois, in connection with certain changes made to American's AAdvantage frequent flyer program in May, 1988. (Wolens, et al v. American Airlines, Inc., No. 88 CH 7554, and Tucker v. American Airlines, Inc., No. 89 CH 199.) In both cases, the plaintiffs seek to represent all persons who joined the AAdvantage program before May 1988. The complaints allege that, on that date, American implemented changes that limited the number of seats available to participants traveling on certain awards and established holiday blackout dates during which no AAdvantage seats would be available for certain awards. The plaintiffs allege that these changes breached American's contracts with AAdvantage members and were in violation of the Illinois Consumer Fraud and Deceptive Business Practice Act (Consumer Fraud Act). Plaintiffs seek money damages of an unspecified sum, punitive damages, costs, attorneys fees and an injunction preventing the Company from making any future changes that would reduce the value of AAdvantage benefits. American moved to dismiss both complaints, asserting that the claims are preempted by the Federal Aviation Act and barred by the Commerce Clause of the U.S. Constitution.

The trial court denied American's preemption motions, but certified its decision for interlocutory appeal. In December 1990, the Illinois Appellate Court held that plaintiffs' claims for an injunction are preempted by the Federal Aviation Act, but that plaintiffs' claims for money damages could proceed. March 12, 1992, the Illinois Supreme Court affirmed the decision of the Appellate Court. American sought a writ of certiorari from the U.S. Supreme Court; and on October 5, 1992, that Court vacated the decision of the Illinois Supreme Court and remanded the cases for reconsideration in light of the U.S. Supreme Court's decision in Morales v. TWA, et al, which interpreted the preemption provisions of the Federal Aviation Act very broadly. On December 16, 1993, the Illinois Supreme Court rendered its decision on remand, holding that plaintiffs' claims seeking an injunction were preempted, but that identical claims for compensatory and punitive damages were not preempted. February 8, 1994, American filed petition for a writ certiorari in the U.S. Supreme Court. The Illinois Supreme Court granted American's motion to stay the state court proceeding pending disposition of American's petition in the U.S. Supreme Court. The matter was argued before the U.S. Supreme Court on November 1, 1994, and on January 18, 1995, the U.S. Supreme Court issued its opinion ending a portion of the suit against American. The U.S. Supreme Court held that a) plaintiffs' claim for violation of the Illinois Consumer Fraud Act was preempted by federal law -- entirely ending that part of the case and eliminating plaintiffs' claim for punitive damages; and b) certain breach of contract claims would not be preempted by federal law. The Court did not determine, however, whether the contract claims asserted by the plaintiffs in Wolens were preempted, and therefore remanded the case to the state court for further proceedings. In the event that the plaintiffs' breach of contract claim is eventually permitted to proceed in the state court, American intends to vigorously defend the case.

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PART II

Item 6. Exhibits and Reports on Form 8-K

The following exhibits are included herein:

- 10(000) Amendment, dated as April 18, 1995 to Employment Agreement among AMR, American Airlines and Robert L. Crandall.
- 11 Statement re: computation of earnings per share

The Company did not file any reports on Form 8-K during the three months ended March 31, 1995.

Signatures

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

AMR CORPORATION

Date:May 12,1995

BY:

Gerard J. Arpey Senior Vice President and Chief Financial Officer 16 EXHIBIT 11

AMR CORPORATION Computation of Earnings (Loss) Per Share (In millions, except per share amounts)

	Three Months March 31,	Ended
	1995	1994
Primary: Average shares outstanding Add shares issued upon assumed conversion of dilutive options, stock appreciation rights	76	76
<pre>and warrants and shares assumed issued for deferred stock granted</pre>	3	-
Less assumed treasury shares purchased	(2)	-
Totals Earnings (Loss) Less: Preferred dividend requirements Earnings (loss) applicable to common shares Per share amount	77 \$ 38 (1) \$ 37 \$ 0.48	76 \$ (7) (16) \$ (23) \$ (0.30)
Fully diluted: Average shares outstanding Add shares issued upon assumed conversion of dilutive options, stock appreciation rights and	76	76
warrants and shares assumed issued for deferred	3	-
stock granted Less assumed treasury shares purchased	(2)	-
Totals Earnings (Loss) Less: Preferred dividend requirements Earnings (loss) applicable to common shares Per share amount	77 \$ 38 (1) \$ 37 \$ 0.48	76 \$ (7) (16) \$ (23) \$ (0.30)

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AMENDMENT FIVE TO EMPLOYMENT AGREEMENT

This Amendment Five to Employment Agreement dated this day of April 1995, by and among AMR Corporation ("AMR"), a Delaware Corporation, American Airlines, Inc. ("American"), a Delaware Corporation, each of which has its principal office at 4333 Amon Carter Boulevard, Fort Worth, Texas, 76155 and Robert L. Crandall, who currently resides at 5243 Park Lane, Dallas, Texas 75220-2145 (the "Executive").

WHEREAS, AMR, American and the Executive have entered into an Employment Agreement effective as of January 1, 1988, as amended, (the "Agreement"); and

 $$\operatorname{\mathtt{WHEREAS}},$$ AMR, American and the Executive have determined that it is beneficial to the interests of each to amend the Agreement.

NOW THEREFORE, in consideration of the promises and the mutual covenants and conditions set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AMR, American and the Executive hereby agree as follows:

1. Paragraph 1 of the Agreement is deleted in its entirety and in its place is substituted the following:

"The Company hereby employs the Executive, and Executive hereby accepts such employment by the Company, in the positions and with the duties and responsibilities set forth in Section 2 and upon such other terms and conditions as are hereinafter states, for the period commencing on January 1, 1988, and except as otherwise provided herein, ending on the earlier to occur of (i) December 31, 1998, or (ii) the termination of Executive's employment."

- 2. a) Paragraphs 3.d (iii) and 3.d (iv) are renumbered 3.d (iv) and 3.d (v), respectively, and a new paragraph, to be numbered 3.d (iii), is added to the Agreement, to read as follows:
 - "(iii) Executive shall receive additional years of credited service under the terms of the Company's tax qualified and supplemental pension plans (including any successors thereto) in accordance with the following table:

Age at Retirement

60 61 62 63

Additional Years

of Credited Service: 2 4 7 10"

b) Paragraphs 4(a)(v) and 4(b)(v) are amended by deleting the phrases "actual period of employment with the Company" and substituting therefor "years of credited service (including such additional years of credited service as provided pursuant to paragraph 3(d)(iii)), under the Company's tax qualified and supplemental pension plans (including any successors thereto)".

IN WITNESS HEREOF, the undersigned have executed this Amendment to Employment Agreement as of the date first written above.

AMERICAN AIRLINES, INC.

AMR CORPORATION

by Anne H. McNamara, its Senior Vice President and General Counsel by Anne H. McNamara, its Senior Vice President and General Counsel

EXECUTIVE

Robert L. Crandall

5 1,000,000

> QTR-1 DEC-31-1995 MAR-31-1995 61 484 1,498 15 610 20,575 6,517 19,669 5,193 2,293 0 78 1,050 19,669 0 3,970 0 3,718 0 0 181 73 35 38 0 0 38 0.48 0.48