

American Airlines®

MAINTENANCE AND ENGINEERING CENTER


TO WHOM IT MAY CONCERN

Subject: Non-Incident Letter

80C2A5

ESN 695221

To the knowledge of the undersigned, research using the NTSB, FAA and historical documents has determined the above mentioned engine was produced under an FAA approved production system; has been maintained in accordance with a 121 Carrier operator's manual while in American Airlines custody; and was found clear of any history of accidents, or significant structural damage while in operation at American Airlines; and has never been subjected to military or government operations.



Mark Campbell
American Airlines
Mgr. Quality Assurance

Date

2/22/11

CONSIGNMENT AGREEMENT

This Consignment Agreement (this "Agreement") is dated as of August 1, 2011, between **WILMINGTON TRUST COMPANY**, not in its individual capacity, but solely as owner trustee ("Consignor") and **GA TELESIS, LLC**, a Delaware limited liability company ("Consignee").

BACKGROUND

Consignor is the owner of the equipment specified on Schedule A including those parts and components thereof which are specified in any component list attached thereto (each shall be referred to as the "Equipment"). Except as otherwise expressly specified on Schedule A, the Equipment, all parts, components, equipment, material, assemblies, sub-assemblies, avionics, instruments, controls, interior fixtures, maintenance records, technical records and other elements of all kinds currently attached to, installed on, or incorporated, associated or delivered hereunder to Consignee with the Equipment and all items taken in exchange therefor, shall be subject to this Agreement and referred to as the "Consigned Goods."

Consignee is in the business of asset management and marketing aircraft, aircraft engines, aircraft parts, components, and material substantially similar to the Consigned Goods, and Consignor would like to engage Consignee to market for lease, sale or exchange, and to manage and repair the Consigned Goods in accordance with the terms and conditions of this Agreement.

AGREEMENT

A. Engagement; Sales.

1. Sales. Consignor hereby engages Consignee on an exclusive basis to receive, maintain in inventory, market and sell the Consigned Goods in accordance with the terms and conditions of this Agreement. Consignee hereby accepts such engagement and agrees to use its commercially reasonable efforts in its performance hereunder, including the sale of the Consigned Goods at then current market terms and conditions. All Consigned Goods leased, sold or exchanged by Consignee under this Agreement shall be referred to as "Sold Goods" and the parties acquiring Sold Goods shall be referred to as "Customers."

2. Delivery; Receipt of Consigned Goods. Consignee will take possession of each of the Consigned Goods at 1850 NW 49th Street, Ft. Lauderdale, FL 33309 (the "Delivery Location") on one or more dates specified on Schedule A (each a "Delivery Date"). If the Equipment is located in any location other than the Delivery Location, Consignee will be responsible for arranging for shipment of the Consigned Goods from such then-current location to the Delivery Location as hereinafter specified at Consignee's sole cost and expense and shall be reimbursed pursuant to Section B. 2 hereof. Consignee will provide a written receipt to Consignor for the Consigned Goods received at the Delivery Location. Notwithstanding anything to the contrary contained in this Agreement, for

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first appearing above.

Consignor: **WILMINGTON TRUST COMPANY, not in
its individual capacity but solely as
Owner/Trustee**

By: 

Title **Adam Vogelsong
Senior Financial Services Officer**

Consignee:

By: 

Title *Executive Vice President*

SCHEDULE A
TO CONSIGNMENT AGREEMENT

<u>Engine Serial Number</u>	<u>Engine Model</u>	<u>Anticipated Delivery Date:</u>
695221	CF6-80C2A5	June 30, 2011
695225	CF6-80C2A5	May 20, 2011

CROWE DUNLEVY

ATTORNEYS AND COUNSELORS AT LAW

MEMORANDUM

TO: Geraldine Lim

FROM: J. Robert Kalsu

DATE: May 5, 2011

RE: Airbus Industrie model A300B4-605R aircraft with manufacturer's serial number 507 and United States nationality and registration marks N40064 ("Aircraft N40064")

Airbus Industrie model A300B4-605R aircraft with manufacturer's serial number 508 and United States nationality and registration marks N14065 ("Aircraft N14065")

This Memorandum shall confirm that the below described instruments were filed with the Federal Aviation Administration today at the respective times noted below, as follows:

