

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

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In re : Chapter 11 Case No.
: :
AMR CORPORATION, *et al.*, : 11-15463 (SHL)
: :
Debtors. : (Jointly Administered)
: :
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**SUPPLEMENTAL DECLARATION OF ADAM VEROST IN SUPPORT
OF APPLICATION OF DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND
328(a) AND FED. R. BANKR. P. 2014 FOR AUTHORITY TO RETAIN AND
EMPLOY PERELLA WEINBERG PARTNERS LP AS FINANCIAL
ADVISOR *NUNC PRO TUNC* TO THE COMMENCEMENT DATE**

I, Adam Verost, under penalty of perjury, declare as follows:

1. I am a Managing Director at Perella Weinberg Partners LP (“**PWP**”), which, together with its affiliates (the “**Firm**”), is a global financial services firm that provides corporate advisory, private placement and asset management services. The Firm is headquartered at 767 Fifth Avenue, New York, New York 10153, and has offices located in London, England; San Francisco, CA; Austin, TX; New York, NY; Denver, Colorado; Beijing, PRC; and Abu Dhabi, UAE.

2. This Declaration (the “**Supplemental Declaration**”) supplements my previous Declaration, sworn to on January 10, 2012, on behalf of the Firm in support of the application (the “**Application**”) ¹ of AMR Corporation, American Airlines, Inc., AMR Eagle Holding Corporation, and certain of their subsidiaries, as debtors and debtors in possession

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Application, the Declaration, or the Engagement Letter, as appropriate.

(collectively, the “**Debtors**”) for entry of an order authorizing the employment and retention of PWP as financial advisor to the Debtors, *nunc pro tunc* to the Commencement Date.

3. I submit this Supplemental Declaration in accordance with section 328 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014(a), 2016 and 5002 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”). Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon PWP’s completion of further review or as additional party-in-interest information becomes available to it, a further supplemental declaration will be submitted to the Court reflecting such amended or modified information.

4. In response to certain requests from the Office of the United States Trustee, PWP makes the following additional disclosures with respect to PWP’s Disinterestedness:

- (a) The Firm raised funds from twelve strategic investors to establish its operations and to invest in the various investment vehicles established by the Firm in its asset management business. To the best of my knowledge, none of the institutions through which such investors hold interests in the Firm are Parties-In-Interest.
- (b) In connection with its Investment Services, affiliates of the Firm serve as general partners for and manage a number of investment vehicles (collectively, the “**Perella Weinberg Funds**”).
- (c) PWP searched its database (consisting of entities for which it is currently performing Advisory Services) against the Parties-in-Interest. The results of searching this database indicate that one Party-in-Interest is included in such database and the parent company of another Party-in-Interest is listed in such database, each in the category entitled “Top 100 Trade Creditors”. With respect to the first Party-in-Interest noted in the previous sentence, PWP is providing general strategic financial advisory services and is not currently engaged in any specific mandate for such entity. To the best of

my knowledge, such services are unrelated to the Debtors. With respect to the second party noted above, PWP is providing high-level financial advisory services with respect to such client's overall capital structure and is not giving any specific advice with respect to the subsidiary of such party that is a Party-In-Interest or its finances. To the best of my knowledge, such services are completely unrelated to the Debtors. The revenues generated from each of these Clients each represents less than 1% of the total revenues generated by the Firm for the last twelve months. To the best of my knowledge, no business relationships, including those two Parties-in-Interest for which PWP directly or indirectly performs Advisory Services, constitute interests materially adverse to the Debtors.

- (d) PWP searched its database of executed confidentiality agreements with third parties (other than confidentiality agreements with vendors executed in the ordinary course of business). To the best of my knowledge, no confidentiality agreement business relationship constitutes an interest materially adverse to the Debtors' estates.


5. In response to certain requests from the Office of the United States

Trustee, PWP makes the following additional disclosures with respect to pre-petition payments received:

- (a) PWP received \$142,500 in advisory fees from AMR Corporation on November 28, 2011 for services rendered from November 10 through November 28, 2011. The invoice date for such payment was also November 28, 2011.
- (b) PWP is not holding a prepetition retainer.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
March 19, 2012



Adam Verost
Managing Director
PERELLA WEINBERG PARTNERS LP