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Attorneys for Debtors  
and Debtors in Possession

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

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>AMR CORPORATION, et al.,</b>	:	<b>11-15463 (SHL)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**SECOND MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS FOR  
THE PERIOD FROM JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

<b>Name of Applicant:</b>	<b>Weil, Gotshal &amp; Manges LLP, Attorneys for Debtors and Debtors in Possession</b>
<b>Date of Retention:</b>	<i>Nunc pro tunc</i> to November 29, 2012
<b>Period for Which Fees and Expenses are Incurred:</b>	January 1, 2012 through and including January 31, 2012
<b>Interim Fees Incurred:</b>	\$3,731,049.50
<b>Less 20% Holdback:</b>	\$746,209.90
<b>Interim Expenses Incurred:</b>	\$74,317.16

**Total Fees and Expenses Due:** \$3,059,156.76\*

**This is a**                                      X   Monthly        Interim        Final Fee Application

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\* In accordance with the Second Amended Interim Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated March 8, 2012, if no objection to the fees or expenses sought in the Monthly Statement is received by the 36th day following receipt of the Monthly Statement, AMR is authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Monthly Statement.

**SUMMARY OF SECOND MONTHLY APPLICATION  
OF WEIL, GOTSHAL & MANGES, LLP FOR SERVICES RENDERED  
FOR THE PERIOD JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

<b>NAME OF PROFESSIONAL PARTNERS AND OF COUNSELS:</b>	<b>DEPARTMENT<sup>†</sup></b>	<b>YEAR ADMITTED</b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Harvey R. Miller	BFR	1959	\$1,075.00	158.30	\$167,485.00
Ralph I. Miller	LIT	1972	\$775.00	30.20	\$23,405.00
Thomas A. Roberts	CORP	1973	\$1,075.00	86.10	\$92,557.50
David R. Berz	LIT	1973	\$1,000.00	1.30	\$1,300.00
Greg A. Danilow	LIT	1975	\$1,075.00	1.30	\$1,397.50
Stephen Karotkin	BFR	1977	\$1,075.00	136.70	\$137,922.50
Warren T. Buhle	CORP	1977	\$1,075.00	1.30	\$1,397.50
Steven A. Reiss	LIT	1977	\$1,050.00	3.60	\$3,780.00
Edward Soto	LIT	1978	\$1,025.00	74.50	\$76,362.50
Richard A. Rothman	LIT	1978	\$865.00	65.30	\$56,484.50
Alfredo R. Perez	BFR	1980	\$1,050.00	147.40	\$154,770.00
Thomas C. Frongillo	LIT	1982	\$735.00	2.10	\$1,543.50
Stuart J. Goldring	TAX	1984	\$1,075.00	60.90	\$65,467.50
Stephen A. Radin	LIT	1984	\$1,050.00	3.60	\$3,780.00
Mary R. Korby	CORP	1984	\$1,000.00	164.10	\$164,100.00
Richard A. Morrison	CORP	1984	\$1,000.00	112.80	\$112,800.00
Lawrence J. Baer	LIT	1984	\$780.00	25.60	\$19,968.00
Stephen A. Youngman	BFR	1985	\$950.00	161.00	\$151,620.00
Michael K. Kam	TAX	1987	\$1,025.00	68.80	\$70,520.00
Penny P. Reid	LIT	1989	\$975.00	74.80	\$72,930.00
Nellie P. Camerik	CORP	1989	\$950.00	4.40	\$4,180.00
Steven M. Margolis	TAX	1990	\$780.00	6.40	\$4,992.00
P. J. Himelfarb	CORP	1991	\$890.00	1.30	\$1,157.00
Michele J. Meises	BFR	1992	\$780.00	139.10	\$108,498.00
Robert S. Berezin	LIT	1994	\$755.00	123.30	\$93,091.50
Angela C. Zambrano	LIT	1997	\$665.00	7.70	\$5,120.50
Yolanda C. Garcia	LIT	1999	\$635.00	155.60	\$98,806.00
Elisa R. Lemmer	BFR	2000	\$780.00	157.10	\$122,148.00
Michelle L. Hartmann	LIT	2001	\$630.00	79.80	\$49,108.50
<b>Total:</b>				<b>2,054.40</b>	<b>\$1,866,692.50</b>

