

COVINGTON & BURLING LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018-1408
Telephone: (212) 841-1000
Facsimile: (212) 841-1010
Nigel L. Howard
Martin E. Beeler

Special Counsel to the Debtors

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

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

**MONTHLY FEE STATEMENT OF COVINGTON & BURLING LLP FOR
PROFESSIONAL SERVICES AND DISBURSEMENTS FOR THE PERIOD OF
MAY 1, 2013, THROUGH MAY 31, 2013**

<u>Name of Applicant:</u>	<u>Covington & Burling LLP</u>
Authorized to Provide Professional Services to:	AMR Corporation, <i>et al.</i> , Debtors and Debtors in Possession
Date of Retention:	March 13, 2013, <i>nunc pro tunc</i> to November 1, 2012
Period for which Compensation and Reimbursement is Sought:	May 1, 2013, through May 31, 2013
Amount of Compensation Sought as Actual and Necessary: ¹	\$48,557.10

¹ Covington & Burling LLP (“Covington”) provides the Debtors with a 15% discount from its usual billing rates on account of its longstanding relationship with the Debtors. The amount of compensation sought reflects the application of this 15% fee discount (totaling \$8,568.90) from Covington’s usual billing rates.

Less 20% Holdback (\$9,711.42): \$38,845.68

Amount of Expense Reimbursement Sought as Actual and Necessary: \$2,146.57

Total Compensation and Expense Reimbursement Requested: \$40,992.25

This is a Monthly Interim Final Fee Statement

**SUMMARY OF MONTHLY FEE STATEMENT
OF COVINGTON & BURLING LLP FOR SERVICES RENDERED
FOR THE PERIOD OF MAY 1, 2013, THROUGH MAY 31, 2013**

In accordance with the *Second Amended Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1656] (the “**Interim Compensation Order**”), Covington, as Special Counsel to the Debtors, hereby submits its Monthly Fee Statement for Professional Services and Disbursements (the “**Fee Statement**”) for the fee period of May 1, 2013, through May 31, 2013 (the “**Fee Period**”). In this Fee Statement, in accordance with the Interim Compensation Order, Covington requests: (a) payment of compensation in the amount of \$38,845.68 (which reflects a total compensation amount of \$48,557.10, less the 20% holdback of \$9,711.42) on account of actual and necessary professional services rendered to the Debtors; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,146.57 incurred by Covington during the Fee Period. A detailed description of the fees and expenses is attached as Exhibit A.

The Covington attorneys and paraprofessionals who rendered services to the Debtors during the Fee Period are set forth below.

Name of Professional Individual	Date of Admission	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners / Special Counsel				
Dianne Coffino	1989, NY	\$915.00	0.4	\$366.00
Nigel L. Howard	1994, NY	\$820.00	36.0	\$29,520.00
Martin E. Beeler	2003, NY	\$615.00	3.2	\$1,968.00
Associates				
Stephen P. Satterfield	2009, MD; 2010, DC	\$460.00	5.5	\$2,530.00
R. Alexander Clark	2011, TX; 2013, NY	\$415.00	54.8	\$22,742.00
Professionals Totals			Total Hours Billed	Total Compensation
Total Fees Incurred			99.9	\$57,126.00
Less 15% Discount (\$8,568.90)			99.9	\$48,557.10
Blended Rate (Exclusive of Paraprofessionals and After Giving Effect to the 15% Discount)		\$486.06	99.9	\$48,557.10

COMPENSATION BY MATTER

Task Code	Matter Description	Total Hours Billed	Total Compensation
032312.00019	Sabre PSS Agreement	14.8	\$12,136.00
032312.00007	Privacy Counseling	13.1	\$8,762.00
032312.00032	Retention and Fee Applications	58.9	\$25,486.00
032312.00014	Counseling Regarding Data Ownership and IP	11.7	\$9,594.00
032312.00003	HP	1.4	\$1,148.00
Professionals Totals		Total Hours Billed	Total Compensation
Total Fees Incurred		99.9	\$57,126.00
Less 15% Discount (\$8,568.90)		99.9	\$48,557.10