1. With respect to Aircraft N40064:
 - (a) Instrument of Assignment and Acceptance dated as of May 3, 2011, between State Street Bank and Trust Company as original Indenture Trustee, assignor, and U.S. Bank National Association as Indenture Trustee (the "Indenture Trustee"), assignee, which assigned Conveyance Nos. M18337 et al. with respect to Aircraft N40064 and the General Electric model CF6-80C2A5 aircraft engines with manufacturer's serial numbers 690327, 695221 and 695260 (the "N40064 Engines"), was filed at 10:50 A.M., C.D.T.;
 - (b) FAA Release dated May 3, 2011, by the Indenture Trustee, which released Aircraft N40064 and the N40064 Engines from the terms of Conveyance Nos. M18337 et al. and released its collateral interests in Conveyance Nos. M18336 et al. was filed at 10:51 A.M., C.D.T.;
 - (c) Lease Termination dated May 5, 2011, between Wilmington Trust Company as Owner Trustee, lessor, and Airbus A300 Leasing, Inc. as lessee, which terminated Conveyance Nos. M18338 et al. with respect to Aircraft N40064 and the N40064 Engines, was filed at 10:51 A.M., C.D.T.; and
 - (d) Sublease Termination – MSN 507 dated May 5, 2011, between Airbus A300 Leasing, Inc. as sublessor and American Airlines, Inc. as sublessee, which terminated Conveyance Nos. M18339 et al. with respect to Aircraft N40064 and the N40064 Engines, was filed at 10:51 A.M., C.D.T.

2. With respect to Aircraft N14065:

- (a) Instrument of Assignment and Acceptance dated as of May 3, 2011, between State Street Bank and Trust Company as original Indenture Trustee, assignor, and U.S. Bank National Association as Indenture Trustee (the "Indenture Trustee"), assignee, which assigned Conveyance Nos. M18408 et al. with respect to Aircraft N14065 and the General Electric model CF6-80C2A5 aircraft engines with manufacturer's serial numbers 690275 and 695225 (the "N14065 Engines"), was filed at 10:50 A.M., C.D.T.;
- (b) FAA Release dated May 3, 2011, by the Indenture Trustee, which released Aircraft N14065 and the N14065 Engines from the terms of Conveyance Nos. M18408 et al. and released its collateral interests in Conveyance Nos. M18407 et al. was filed at 10:51 A.M., C.D.T.;
- (c) Lease Termination dated May 5, 2011, between Wilmington Trust Company as Owner Trustee, lessor, and Airbus A300 Leasing, Inc. as lessee, which terminated Conveyance Nos. M18409 et al. with respect to Aircraft N14065 and the N14065 Engines, was filed at 10:51 A.M., C.D.T.; and
- (d) Sublease Termination – MSN 508 dated May 5, 2011, between Airbus A300 Leasing, Inc. as sublessor and American Airlines, Inc. as sublessee, which terminated Conveyance Nos. M18410 et al. with respect to Aircraft N14065 and the N14065 Engines, was filed at 10:51 A.M., C.D.T.

Copies of the file-stamped documents are attached.

INSTRUMENT OF ASSIGNMENT AND ACCEPTANCE

N40064

THIS INSTRUMENT OF ASSIGNMENT AND ACCEPTANCE dated as of May 3, 2011 (this "Instrument") between **STATE STREET BANK AND TRUST COMPANY**, a Massachusetts trust company ("State Street"), as original Indenture Trustee, and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association ("U.S. Bank"), as Indenture Trustee.

WITNESSETH:

WHEREAS, State Street is the Indenture Trustee (the "Indenture Trustee") under the aircraft Trust Indenture and Security Agreement (1989 Trust AA-L) described on Annex 1 hereto (the "Indenture and Security Agreement"); and

WHEREAS, the Indenture Trustee holds a lien against the trust estate described in the Indenture and Security Agreement, including the aircraft and related engines more particularly described in Annex 2 hereto (the "Aircraft"); and

WHEREAS, U.S. Bank has acquired substantially all of the corporate trust business of State Street, and, by virtue thereof, has succeeded to State Street as Indenture Trustee under the Indenture and Security Agreement in accordance with the provisions of the Indenture and Security Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained and other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. State Street hereby assigns and transfers to U.S. Bank and its successors and assigns all the estates, properties and rights of State Street as Indenture Trustee in the Aircraft and all estates, properties, rights, powers, duties, obligations and trusts of State Street as Indenture Trustee under and pursuant to the Indenture and Security Agreement, including, but

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not limited to, those arising under any documents entered into by State Street as Indenture Trustee (the "Operative Documents"), and also assigns and transfers to U.S. Bank and its successors and assigns all of the estates, properties and rights of State Street as Indenture Trustee, if any, to the Leases, as more particularly described in Annex 3 hereto (collectively, the "Lease").

2. U.S. Bank hereby accepts such assignment and accepts, upon the trusts expressed in the Indenture and Security Agreement, all the estates, properties and rights of State Street as Indenture Trustee in the Aircraft, all estates, properties, rights, powers, duties, obligations and trusts of State Street as Indenture Trustee under and pursuant to the Indenture and Security Agreement, including, but not limited to, those arising under the other Operative Documents, and all estates, properties and rights of State Street as Indenture Trustee, if any, to the Lease, in each case as though U.S. Bank rather than State Street had been originally named as the Indenture Trustee, and agrees to be bound by all of the terms thereof.