<sup>†</sup> BFR – Business Finance & Restructuring, CORP – Corporate, LIT – Litigation

<b>NAME OF PROFESSIONAL ASSOCIATES:</b>	<b>DEPARTMENT<sup>‡</sup></b>	<b>YEAR ADMITTED</b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Joseph Krassy	CORP	1977	\$900.00	1.20	\$1,080.00
Scott R. Dayton	LIT	1999	\$570.00	72.30	\$41,211.00
Christopher M. Lopez	BFR	2003	\$760.00	94.50	\$71,820.00
Eric S. Hochstadt	LIT	2003	\$565.00	125.60	\$70,964.00
Julie T. Friedman	BFR	2003	\$500.00	14.80	\$7,400.00
Max A. Goodman	TAX	2004	\$760.00	30.80	\$23,408.00
Allen S. Blaustein	LIT	2004	\$750.00	143.70	\$107,775.00
Victoria Vron	BFR	2004	\$750.00	59.90	\$44,925.00
Margaret H. Allen	LIT	2004	\$555.00	255.30	\$141,691.50
Robert S. Velevis	LIT	2004	\$555.00	192.50	\$106,837.50
Jennifer M. Oliver	LIT	2004	\$480.00	86.90	\$41,712.00
Jill Schmidt	LIT	2005	\$750.00	1.00	\$750.00
Brian J. D'Amico	LIT	2005	\$730.00	56.60	\$41,318.00
Jaime S. Kaplan	LIT	2005	\$730.00	11.00	\$8,030.00
Caitlyn M. Campbell	LIT	2006	\$750.00	38.00	\$28,500.00
Manesh J. Shah	BFR	2007	\$705.00	131.30	\$92,566.50
Matthew Goren	BFR	2007	\$705.00	142.00	\$99,757.50
Verity S. Rees	TAX	2007	\$705.00	1.30	\$916.50
Charlie Chen	BFR	2007	\$670.00	168.60	\$112,962.00
Sara Coelho	BFR	2008	\$705.00	106.40	\$75,012.00
Farbod Solaimani	TAX	2008	\$670.00	3.60	\$2,412.00
Joonbeom Pae	TAX	2008	\$670.00	47.80	\$32,026.00
David B. Gail	CORP	2008	\$625.00	39.30	\$24,562.50
Kristen L. Depowski	CORP	2008	\$625.00	4.70	\$2,937.50
Melissa Colon-Bosolet	LIT	2008	\$480.00	57.30	\$27,504.00
Pablo Falabella	BFR	2009	\$670.00	67.80	\$45,426.00
Kathlene Burke	BFR	2009	\$625.00	32.90	\$20,562.50
Pravin D. Kumar	CORP	2009	\$515.00	25.00	\$12,875.00
Daniel S. Klein	LIT	2009	\$480.00	170.60	\$81,888.00
Nadya Salcedo	LIT	2009	\$440.00	84.90	\$37,356.00
Sandra Y. Fusco	LIT	2009	\$440.00	183.90	\$80,916.00
Victoria Neave	LIT	2009	\$300.00	138.80	\$41,640.00
Kyle James Ortiz	BFR	2010	\$515.00	160.00	\$82,400.00
Andrew C. Mosier	LIT	2010	\$450.00	7.50	\$3,375.00
Andrew C. Mosier	LIT	2010	\$430.00	39.10	\$16,813.00
Danielle Barnes	CORP	2010	\$450.00	1.10	\$495.00
Elana R. Pollak	LIT	2010	\$440.00	70.10	\$30,844.00
Erika Fisher	LIT	2011	\$450.00	38.60	\$17,370.00
Laura A. Napoli	BFR	2011	\$450.00	12.10	\$5,445.00
Samuel C. Peca	CORP	2011	\$450.00	6.10	\$2,745.00
<b>Total:</b>				<b>2,924.90</b>	<b>\$1,688,229.00</b>