EXPENSE SUMMARY²

Category of Expenses	Amount
Duplicating	\$18.40
Computer Research	\$5.20
Local Transportation	\$95.47
Federal Express	\$281.38
Travel - Meals	\$77.62
Travel - Lodging	\$296.70
Travel - Air/Rail	\$1,371.80
Total	\$2,146.57

NOTICE

In accordance with the Interim Compensation Order, Covington provided notice of this Fee Statement to: (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) co-counsel to the attorneys for the Creditors' Committee, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, New York 10119 (Attn: Albert Togut and Scott E. Ratner); (v) the attorneys for the Retiree Committee, Jenner & Block LLP, 353 North Clark

² The date listed for the expenses set forth in Exhibit A does not necessarily reflect the date on which the expense was actually incurred by Covington.

Street, Chicago, IL 60654 (Attn: Catherine L. Steege and Charles B. Sklarsky) and 919 Third Avenue, 37th Floor, New York, NY 10022 (Attn: Marc B. Hankin); (vi) the Fee Examiner, Bernstein, Shur, Sawyer & Nelson, P.A., 100 Middle Street, PO Box 9729, Portland, ME 04104 (Attn: Robert J. Keach and Michael A. Fagone); and (vii) the Office of the United States Trustee, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.).

Dated: June 28, 2013
New York, New York

COVINGTON & BURLING LLP

By: /s/ Nigel L. Howard
Nigel L. Howard

The New York Times Building
620 Eighth Avenue
New York, NY 10018
(212) 841-1000

Special Counsel to the Debtors

EXHIBIT A



BEIJING
BRUSSELS
LONDON
NEW YORK
SAN DIEGO

SAN FRANCISCO
SEOUL
SHANGHAI
SILICON VALLEY
WASHINGTON

THE NEW YORK TIMES BUILDING
620 EIGHTH AVENUE
NEW YORK, NY 10018-1405
T 212.841.1000
F 212.841.1010
www.cov.com

June 17, 2013

Invoice: 60608676
Account: 032312.00019

American Airlines, Inc.
Sabre PSS Agreement

Professional Fee for the period May 1, 2013, through May 31, 2013:

C300	Analysis and Advice	\$	12,136.00
Professional Fee:			\$ 12,136.00
Less Fee Adjustment:			(1,820.40)
Subtotal Fee			<u>10,315.60</u>
			<u>0.00</u>
Total Fees and Disbursements:			\$ 10,315.60

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/01/13	C300	Prepare for and attend conference call with Mr. Hubbard to brief him on contract issues with ITA Software (1.5). Email with Ms. Geyer and Ms. Perotti on next steps towards resolving contract issues with ITA Software (0.2).	1.70	1,394.00	Nigel Howard
05/07/13	C300	Review AMPS chronology prepared by Ms. Geyer (0.6). Review Google proposal summary (0.2). Attend call with AA team to discuss AMPS Amendment (0.5).	1.30	1,066.00	Nigel Howard
05/08/13	C300	Call with Ms. Geyer and Ms. Perotti regarding ITA Amendment (0.8). Draft summary of proposed hardware charges clarification (0.4). Review and answer question regarding billing question on AMPS Agreement, including preparing draft email (0.4). Review and respond to email regarding progress and timing for ITA draft (0.3).	1.90	1,558.00	Nigel Howard
05/09/13	C300	Attend call with Mr. Lodder to discuss US Air integration on AA.com (0.7). Review emails from Mr. Green and Ms. Geyer regarding hardware costs (0.2). Review and respond to email from Mr. Mitchell regarding drafting email to ITA (0.1).	1.00	820.00	Nigel Howard
05/10/13	C300	Draft revised letter to ITA regarding AMPS modifications (1.5). Discuss draft letter with Ms. Geyer and Ms. Perotti (0.5) and prepare further version of letter (1.2). Attend conference call with AA team to discuss draft letter to ITA regarding AMPS modifications (1.5). Call with Ms. Liebman to discuss draft letter (0.4). Assist Mr. Green with billing question (0.2).	5.30	4,346.00	Nigel Howard
05/14/13	C300	Email with Ms. Geyer regarding summary for US Airways of AMPS Agreement.	0.20	164.00	Nigel Howard
05/15/13	C300	Teleconference with Mr. Skipworth regarding US Air briefing regarding AMPS Agreement (0.2). Email with Mr. Green and Ms. Geyer regarding US Air briefing regarding AMPS Agreement (0.2). Email with AA team regarding Sabre PSS negotiations (0.1).	0.50	410.00	Nigel Howard
05/16/13	C300	Teleconference with Ms. Geyer regarding restructuring briefing with US Airways regarding AMPS Agreement.	0.20	164.00	Nigel Howard
05/21/13	C300	Review Google response to AA AMPS amendment proposal.	0.20	164.00	Nigel Howard
05/23/13	C300	Review Google proposal for changes to AMPS (0.5). Attend meeting with AA team to discuss response to Google (0.7). Prepare draft response to Google (0.6).	1.80	1,476.00	Nigel Howard
05/29/13	C300	Teleconference with Ms. Perotti regarding preparation of Statement of Work for ATSE (0.4). Teleconference with Mr. Broadfield regarding same (0.2). Email Ms. Perotti with respect SOW (0.1).	0.70	574.00	Nigel Howard
TOTALS FOR TASK CODE: C300 Analysis and Advice			14.80	\$12,136.00	