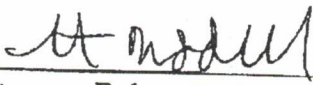
3. U.S. Bank represents that it satisfies the qualification requirements of the Indenture and Security Agreement for a successor Indenture Trustee.

4. This Instrument does not constitute a waiver of any obligation or liability arising prior to the date hereof which State Street may have incurred in connection with its serving as the Indenture Trustee under the Indenture and Security Agreement or an assumption by U.S. Bank of any liability of the Indenture Trustee arising prior to the date hereof.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

IN WITNESS WHEREOF, the parties hereby have caused the Instrument to be duly executed by the respective officers thereunto duly authorized, as of the day and year first above written.

**STATE STREET BANK AND TRUST
COMPANY**, as original Indenture Trustee

By: 
Name: **Robert Waddell**
Title: **Sr. Vice President**

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee

By: _____
Name: **Michael M. Hopkins**
Title: **Vice President**

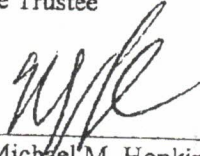
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IN WITNESS WHEREOF, the parties hereby have caused the Instrument to be duly executed by the respective officers thereunto duly authorized, as of the day and year first above written.

**STATE STREET BANK AND TRUST
COMPANY**, as original Indenture Trustee

By: _____
Name:
Title:

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee

By:  _____
Name: Michael M. Hopkins
Title: Vice President

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**Annex 1 to FAA Instrument of
Assignment and Acceptance (N40064)**

Description of Indenture and Security Agreement

Trust Indenture and Security Agreement (1989 Trust AA-L) dated as of February 15, 1989 ("Indenture") between Wilmington Trust Company, as owner trustee ("Owner Trustee"), and The Connecticut National Bank, as indenture trustee ("Indenture Trustee"), with the Trust Agreement and Indenture Supplement No. 1 [1989 Trust AA-L) dated as of February 16, 1989 attached thereto (the "Attachment"); which Indenture and Attachment were recorded as one instrument by the Federal Aviation Administration ("FAA") on February 16, 1989 and assigned Conveyance No. M18337;

as amended by Amendment Agreement No. 1 to Trust Indenture and Security Agreement (1989 Trust AA-L) dated October 2, 1990 between the Owner Trustee and the Indenture Trustee, which was recorded by the FAA on October 17, 1990 and assigned Conveyance No. W12383;

as assigned by Instrument of Acknowledgement of Succession of Indenture Trustee dated September 28, 1998 between Fleet National Bank, formerly Fleet National Bank of Connecticut, formerly Shawmut Bank Connecticut, National Association, formerly The Connecticut National Bank, as original Indenture Trustee, assignor, and State Street Bank and Trust Company as successor Indenture Trustee (the "Indenture Trustee"), assignee, recorded December 1, 1998, as Conveyance No. S106080.

**Annex 2 to FAA Instrument of
Assignment and Acceptance (N40064)**

Description of Aircraft

One Airbus Industrie model A300B4-605R aircraft, bearing manufacturer's serial number 507, Federal Aviation Administration ("FAA") registration number N40064, including its ~~three~~ General Electric model CF6-80C2A5 engines bearing manufacturer's serial numbers 690327, 695221 and 695260.

**Annex 3 to FAA Instrument of
Assignment and Acceptance (N40064)**

Description of the Leases

The Lease Agreement

Lease Agreement [1989 Trust AA-L] dated as of February 15, 1989, between Wilmington Trust Company as Owner Trustee, lessor, and Airbus A300 Leasing, Inc. as lessee, as supplemented by Lease Supplement No.1 dated February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18338, as amended by Amendment No. 1 to Lease Supplement No. 1 [1989 Trust AA-L] dated October 2, 1990, recorded October 17, 1990, as Conveyance No. W12384.

The Sublease Agreement

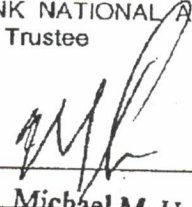
Sublease [1989 Trust AA-L] dated as of February 15, 1989, between Airbus A300 Leasing, Inc. as sublessor and American Airlines, Inc. as sublessee, as supplemented by Sublease Supplement No. 1 dated as of February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18339, as amended by Amendment No. 1 to Sublease [1989 Trust AA-L] dated as of March 1, 1990, recorded March 30, 1990, as Conveyance No. WW30913.