<sup>‡</sup>BFR – Business Finance & Restructuring, CORP – Corporate, LIT – Litigation, \* – UK Trainee Solicitor

<b>NAME OF PROFESSIONAL PARALEGALS, CLERKS, LIBRARY STAFF AND OTHER NON-LEGAL STAFF</b>	<b>DEPARTMENT<sup>§</sup></b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Kathleen Lee	BFR	\$320.00	2.70	\$864.00
Jeffrie Hausman	LIT	\$300.00	6.70	\$2,010.00
Sarah B. Roberts	BFR	\$285.00	137.10	\$39,073.50
Jo Nan Burns	LIT	\$275.00	7.40	\$2,035.00
Leason Holett	LIT	\$275.00	7.90	\$2,172.50
Lori A. Seavey	BFR	\$275.00	37.80	\$10,395.00
Nancy P. Cade	LIT	\$275.00	94.70	\$26,042.50
Odalys C. Smith	LIT	\$275.00	1.20	\$330.00
T. C. Bennett	LIT	\$260.00	2.80	\$728.00
Herbert Chan	LIT	\$260.00	91.70	\$23,842.00
Lyle S. Bartram	BFR	\$260.00	14.80	\$3,848.00
Cory M. Reynolds	LS	\$250.00	1.40	\$350.00
Cheryl Eng-Bendel	LS	\$245.00	4.90	\$392.00
Debra Roth	CORP	\$245.00	3.70	\$906.50
Elizabeth E. Melson	LIT	\$245.00	46.40	\$11,368.00
Lara Calabrese	LS	\$245.00	5.80	\$1,421.00
Roy W. Gilchrist	LIT	\$245.00	6.30	\$1,543.50
Nicole K. Aliseo	BFR	\$230.00	3.90	\$897.00
Rene A. Olvera	LIT	\$230.00	10.10	\$2,323.00
Victoria A. Bennett	LIT	\$230.00	66.60	\$15,318.00
Fabian R. Menendez	LS	\$225.00	1.50	\$337.50
Kubicz, James R.	LS	\$225.00	3.00	\$675.00
MaryAnne Bollen	LS	\$225.00	1.40	\$315.00
Judy Geeslin	LS	\$215.00	10.70	\$2,300.50
Daniel F. McLaughlin	LIB	\$205.00	1.40	\$287.00
Merill Losick	LIB	\$205.00	1.50	\$307.50
Sadys Rodrigo Espitia	LIB	\$205.00	5.00	\$1,025.00
Andrea Wilmer	BFR	\$200.00	13.00	\$2,600.00
Andrew H. Gern	BFR	\$185.00	6.10	\$1,128.50
Maryssa Mataras	LIT	\$185.00	98.80	\$18,278.00
Priya K. Ghodasara	BFR	\$185.00	5.70	\$1,054.50

<sup>§</sup> BFR – Business Finance & Restructuring, CORP – Corporate, LIB – Library, LIT – Litigation,  
LSS – Litigation Support Services, MC – Managing Clerk

<b>NAME OF PROFESSIONAL PARALEGALS, CLERKS, LIBRARY STAFF AND OTHER NON-LEGAL STAFF</b>	<b>DEPARTMENT<sup>s</sup></b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Donald Etienne	BFR	\$100.00	4.60	\$460.00
Maximiliano Greco	LIB	\$90.00	3.60	\$324.00
Cheryl Prudhomme	LIB	\$80.00	4.90	\$392.00
<b>Total:</b>			<b>715.1</b>	<b>\$175,344.00</b>