Task Code Summary

<u>Task</u>	<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C300	Nigel Howard	\$820.00	14.80	\$12,136.00
			14.80	\$12,136.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Nigel Howard	Partner	\$820.00	14.80	\$12,136.00
Total			14.80	\$12,136.00

Remittance Page

Please Submit Remittance to:

Covington & Burling LLP
Attention: Accounting Department
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
Fed. Id. No. 53-0188411
(202) 662-6000

Wire Instructions

Citibank N.A.
1101 Pennsylvania Avenue, N.W.
Suite 900
Washington, DC 20004
Attention: Ximena Brito
ABA: 254070116
Account: 37001876
Acct. Name: Covington & Burling LLP
Swift Code: CITIUS33

Please include invoice number in description
Email address for remittance advice: collections@cov.com
Fax number for remittance advice: 202-778-6600

Client Name:	American Airlines, Inc.
Matter Name:	Sabre PSS Agreement
Date of Invoice	June 17, 2013
Account No.	032312.00019
Invoice No.	60608676
Invoice Total:	\$ 10,315.60



BEIJING
BRUSSELS
LONDON
NEW YORK
SAN DIEGO

SAN FRANCISCO
SEOUL
SHANGHAI
SILICON VALLEY
WASHINGTON

THE NEW YORK TIMES BUILDING
620 EIGHTH AVENUE
NEW YORK, NY 10018-1405
T 212.841.1000
F 212.841.1010
www.cov.com

June 17, 2013

Invoice: 60608674
Account: 032312.00007

American Airlines, Inc.
Privacy Counseling

Professional Fee for the period May 1, 2013, through May 31, 2013:

C300	Analysis and Advice	\$	8,762.00	
Professional Fee:			\$ 8,762.00	
Less Fee Adjustment:			(1,314.30)	
Subtotal Fee			<u>7,447.70</u>	
Disbursements and Other Charges Posted Through May 31, 2013:				
Duplicating		\$	10.40	
				<u>10.40</u>
Total Fees and Disbursements:				\$ 7,458.10

