

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328055

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CitiBank, N.A.	FORMERLY CitiBank (South Dakota), N.A.	01/02/2015	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	American Airlines, Inc.		
Street Address:	4333 Amon Carter Blvd.		
City:	Fort Worth		
State/Country:	TEXAS		
Postal Code:	76155		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Registration Number:	1228737	AADVANTAGE	
Registration Number:	2006172	AADVANTAGE	
Registration Number:	1832881	AADVANTAGE DIAL-IN	
Registration Number:	2247386	AADVANTAGE EXECUTIVE PLATINUM	
Registration Number:	2001368	AADVANTAGE GOLD	
Registration Number:	3499069	AADVANTAGE HOTEL	
Registration Number:	2444458	A ADVANTAGE EXECUTIVE PLATINUM	
Registration Number:	1788496	AADVANTAGE PLATINUM	
Registration Number:	2419098	AADVANTAGE VACATION AWARDS	
Registration Number:	2413986	A ADVANTAGE VACATION AWARDS	
Registration Number:	2187483	AADVANTAGE	
Registration Number:	2282839	A WORLD OF CHOICES	
Registration Number:	1766182	AMERICAN AADVANTAGE FUNDS	
Registration Number:	1953890	AMERICAN AADVANTAGE MONEY MARKET FUND	
Registration Number:	3789843	AADVANTAGE PLATINUM	
Registration Number:	3789842	AADVANTAGE GOLD	
Registration Number:	3830744	AADVANTAGE ESHOPPING	
CORRESPONDENCE DATA			
TRADEMARK			

OP \$440.00 1228737

Fax Number: 2142000405

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-651-5665

Email: randy.colson@haynesboone.com

Correspondent Name: Randall E. Colson

Address Line 1: 2323 Victory Avenue, Suite 700

Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER:	48550.128
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NAME OF SUBMITTER:	Randall E. Colson
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SIGNATURE:	/Randall E. Colson/
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DATE SIGNED:	01/06/2015
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Total Attachments: 5

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**TERMINATION OF
TRADEMARK SECURITY AGREEMENT**

THIS TERMINATION OF TRADEMARK SECURITY AGREEMENT (the "*Termination Agreement*") is executed as of January 2, 2015, by American Airlines, Inc. ("*American*"), a Delaware corporation and Citibank, N.A., as successor to Citibank (South Dakota), N.A. ("*Citibank*"). Reference is made to that certain American Airlines AAdvantage Participation Agreement by and between American Airlines, Inc. ("*American*") and Citibank, N.A. (as successor to Citibank (South Dakota), N.A., "*Citibank*"), as amended, modified, restated and/or supplemented from time to time (as so amended, modified, restated and/or supplemented from time to time, the "*Participation Agreement*"), and including, without limitation, the Credit Card Program Restructuring Agreement dated December 9, 2013, by and among American, Citibank and US Airways, Inc. (the "*Restructuring Agreement*"), and that certain repayment letter from Citibank acknowledged and agreed to by American and US Airways, Inc. dated as of January 2, 2015 (the "*Repayment Letter*").

RECITALS

A. Pursuant to (i) the AADVANTAGE Program Security Agreement dated as of September 16, 2009 (as amended and/or supplemented from time to time, the "*Security Agreement*") between American and Citibank, (ii) the Trademark Security Agreement dated as of September 16, 2009 between American and Citibank (as amended, modified, supplemented, or restated from time to time, the "*Trademark Security Agreement*") and (iii) certain other Security Documents, American secured payment of certain of its obligations by granting to Citibank a continuing security interest in certain of its personal property, including all right, title and interest of American in, to and under the *Trademark Collateral* (as defined in the Trademark Security Agreement), including, without limitation, the U.S. trademark registrations and applications set forth on Schedule I attached to and made part of this Termination Agreement;

B. The Trademark Security Agreement was recorded on September 21, 2009, in Reel 004064, Frame 0903, with the United States Patent and Trademark Office, in order to further evidence the security interest of Citibank in the Trademark Collateral; and

C. Following the repayment of the loan under *Section 8.5.5.5* of the Participation Agreement and the satisfaction of certain other conditions, Citibank is required to release its security interest in the Trademark Collateral and terminate the Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Defined Terms. Capitalized terms used and not otherwise defined herein shall have the same meanings as set forth in the Security Agreement. Terms used herein which are defined in the UCC, unless otherwise defined herein or in the Security Agreement, shall have their meanings as set forth in the UCC.

