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Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
AMR CORPORATION, et al.,	:	Case No. 11-15463 (SHL)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**FIRST MONTHLY FEE STATEMENT OF GROOM LAW GROUP, CHARTERED FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
SPECIAL EMPLOYEE BENEFITS COUNSEL TO THE DEBTORS FOR THE PERIOD
NOVEMBER 29, 2011 THROUGH FEBRUARY 29, 2012**

Name of Applicant:	Groom Law Group, Chartered
Authorized to provide Professional services to:	AMR Corporation, American Airlines, Inc., and AMR Eagle Holding Corporation, and certain of their subsidiaries
Date of Retention:	Order entered on February 14, 2012 retaining Groom Law Group, Chartered as special employee benefits counsel, <i>nunc pro tunc</i> to November 29, 2011
Period for which compensation and reimbursement is sought:	November 29, 2011 through February 29, 2012

**Amount of Compensation sought as actual,
reasonable and necessary: \$1,121,395.50**

**Less 20% Holdback per procedures for
interim compensation and reimbursement
of expenses \$224,277.10**

TOTAL OF FEES \$897,118.40

**Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$28,957.07**

ATTACHMENT TO FIRST MONTHLY FEE STATEMENT

SUMMARY OF TIME CHARGES AND HOURLY RATES¹

Name of Professional Person	Year Admitted	Total Billed Hours	Hourly Billing Rate 2011	Hourly Billing Rate 2012	Total Compensation
Amin, Hisham M.	2002	89.1	\$500.00	\$513.00	\$45,589.50
Coleman, Joshua J.	2010	57.7	\$270.00	\$320.00	\$18,435.15
Daines, Kendall W.	1987	14.8	\$545.00	\$563.00	\$8,208.00
Eller, Jennifer E.	2001	1	\$540.00	\$567.00	\$567.00
Ford, Gary M.	1977	342.6	\$765.00	\$788.00	\$268,184.25
Gigot, Thomas S.	1984	13.7	\$657.00	\$680.00	\$9,220.50
Golumbic, Lars C.	1998	75.2	\$558.00	\$576.00	\$43,252.20
Hassel, Lonie A.	1980	393	\$657.00	\$680.00	\$264,343.50
Hughes, Cheryl, R.	1996	5.3	\$509.00	\$540.00	\$2,862.00
Keller, Christine L.	1996	1.6	\$558.00	\$576.00	\$910.80
Kroh, Jeffrey W.	2001	3.5	\$509.00	\$522.00	\$1,827.00
Lee, Jason H.	2006	64.8	\$446.00	\$491.00	\$31,532.40
Logren, Mark L.	1982	83.9	\$630.00	\$653.00	\$54,072.00
Mazawey, Louis T.	1975	7.6	\$747.00	\$770.00	\$5,789.70
McGuinness, John F.	1993	1.8	\$599.00	\$612.00	\$1,077.30
Nielsen, Mark C.	1997	64	\$531.00	\$558.00	\$35,547.30
Prame, Michael J.	1994	1.8	\$599.00	\$612.00	\$1,077.30
Rogers, Allison B.	2010	172.40	\$270.00	\$320.00	\$49,785.30
Scallet, Edward A.	1973	64.4	\$711.00	\$738.00	\$47,527.20
Sepsakos, George M.	2009	5.6	\$306.00	\$360.00	\$2,016.00
St. Martin, Andree	1983	23	\$666.00	\$711.00	\$16,200.00
Temme, Ryan	N/A	317.50	\$270.00	\$275.00	\$86,792.40
Tinnes, Christy A.	1998	.3	\$558.00	\$576.00	\$172.80
Winters, Brigen	1994	7.8	\$599.00	\$612.00	\$4,773.60
Witt, Jeffrey B.	1999	3.5	\$477.00	\$513.00	\$1,795.50
Zaklad, J. Rose	2006	56.3	\$423.00	\$455.00	\$24,391.35
Zuckerman, Julia E.	2005	57.9	\$446.00	\$491.00	\$26,667.45
Zumwalt, Sarah, A.	2003	111.40	\$500.00	\$513.00	\$56,786.40
Nelson, Danielle	N/A	34.7	\$162.00	\$171.00	\$5,744.70
Shahinllari, Andi	N/A	19	\$225.00	\$234.00	\$4,393.80
Toole, Margaret	N/A	7.1	\$261.00	\$261.00	\$1,853.10
TOTAL FEES		2102.30			\$1,121,395.50

¹ The rates listed above reflect Groom's standard hourly rates in effect on the date services were rendered, minus a 10% discount.

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Benefit Plan Issues	2055.70	\$1,100,708.10
Bankruptcy Administration	46.60	\$20,687.40
Total	2102.30	\$1,121,395.50

EXPENSE SUMMARY

Expense Category	Amount
Cab service	\$21.00
Duplication Services at \$0.15 per page	\$734.60
Filing Fees	\$400.00
Outside-Office Telephone	\$40.26
Research Services	\$10,275.17
Shipping	\$124.18
Travel	\$17,361.86
Total	\$28,957.07

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**FIRST MONTHLY FEE STATEMENT OF GROOM LAW GROUP, CHARTERED FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
SPECIAL EMPLOYEE BENEFITS COUNSEL TO THE DEBTORS FOR THE PERIOD
NOVEMBER 29, 2011 THROUGH FEBRUARY 29, 2012**

Groom Law Group, Chartered (the "Applicant"), counsel to the Debtors, submits its first monthly fee statement for the allowance of compensation and reimbursement of expenses for the period November 29, 2011 through February 29, 2012, and respectfully represents as follows:

1. On November 29, 2011 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"). The Debtors continue to manage their businesses and operate their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The cases are being jointly administered pursuant to Rule 1015(b) of the Bankruptcy Rules.