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/07/13	C300	Review email and materials regarding e-way bill addendum (0.4). Discuss drafting with Mr. Satterfield (0.2).	0.60	492.00	Nigel Howard
05/09/13	C300	Discuss privacy policy disclosure issue with Mr. Hubbard.	0.20	164.00	Nigel Howard
05/14/13	C300	Discuss drafting of e-Way Bill Addendum with Mr. Satterfield.	0.20	164.00	Nigel Howard
05/14/13	C300	Draft addendum to multi-lateral e-Air Way Bill agreement (1.2).	1.20	552.00	Stephen P. Satterfield
05/15/13	C300	Draft addendum to e-Air way bill multi-lateral agreement (3.5)	3.50	1,610.00	Stephen P. Satterfield
05/16/13	C300	Draft revised E-Way Bill Addendum.	0.70	574.00	Nigel Howard
05/17/13	C300	Review and revised draft Multi-lateral E-Way Bill Addendum.	3.80	3,116.00	Nigel Howard
05/17/13	C300	Work with N. Howard on drafting addendum to multilateral e-Air way bill agreement (0.8).	0.80	368.00	Stephen P. Satterfield
05/18/13	C300	Draft Addendum to IATA E-Air Way Bill Multi-Lateral Agreement (1.9). Draft email to AA team regarding draft Addendum (0.2).	2.10	1,722.00	Nigel Howard
TOTALS FOR TASK CODE: C300 Analysis and Advice			13.10	\$8,762.00	

Task Code Summary

<u>Task</u>	<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C300	Nigel Howard	\$820.00	7.60	\$6,232.00
C300	Stephen P. Satterfield	\$460.00	5.50	\$2,530.00
			13.10	\$8,762.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Nigel Howard	Partner	\$820.00	7.60	\$6,232.00
Stephen P. Satterfield	Associate	\$460.00	5.50	\$2,530.00
Total			13.10	\$8,762.00

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/14/13	Duplicating	3.70
05/14/13	Duplicating	0.20
05/14/13	Duplicating	3.90
05/15/13	Duplicating	2.60
TOTAL FOR COST CODE: 021		10.40
Total Client Charges:		\$ 10.40

Remittance Page

Please Submit Remittance to:

Covington & Burling LLP
Attention: Accounting Department
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
Fed. Id. No. 53-0188411
(202) 662-6000

Wire Instructions

Citibank N.A.
1101 Pennsylvania Avenue, N.W.
Suite 900
Washington, DC 20004
Attention: Ximena Brito
ABA: 254070116
Account: 37001876
Acct. Name: Covington & Burling LLP
Swift Code: CITIUS33

Please include invoice number in description
Email address for remittance advice: collections@cov.com
Fax number for remittance advice: 202-778-6600

Client Name:	American Airlines, Inc.
Matter Name:	Privacy Counseling
Date of Invoice	June 17, 2013
Account No.	032312.00007
Invoice No.	60608674
Invoice Total:	\$ 7,458.10



BEIJING
BRUSSELS
LONDON
NEW YORK
SAN DIEGO

SAN FRANCISCO
SEOUL
SHANGHAI
SILICON VALLEY
WASHINGTON

THE NEW YORK TIMES BUILDING
620 EIGHTH AVENUE
NEW YORK, NY 10018-1405
T 212.841.1000
F 212.841.1010
www.cov.com

June 17, 2013

Invoice: 60608677
Account: 032312.00032

American Airlines, Inc.
Retention and Fee Applications

Professional Fee for the period May 1, 2013, through May 31, 2013:

B160 Fee/Employment Applications \$ 25,486.00

Professional Fee: \$ 25,486.00
Less Fee Adjustment: (3,822.90)
Subtotal Fee 21,663.10

Disbursements and Other Charges Posted Through May 31, 2013:

