

represented any such entities except as described below). Therefore, to the best of my knowledge and belief, Haynes and Boone is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code.

11. Prepetition, Haynes and Boone represented the Debtors in various corporate, patent, litigation, bankruptcy, and international matters. The Debtors seek to engage the Firm to continue this representation in the ordinary course of the Debtors’ business in addition to employing the Firm as conflicts counsel to the Debtors.

12. Haynes and Boone is owed approximately \$485,610.85 for services provided prepetition (the “**Prepetition Claim**”). Upon approval of Haynes and Boone’s retention under § 327(a), Haynes and Boone will waive the Prepetition Claim and will no longer be a prepetition creditor of the Debtors.²

13. As of the Commencement Date, certain Firm employees (i) have family members that are either employed by, former employees of or retired from employment with the Debtors. are former employees of the Debtors, (ii) are former employees of the Debtors who have either left or retired from employment; or (iii) own immaterial amounts of the Debtors’ stocks or bonds through 401(k) plans, mutual funds, investment portfolios or the like. A partner at the firm holds 350 shares in AMR in a joint account with the partner’s spouse. These shares represent a very small percentage of the total investments in the account and will not affect the Firm’s disinterestedness in these chapter 11 cases.

² To the extent Haynes and Boone discovers it was owed more prepetition than the amount listed here as its Prepetition Claim, upon its retention, Haynes and Boone will waive such claim for additional amounts.

14. In addition, at least one Haynes and Boone associate has clerked for a Bankruptcy Judge in the Southern District of New York. Haynes and Boone does not believe that these possible connections are material or affect its disinterestedness in these cases. To the extent requested, Haynes and Boone will provide more detailed information on the foregoing.

15. Haynes and Boone has also been a customer of the Debtors. Haynes and Boone attorneys and staff have purchased, and may continue to purchase, the Debtors' airline tickets. At any given time, Haynes and Boone attorneys and staff may hold fully paid airline tickets for travel on a future date and/or other vouchers, credits, uncashed refund checks, or other travel credits.

16. In addition, Haynes and Boone attorneys and staff participate in travel-related customer programs offered by the Debtors, such as membership in the Admirals Club®, American Airlines Vacations, the AAirpass® Program, and the AADVANTAGE® Travel Awards Program. The AADVANTAGE® Travel Awards Program is the Debtors' travel rewards and frequent flyer loyalty program, through which a member earns miles for certain airline tickets and other purchases, and which may be exchanged for tickets or ticket upgrades, hotel stays, car rentals, and other awards. The AADVANTAGE® Travel Awards Program has in excess of 69 million members worldwide, with approximately 7,100 new members enrolling daily over the last eight months. The Firm currently employs over 1,000 people worldwide, including attorneys and support staff. Therefore, even if every Haynes and Boone employee were a member, which upon information and belief is not the case, Haynes and Boone represents a de minimis number of all AADVANTAGE® Travel Awards Program members and, therefore, any such participation does not affect the Firm's disinterestedness in these cases.

17. Moreover, Haynes and Boone may be or has in the past been a party to a Business Extra Account with American Airlines, which provides the opportunity to acquire additional AADVANTAGE® Travel Awards. The benefits that Haynes and Boone derives from the Business Extra Account do not affect its disinterestedness in these cases. To the best of my knowledge, the Business Extra Account does not give rise to a prepetition claim, and to the extent it does, Haynes and Boone will waive any such prepetition claim upon its retention.

18. Further, on December 22, 2011, the Court entered a final order approving the Debtors' motion to honor certain customer obligations in the ordinary course of business, including obligations for these customer programs [Docket No. 426].

19. Additionally, the Firm has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in commercial markets, the Firm may be unaware of the actual holder of such debt at any given moment. Haynes and Boone also represents entities in unrelated matters that may buy and/or sell distressed debt of chapter 11 debtors.

20. Haynes and Boone represents Samsung Telecommunications America, LLC ("**Samsung**") with respect to a Master Purchasing Agreement and related matters (the "**MPA Transaction**") involving AMR. The Firm has previously represented AMR with respect to patent applications related to certain patented technology (the "**Patent Matter**"). The technology involved in the MPA Transaction is related to the technology involved in the Patent Matter. The Firm does not believe this representation of Samsung represents a conflict, but out of an abundance of caution, the Firm has received a waiver and established an ethical wall in