

**AMENDMENT THREE TO THE
AMERICAN AIRLINES, INC. PILOT LONG TERM DISABILITY PLAN**

This Amendment Number Three to the American Airlines, Inc. Pilot Long Term Disability Plan ("Plan") is made in accordance with paragraph G, Procedure for Amendment of Section IX FIDUCIARY DUTIES and adopted on this ___ day of February, 2011, and effective as of December 13, 2007. Capitalized terms not defined herein shall have the meanings given such terms in the Plan.

I. Article III, Definitions

Article III is hereby amended by adding the following new subsection GG, as follows:

GG. **"Late Retirement Date"** means "Late Retirement Date" as defined in the Program.

II. Article IV, Section B (Termination of Coverage) is hereby deleted in its entirety and replaced with the following:

B. Termination of Coverage

Plan Coverage ends on the earlier of the following events:

1. Termination of employment except that Disability benefits will continue beyond termination of employment in accordance with Section V of this Plan;
2. Commencement of a "Retirement Benefit" as defined under the Program;
3. The date the Pilot Employee attains the age at which he is no longer eligible to be a Pilot Employee under federal law;
4. Becoming ineligible for the coverage due to a change in job classification; or
5. Death.

Notwithstanding the above, a Pilot Employee diagnosed as chemically dependent shall be subject to the benefit limitation in Article V, Section E. This article shall not be construed as overriding the limitation in Article V, Section E.

III. Article V, Section E, subparagraph (1) is hereby deleted in its entirety and replaced with the following:

- (1) Shall be entitled to a lifetime maximum of up to eighteen (18) months of payments from the point in time the Pilot Employee is diagnosed as chemically dependent, or until the Pilot Employee experiences an event described in Article IV, Section E or Article VI, Section E (whichever is earlier).

IV. Article VI, Section E (When Disability Benefits End or Are Suspended) is hereby deleted in its entirety and replaced with the following:

E. When Disability Benefits End or Are Suspended

Disability benefits end on the earlier of:

1. The date the Disability ceases;
2. The payment of the maximum number of payments as stated in Section V;
3. The commencement of a "Retirement Benefit" under the Program;
4. The date the Pilot Employee attains the age at which he is no longer eligible to be a Pilot Employee under federal law; or
5. Death.

Notwithstanding the above, a Pilot Employee diagnosed as chemically dependent shall be subject to the benefit limitation in Article V, Section E. This article shall not be construed as overriding the limitation in Article V, Section E.

Disability benefits will be suspended during the following situations:

1. Periods of Furlough, or
2. In the event the Pilot Employee works for the Company in a capacity other than as a pilot, his Disability benefits shall not be paid while he is employed in such capacity.

V. Article VI shall be amended to include a new section, Section G, as follows:

G. Payment of Proceeds for a Deceased Pilot Employee

In the event that a Pilot Employee has been approved for or is receiving initial or ongoing payment of Long Term Disability benefits, and such Pilot Employee dies

prior to the distribution of these benefit payments, such benefits shall be paid to the appropriate beneficiary or other recipient in accordance with the terms of the Program.

In WITNESS WHEREOF, American Airlines, Inc. hereby adopts this Amendment Number Three to the American Airlines, Inc. Pilot Long Term Disability Plan effective as of the date first written above.

AMERICAN AIRLINES, INC.

By: _____
Mark Burdette, Vice President, Employee Relations
Member, Pension Benefits Administration Committee

By: _____
Beverly K. Goulet, Vice President, Corporate Development and Treasurer
Member, Pension Benefits Administration Committee

By: _____
Brian J. McMenemy, Vice President and Controller
Member, Pension Benefits Administration Committee

By: _____
Carolyn E. Wright, Vice President, Corporate Human Resources
Chair, Pension Benefits Administration Committee