Duplicating \$ 8.00
Computer Research 5.20
Federal Express 281.38
294.58

Total Fees and Disbursements: \$ 21,957.68

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/01/13	B160	Email correspondence with N. Howard and A. Clark regarding OCP application.	0.40	246.00	Martin E. Beeler
05/01/13	B160	Email to N. Howard regarding monthly fee statement for March (0.1); prepare and file certificate of service of monthly fee statement (0.4); emails to M. Beeler regarding second interim fee application (0.3); email to K. Barnabas regarding monthly fee statement for March (0.1); begin drafting second interim fee application (1.2).	2.10	871.50	R. Alexander Clark
05/02/13	B160	Email to K. Ortiz at Weil regarding OCP fee application and second interim fee application (0.3); continue drafting second interim fee application (1.1).	1.40	581.00	R. Alexander Clark
05/03/13	B160	Call to K. Ortiz regarding OCP fee application (0.1); call to M. Beeler regarding OCP fee application (0.1); continue drafting second interim fee application (1.7).	1.90	788.50	R. Alexander Clark
05/06/13	B160	Draft second interim fee application.	3.60	1,494.00	R. Alexander Clark
05/07/13	B160	Emails to K. Barnabas and S. Amzad regarding second interim fee application (0.3); revise OCP fee application (0.8); email to M. Beeler regarding OCP fee application (0.1); revisions to monthly fee statements for November, December and January (0.8); emails to N. Howard regarding monthly fee statements for November, December and January (0.3); draft second interim fee application (7.5).	9.80	4,067.00	R. Alexander Clark
05/07/13	B160	Review revised OCP application.	0.50	307.50	Martin E. Beeler
05/08/13	B160	Email draft of body and cover sheet of second interim application to M. Beeler for review (0.1); email to S. Amzad regarding exhibits to second interim fee application (0.1); email to M. Beeler regarding filing monthly fee statements for November, December and January (0.1); revise OCP fee application per suggestions of M. Beeler (0.5); email to M. Beeler regarding OCP fee application (0.1); finalize and file monthly fee statements for November, December and January (3.5); attention to service of monthly fee statements (0.9); draft exhibits for second interim fee application (1.2).	6.50	2,697.50	R. Alexander Clark
05/08/13	B160	E-mail correspondence with M. Beeler regarding AA fee application.	0.10	91.50	Dianne F. Coffino
05/08/13	B160	Review revised second interim fee application; review revised November, December and January monthly fee statements.	0.50	307.50	Martin E. Beeler
05/13/13	B160	Review interim fee application for completeness and accuracy.	0.50	410.00	Nigel Howard
05/13/13	B160	Revise cover page and body of second interim fee application per comments of M. Beeler (0.9); draft exhibits to second interim fee application (2.6); email to N. Howard regarding second interim fee application (0.2).	3.70	1,535.50	R. Alexander Clark

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/14/13	B160	Emails to M. Beeler and S. Amzad regarding invoices in second interim fee application (0.2); finish initial draft of exhibits and make further revisions to second interim fee application (2.9); draftemail to M. Beeler regarding revised second interim fee application (0.2); revise Exhibit B, D and Cover Pages to reflect revised project categories (1.9); email second interim fee application to K. Ortiz at Weil for comments (0.2); file certificate of service for monthly fee statements for November, December and January (0.4).	5.80	2,407.00	R. Alexander Clark
05/15/13	B160	Review email with comments to second interim fee application from K. Ortiz at Weil (0.3); email to M. Beeler regarding Weil's comments to second interim fee application (0.1); research regarding SDNY bankruptcy court fee guidelines (0.5); emails to M. Beeler regarding fee guidelines (0.5).	1.40	581.00	R. Alexander Clark
05/15/13	B160	Review revised second interim fee application; review April fee statement.	0.40	246.00	Martin E. Beeler
05/16/13	B160	Review further revised first and second fee applications.	0.30	184.50	Martin E. Beeler
05/16/13	B160	Teleconference with M. Beeler regarding affidavit for second interim fee application (0.1); emails to D. Coffino and M. Beeler regarding affidavit for fee application (0.7); research regarding compliance with local fee guidelines (1.3); further revisions to second interim fee application (0.5); email to D. Coffino regarding descriptions of case status in fee applications (0.4).	3.00	1,245.00	R. Alexander Clark
05/16/13	B160	E-mail correspondence with M. Beeler and A. Clark regarding declaration in support of Covington's fee application.	0.30	274.50	Dianne F. Coffino
05/17/13	B160	Email to M. Beeler regarding filing of OCP fee application (0.1); teleconference with K. Ortiz at Weil regarding filing of OCP fee application (0.1); final review and edits to OCP fee application (5.6); attention to filing and service of OCP fee application (0.4).	6.20	2,573.00	R. Alexander Clark
05/23/13	B160	Revise second interim fee application (1.8); create blackline comparison of revisions and send email to M. Beeler regarding revisions (0.3); email to N. Howard regarding revisions (0.1).	2.20	913.00	R. Alexander Clark
05/24/13	B160	Review and finalize second interim fee application (3.2); attention to filing and service of second interim fee application (0.4); email to K. Ortiz at Weil regarding second interim fee application (0.3).	3.90	1,618.50	R. Alexander Clark
05/28/13	B160	Email to M. Beeler regarding April invoices for monthly fee statement (0.1); email to K. Barnabas regarding same (0.1).	0.20	83.00	R. Alexander Clark
05/29/13	B160	Email to M. Beeler regarding disclosure relating to potential rate increase (0.1); research regarding disclosure relating to potential rate increase (0.3); draft monthly fee statement for April (1.2); emails to L. Tonsager and Y. Dori regarding monthly fee statement for April (0.2); emails to S. Amzad regarding rates charged to debtors in AMR (0.3); email draft of monthly fee statement for April to M. Beeler (0.1).	2.20	913.00	R. Alexander Clark
05/29/13	B160	Review April 2013 fee statement (.2) ; teleconference with A. Clark regarding retention issues (.3); email correspondence with N. Howard and A. Clark regarding same (.3).	0.80	492.00	Martin E. Beeler
05/30/13	B160	Review revised April 2013 fee statement and invoices.	0.30	184.50	Martin E. Beeler