2. On March 8, 2012, the Court entered an Order establishing procedures for interim monthly compensation and reimbursement of expenses of professionals (the "Interim Compensation Order"). *See* Docket No. 1656.

3. Applicant seeks the allowance of compensation for professional services rendered for and on behalf of the Committee for the period of November 29, 2011 through February 29, 2012 (the "Fee Period"). In addition, Applicant seeks reimbursement of actual and necessary costs and expenses incurred during the Fee Period.

4. Specifically, the Applicant seeks allowance of \$1,121,395.50, less a twenty percent (20%) holdback in the amount of \$224,277.10, for a total fee request of \$897,118.40 for services rendered during the Fee Period. A detailed description of services rendered during the Fee Period is annexed hereto as Exhibit "A". Applicant also seeks reimbursement of actual and necessary costs and expenses incurred during the Fee Period in the sum of \$28,957.07. A schedule of disbursements incurred by the Applicant is annexed hereto as Exhibit "B".

SUMMARY OF SERVICES BY PROJECT

5. The services rendered by the Applicant during the Fee Period can be grouped into the categories set forth below:

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Benefit Plan Issues	2055.70	\$1,100,708.10
Bankruptcy Administration	46.60	\$20,687.40
Total	2102.30	\$1,121,395.50

VALUATION OF SERVICES

6. Attorneys and paraprofessionals employed by the Applicant have expended a total of 2102.30 hours in connection with this matter during the Fee Period, as follows:

Name of Professional Person	Year Admitted	Total Billed Hours	Hourly Billing Rate 2011	Hourly Billing Rate 2012	Total Compensation
Amin, Hisham M.	2002	89.1	\$500.00	\$513.00	\$45,589.50
Coleman, Joshua J.	2010	57.7	\$270.00	\$320.00	\$18,435.15
Daines, Kendall W.	1987	14.8	\$545.00	\$563.00	\$8,208.00
Eller, Jennifer E.	2001	1	\$540.00	\$567.00	\$567.00
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Shahinllari, Andi	N/A	19	\$225.00	\$234.00	\$4,393.80
Toole, Margaret	N/A	7.1	\$261.00	\$261.00	\$1,853.10
TOTAL FEES		2102.30			\$1,121,395.50

7. Details of the work performed by the foregoing attorneys and paraprofessionals are fully set forth in Exhibit "A" attached hereto. The hourly rates set forth above are the

Applicant's normal hourly rates for work of this character. The reasonable value of the services rendered by the Applicant during the Fee Period is \$1,121,395.50. From this amount, the Applicant shall deduct a 20% holdback.

8. The Applicant submits that the amount of its fees during the Fee Period is fair and reasonable given (a) the time expended, (b) the nature and extent of the services rendered, (c) the complexity of these cases, (d) the value of such services, and (e) the cost of comparable services other than in a case under title 11.

DISBURSEMENTS

9. Applicant incurred reasonable and necessary out-of-pocket expenses in the amount of \$28,957.07, in connection with rendering legal services to the Committee during the Fee Period. A description of the expenses is set forth in Exhibit "B" annexed hereto. Applicant's regular charge for photocopy expenses is \$0.15 per page. These disbursements were necessary to effectively render legal services in this case.

10. During the course of this case, Applicant has incurred and paid all of the actual and necessary disbursements and expenses set forth in Exhibit "B".

11. This is the Applicant's first monthly fee statement ("Statement") pursuant to the Interim Compensation Order. There is no agreement or understanding between the Applicant and any other person, other than members of the Applicant, for the sharing of compensation to be received for services rendered in this case.

NOTICE

12. Pursuant to the Interim Compensation Order, this Statement will be served upon: (i) the Debtors, c/o AMR Corporation, 4333 Amon Carter Boulevard, MD 5675, Fort Worth, Texas 76155 (Attn: Kathryn Kooreny, Esq.); (ii) the attorneys for the Debtors, Weil, Gotshal &

Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Alfredo R. Pérez, Esq.); (iii) the attorneys for the Creditors' Committee, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., Esq.) and Four Times Square, New York, New York 10036 (Attn: Jay M. Goffman, Esq.); (iv) counsel for any other official committee appointed in these chapter 11 cases; and (v) the Office of the United States Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.).

WHEREFORE, Applicant submits this request for (i) a first monthly allowance of fees in the amount of \$1,121,395.50 less a twenty percent (20%) holdback in the amount of \$224,277.10, for a total fee request of \$897,118.40 for professional services rendered to and on behalf of the Debtors during the Fee Period, plus (ii) reimbursement of its actual, reasonable, and necessary expenses incurred in connection with services rendered during the Fee Period in the amount of \$28,957.07.

Respectfully submitted,

GROOM LAW GROUP, CHARTERED

/s/ Lonie A. Hassel

Gary M. Ford

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Counsel to the Debtors

and Debtors in Possession

Dated: March 29, 2012

Washington, DC