<b>PROFESSIONALS</b>			
<b>TOTALS:</b>	<b>BLENDED RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Partners and Of Counsel	\$908.63	2,054.40	\$1,866,692.50
Associates	\$577.19	2,924.90	\$1,688,229.00
Paraprofessionals	\$246.33	715.00	\$176,128.00
<b>Blended Attorney Rate</b>			
<b>Total Fees Incurred</b>		<b>5,694.30</b>	<b>\$3,731,049.50</b>

**EXPENSE SUMMARY**  
**BY WEIL, GOTSHAL & MANGES LLP FOR**  
**THE PERIOD JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

<b>EXPENSES</b>	<b>AMOUNTS</b>
Travel and Transportation	\$13,357.32
Business Meals	\$2,594.43
Telephone/Teleconference	\$393.36
Postage and Express Mail	\$566.13
Duplicating	\$22,908.28
Messenger/Process Service	\$1,042.86
Court/Filing/Regulatory Fees	\$100.00
Computerized Research/Other Research	\$33,354.78
<b>Total:</b>	<b>\$74,317.16</b>



**COMPENSATION BY WORK TASK CODE FOR SERVICES  
RENDERED BY WEIL, GOTSHAL & MANGES LLP FOR THE  
PERIOD JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
010	Case Administration	56.00	\$33,341.00
020	Unsecured Creditors Issues/Meetings/Communications	147.00	\$140,314.00
030	Secured Creditors Issues/Meetings/Communications	1.30	\$1,397.50
040	US Trustee Issues/Meetings/Communications	60.30	\$52,825.50
050	Communications with Client	96.10	\$98,565.00
060	Hearings and Court Matters	158.60	\$96,795.50
070	General Case Strategy	90.00	\$81,867.00
080	WG&M Retention/Billing/Fee Applications	73.50	\$31,823.00
090	Retention/Fee Applications: Other Professionals	278.70	\$213,720.50
100	Retention/Fee Applications: Ordinary Course Professionals	23.50	\$13,835.00
110	Schedules/Statement of Financial Affairs/Rule 2015.3 Reports	143.80	\$104,538.50
120	Financing/Cash Management	24.30	\$19,939.50
130	Insurance Issues	32.50	\$21,395.00
140	1113 Negotiations	19.80	\$19,185.50
141	Labor Arbitrations	3.90	\$3,641.00
142	Employment Litigation	2.90	\$2,262.00
143	ERISA Litigation	64.50	\$53,665.50
144	General Employee Issues (Excludes Items Covered in 140-143)	66.30	\$65,463.50
151	363 Use or Lease of Property	4.20	\$3,488.50
160	Executory Contracts/Leases/365 (Excluding Aircraft/Real Property Leases)	41.00	\$33,759.00
161	Aircraft Executory Contracts and Leases/1110	43.80	\$34,307.50
162	Real Property Leases/365	440.80	\$347,812.00
170	Adversary Proceedings/Avoidance Actions	0.70	\$469.00
180	Bar Date/Claims Reconciliation Issues	30.80	\$19,486.00
190	Automatic Stay	498.40	\$354,751.50
200	Customer/Vendor/Supplier/Reclamation/503(b)(9) Issues	152.60	\$108,046.50
210	Utility Issues	41.60	\$31,233.00
220	Tax Issues	177.70	\$151,928.50
230	Corporate/Securities/Governance	482.90	\$407,708.50
240	Business Plan	1.80	\$1,935.00
290	Nonbankruptcy Litigation	53.30	\$28,532.50
291	GDS Litigation	2,348.60	\$1,136,847.50
310	Nonworking Travel	31.20	\$14,250.00

320	International Issues	1.60	\$1,620.00
330	Environmental Issues	0.30	\$300.00
<b>Total:</b>		<b>5,694.3</b>	<b>\$3,731,049.50</b>

**Notice Parties**

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