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/30/13	B160	Revise monthly fee statement for April (0.4); attention to filing and service of monthly fee statement for April (0.3).	0.70	290.50	R. Alexander Clark
05/31/13	B160	Email to K. Ortiz at Weil regarding fee examiner issue (0.1); email to N. Howard regarding April fee statement (0.1).	0.20	83.00	R. Alexander Clark
TOTALS FOR TASK CODE: B160 Fee/Employment Applications			58.90	\$25,486.00	

Task Code Summary

<u>Task</u>	<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
B160	Dianne F. Coffino	\$915.00	0.40	\$366.00
B160	Martin E. Beeler	\$615.00	3.20	\$1,968.00
B160	Nigel Howard	\$820.00	0.50	\$410.00
B160	R. Alexander Clark	\$415.00	54.80	\$22,742.00
			58.90	\$25,486.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Dianne F. Coffino	Partner	\$915.00	0.40	\$366.00
Nigel Howard	Partner	\$820.00	0.50	\$410.00
Martin E. Beeler	Special Couns.	\$615.00	3.20	\$1,968.00
R. Alexander Clark	Associate	\$415.00	54.80	\$22,742.00
Total			58.90	\$25,486.00

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/08/13	Duplicating	1.70
05/08/13	Duplicating	2.50
05/08/13	Duplicating	1.70
05/08/13	Duplicating	2.10
TOTAL FOR COST CODE: 021		8.00

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/30/13	Computer Research Date Range: 04/01/2013-04/30/2013 Client/Matter: 032312.00032	5.20
TOTAL FOR COST CODE: 058		5.20

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716288636 Covin ton & Burling LLP, FORT WORTH, TX US	16.95
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716341387 Covin ton & Burling LLP, NEW YORK CITY, NY US	15.50
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716393899 Covin ton & Burling LLP, NEW YORK, NY US	15.50
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716443110 Covin ton & Burling LLP, CHICAGO, IL US	16.84
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716516495 Covin ton & Burling LLP, NEW YORK CITY, NY US	15.50
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716565611 Covin ton & Burling LLP, NEW YORK CITY, NY US	15.50
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716613135 Covin ton & Burling LLP, CHICAGO, IL US	16.84
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716663210 Covin ton & Burling LLP, PORTLAND, ME US	15.50
05/09/13	Federal Express FEDEX R Alexander Clark Shipped: 05/09/2013 In : 05/17/2013 #227591315 Trk: 799716705335 Covin ton & Burling LLP, NEW YORK, NY US	15.50
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650641024 Covin ton & Burling LLP, FORT WORTH, TX US	17.18
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650690386 Covin ton & Burling LLP, NEW YORK CITY, NY US	15.72
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650751955 Covin ton & Burling LLP, CHICAGO, IL US	17.08
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650809510 Covin ton & Burling LLP, NEW YORK CITY, NY US	15.72
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650853593 Covin ton & Burling LLP, NEW YORK CITY, NY US	15.72
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650913905 Covin ton & Burling LLP, CHICAGO, IL US	13.13