SECTION 2. Release and Termination. Citibank hereby releases its security interest in and to the Trademark Collateral and the parties hereby terminate the Trademark Security Agreement, *provided* that the foregoing shall not impair, limit or otherwise affect any other rights or licenses granted to Citibank with respect to the Trademark Collateral pursuant to the Participation Agreement

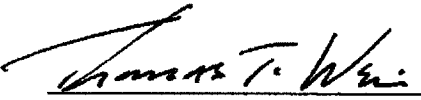
SECTION 3. Counterparts. This Termination Agreement may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

*[Remainder of page intentionally left blank.
Signature pages follow.]*

Signature Page to
Termination of Trademark Security Agreement

IN WITNESS WHEREOF, American and Citibank have duly executed this Agreement as of the day and year first written above.

AMERICAN AIRLINES, INC.

By: 
Name: _____
Title: **THOMAS T. WEIR**
VICE PRESIDENT AND TREASURER

**CITIBANK, N.A., as successor to
CITIBANK (SOUTH DAKOTA), N.A.**

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, American and Citibank have duly executed this Agreement as of the day and year first written above.

AMERICAN AIRLINES, INC.

By: _____
Name: _____
Title: _____

**CITIBANK, N.A., as successor to
CITIBANK (SOUTH DAKOTA), N.A.**

By: Bennett C Kyte
Name: _____
Title: _____

**Bennett Kyte
Senior Vice President
Citibank - NA Controllers
CBSDAK MC 1246
605-331-2639**

Signature Page to
Termination of Trademark Security Agreement

**TRADEMARK
REEL: 005435 FRAME: 0051**

SCHEDULE 1**U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS**

MARK NAME	REGISTRATION NO.	REGISTRATION DATE
AADVANTAGE and Scissor Eagle Design	1,228,737	02/22/1983
AADVANTAGE and Scissor Eagle Design	2,006,172	10/08/1996
AADVANTAGE DIAL-IN	1,832,881	04/26/1994
AADVANTAGE EXECUTIVE PLATINUM	2,247,386	05/25/1999
AADVANTAGE GOLD and Scissor Eagle Design Stacked	2,001,368	09/17/1996
AADVANTAGE HOTEL and Scissor Eagle Design	3,499,069	09/09/2008
AADVANTAGE EXECUTIVE PLATINUM and Scissor Eagle Design	2,444,458	04/17/2001
AADVANTAGE PLATINUM and Scissor Eagle Design Side-by-Side	1,788,496	08/17/1993
AADVANTAGE VACATION AWARDS	2,419,098	01/09/2001
AADVANTAGE VACATION AWARDS and Scissor Eagle Design	2,413,986	12/19/2000
AADVANTAGE	2,187,483	09/08/1998
A WORLD OF CHOICES	2,282,839	10/05/1999
AMERICAN AADVANTAGE FUNDS	1,766,182	04/20/1993
AMERICAN AADVANTAGE MONEY MARKET FUND	1,953,890	02/06/1996
AADVANTAGE PLATINUM	3,789,843	May 18, 2010
	[77824680 (App. No.)]	[09/11/2009 (Filing Date)]
AADVANTAGE GOLD	3,789,842	May 18, 2010
	[77824679 (App. No.)]	[09/11/2009 (Filing Date)]
AADVANTAGE ESHOPPING and Cart Design	3,830,744	August 10, 2010

Schedule I