<u>Date</u>	<u>Description</u>	<u>Amount</u>
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799650972411 Covin ton & Burling LLP, NEW YORK, NY US	11.76
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799651024271 Covin ton & Burling LLP, PORTLAND, ME US	15.72
04/30/13	Federal Express FEDEX R Alexander Clark Shipped: 04/30/2013 In : 05/03/2013 #226078652 Trk: 799651076382 Covin ton & Burling LLP, NEW YORK, NY US	15.72
	TOTAL FOR COST CODE: 720	281.38
	Total Client Charges:	\$ 294.58

Remittance Page

Please Submit Remittance to:

Covington & Burling LLP
Attention: Accounting Department
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
Fed. Id. No. 53-0188411
(202) 662-6000

Wire Instructions

Citibank N.A.
1101 Pennsylvania Avenue, N.W.
Suite 900
Washington, DC 20004
Attention: Ximena Brito
ABA: 254070116
Account: 37001876
Acct. Name: Covington & Burling LLP
Swift Code: CITIUS33

Please include invoice number in description

Email address for remittance advice: collections@cov.com

Fax number for remittance advice: 202-778-6600

Client Name:	American Airlines, Inc.
Matter Name:	Retention and Fee Applications
Date of Invoice	June 17, 2013
Account No.	032312.00032
Invoice No.	60608677
Invoice Total:	\$ 21,957.68



BEIJING
BRUSSELS
LONDON
NEW YORK
SAN DIEGO

SAN FRANCISCO
SEOUL
SHANGHAI
SILICON VALLEY
WASHINGTON

THE NEW YORK TIMES BUILDING
620 EIGHTH AVENUE
NEW YORK, NY 10018-1405
T 212.841.1000
F 212.841.1010
www.cov.com

June 17, 2013

Invoice: 60608675
Account: 032312.00014

American Airlines, Inc.
Counseling Regarding Data Ownership and IP

Professional Fee for the period May 1, 2013, through May 31, 2013:

C300 Analysis and Advice \$ 9,594.00

Professional Fee: \$ 9,594.00
Less Fee Adjustment: (1,439.10)
Subtotal Fee 8,154.90

Disbursements and Other Charges Posted Through May 31, 2013:

Local Transportation \$ 95.47
Travel - Meals 77.62
Travel - Lodging 296.70
Travel - Air/Rail 1,371.80
1,841.59

Total Fees and Disbursements: \$ 9,996.49

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/28/13	C300	Attend meetings with Mr. Broadfield and Ms. Diamond of AA to discuss ARC Addendum revisions (1.2). Begin to draft revisions (0.8).	2.00	1,640.00	Nigel Howard
05/29/13	C300	Draft revisions to the ARC Addendum (4.4). Meet with Mr. Broadfield and Ms. Diamond to discuss first draft and questions (0.9).	5.30	4,346.00	Nigel Howard
05/30/13	C300	Draft revisions to ARC Addendum (1.8). Attend meeting with Mr. Broadfield, Ms. Diamond and Mr. Hopping (1.1). Make further revisions and re-circulate ARC Addendum (1.5).	4.40	3,608.00	Nigel Howard
TOTALS FOR TASK CODE: C300 Analysis and Advice			11.70	\$9,594.00	

Task Code Summary

<u>Task</u>	<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C300	Nigel Howard	\$820.00	11.70	\$9,594.00
			11.70	\$9,594.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Nigel Howard	Partner	\$820.00	11.70	\$9,594.00
Total			11.70	\$9,594.00

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/13	Local Transportation for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 05/28/13 Car service to LGA	95.47
	TOTAL FOR COST CODE: 061	95.47
<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/13	Travel - Meals for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 Hotel - Meals Other on 05/28/13 at Other for Snack	14.84
06/14/13	Travel - Meals for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 Hotel - Breakfast on 05/29/13 at Other for Breakfast	9.63
06/14/13	Travel - Meals for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 Hotel - Dinner on 05/29/13 at Other fo Dinner	39.25
06/14/13	Travel - Meals for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 Hotel - Breakfast on 05/30/13 at Other for Breakfast	13.90
	TOTAL FOR COST CODE: 154	77.62
<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/13	Travel - Lodging for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 Lodging	296.70
	TOTAL FOR COST CODE: 155	296.70
<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/14/13	Travel - Air/Rail for Nigel Howard Travel to Dallas 05/28/13 - 05/30/13 Airfare from LGA to DFW.	1,371.80
	TOTAL FOR COST CODE: 156	1,371.80
Total Client Charges:		\$ 1,841.59

Remittance Page

Please Submit Remittance to:

Covington & Burling LLP
Attention: Accounting Department
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
Fed. Id. No. 53-0188411
(202) 662-6000

Wire Instructions

Citibank N.A.
1101 Pennsylvania Avenue, N.W.
Suite 900
Washington, DC 20004
Attention: Ximena Brito
ABA: 254070116
Account: 37001876
Acct. Name: Covington & Burling LLP
Swift Code: CITIUS33

Please include invoice number in description
Email address for remittance advice: collections@cov.com
Fax number for remittance advice: 202-778-6600

Client Name:	American Airlines, Inc.
Matter Name:	Counseling Regarding Data Ownership and IP
Date of Invoice	June 17, 2013
Account No.	032312.00014
Invoice No.	60608675
Invoice Total:	\$ 9,996.49



BEIJING
BRUSSELS
LONDON
NEW YORK
SAN DIEGO

SAN FRANCISCO
SEOUL
SHANGHAI
SILICON VALLEY
WASHINGTON

THE NEW YORK TIMES BUILDING
620 EIGHTH AVENUE
NEW YORK, NY 10018-1405
T 212.841.1000
F 212.841.1010
www.cov.com

June 17, 2013

Invoice: 60608673
Account: 032312.00003

American Airlines, Inc.
HP

Professional Fee for the period May 1, 2013, through May 31, 2013:

C300	Analysis and Advice	\$	1,148.00
Professional Fee:			\$ 1,148.00
Less Fee Adjustment:			<u>(172.20)</u>
Subtotal Fee			975.80
			<u>0.00</u>
Total Fees and Disbursements:			<u><u>\$ 975.80</u></u>

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
05/14/13	C300	Review and draft summary response to email from Ms. Zabransky (1.0). Teleconference with Mr. Skipworth regarding same (0.2). Revise summary response to Ms. Zabransky (0.2).	1.40	1,148.00	Nigel Howard
TOTALS FOR TASK CODE: C300 Analysis and Advice			1.40	\$1,148.00	

Task Code Summary

<u>Task</u>	<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
C300	Nigel Howard	\$820.00	1.40	\$1,148.00
			1.40	\$1,148.00

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Nigel Howard	Partner	\$820.00	1.40	\$1,148.00
Total			1.40	\$1,148.00

Remittance Page

Please Submit Remittance to:

Covington & Burling LLP
Attention: Accounting Department
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
Fed. Id. No. 53-0188411
(202) 662-6000

Wire Instructions

Citibank N.A.
1101 Pennsylvania Avenue, N.W.
Suite 900
Washington, DC 20004
Attention: Ximena Brito
ABA: 254070116
Account: 37001876
Acct. Name: Covington & Burling LLP
Swift Code: CITIUS33

Please include invoice number in description
Email address for remittance advice: collections@cov.com
Fax number for remittance advice: 202-778-6600

Client Name:	American Airlines, Inc.
Matter Name:	HP
Date of Invoice	June 17, 2013
Account No.	032312.00003
Invoice No.	60608673
Invoice Total:	\$ 975.80