FAA RELEASE

The undersigned hereby releases all of its right, title and interest in and to the collateral covered thereby, which shall include but not be limited to the Aircraft (as such term is defined on the attached Appendix), from the terms of the Security Agreement (as such term is defined on the attached Appendix). The undersigned further releases all right, title and interest in and to the Credit Bail, the Lease Agreement and Sublease Agreement (as such terms are defined on the attached Appendix) with respect to the collateral covered thereby.

Dated this 3 day of May, 2011.

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee

By: 
Name: Michael M. Hopkins
Title: Vice President

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APPENDIX

- I. "Aircraft" shall be defined to consist of the following Airframe and Engines:
 - A. Airframe: Airbus model A300B4-605R aircraft with manufacturer's serial number 507 and United States nationality and registration marks N40064; and
 - B. Engines: General Electric model CF6-80C2A5 aircraft engines with manufacturer's serial numbers 690327, 695221 and 695260.

- II. "Security Agreement" shall be defined to consist of the following:

Trust Indenture and Security Agreement [1989 Trust AA-L] dated as of February 15, 1989, between Wilmington Trust Company as Owner Trustee and The Connecticut National Bank as Indenture Trustee (the "Indenture Trustee"), as supplemented by Trust Agreement and Indenture Supplement No. 1 [1989 Trust AA-L] dated February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18337, as amended by Amendment Agreement No. 1 [1989 Trust AA-L] dated as of October 2, 1990, recorded October 17, 1990, as Conveyance No. W12383 and as assigned by the Instrument of Acknowledgment of Succession of Indenture Trustee dated as of September 28, 1998, between Fleet National Bank, formerly Fleet National Bank of Connecticut, formerly Shawmut Bank Connecticut, National Association, formerly The Connecticut National Bank, as original Indenture Trustee, assignor, and State Street Bank and Trust Company as successor Indenture Trustee (the "Indenture Trustee"), assignee, recorded December 1, 1998, as Conveyance No. S106080 and as assigned by the Instrument of Acknowledgment of Succession dated as of May 3, 2011, between State Street Bank as assignor and U.S. Bank National Association as Indenture Trustee, assignee, filed simultaneously herewith.

- II. Sale-Leaseback Agreement [N1989 Trust AA-L] dated February 15, 1989, between Nathalie Bail G.I.E. as lessor and Wilmington Trust Company as Owner Trustee, lessee, as supplemented by the CB Supplement [1989 Trust AA-L] dated as of February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18336 (the "Credit-Bail").

- III. "Lease Agreement" shall be defined to consist of the following:

Lease Agreement [1989 Trust AA-L] dated as of February 15, 1989, between Wilmington Trust Company as Owner Trustee, lessor, and Airbus A300 Leasing, Inc. as lessee, as supplemented by Lease Supplement No. 1 dated February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18338, as amended by Amendment No. 1 to Lease Supplement No. 1 [1989 Trust AA-L] dated October 2, 1990, recorded October 17, 1990, as Conveyance No. W12384.

IV. "Sublease Agreement!" shall be defined to consist of the following:

Sublease [1989 Trust AA-L] dated as of February 15, 1989, between Airbus A300 Leasing, Inc. as sublessor and American Airlines, Inc. as sublessee, as supplemented by Sublease Supplement No. 1 dated as of February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18339, as amended by Amendment No. 1 to Sublease [1989 Trust AA-L] dated as of March 1, 1990, recorded March 30, 1990, as Conveyance No. WW30913.

LEASE TERMINATION

The undersigned hereby certify and acknowledge that the Lease Agreement [1989 Trust AA-L] dated as of February 15, 1989, between Wilmington Trust Company, not in its individual capacity, but solely as owner trustee, as lessor, and Airbus A300 Leasing, Inc. as lessee, as further described on the attached Appendix (as the same has been amended, supplemented and/or assigned as of the date hereof, the "Lease"), has been terminated (except with respect to those provisions of the Lease which expressly survive any such termination) with respect to the one (1) Airbus Industrie model A300B4-605R Airframe bearing manufacturer's serial number 507 and U.S. Registration No. N40064 and two (2) General Electric CF6-80C2A5 turbofan engines bearing manufacturer's serial nos. 690327 and 695221 and one (1) General Electric CF6-80C2A5 turbofan spare engine bearing manufacturer's serial no. 695260 covered thereby and that the same are no longer subject to the terms and provisions thereof.

This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

DATED this 5th day of May, 2011.

[signature pages follow]

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Wilmington Trust Company, not in its individual
capacity, but solely as owner trustee

By: 

Name: Adam Vogelsong
Title: Senior Financial Services Officer

Airbus A300 Leasing, Inc.

By: _____

Name: Alejandro Camp
Title: Authorized Transaction Officer

Wilmington Trust Company, not in its individual
capacity, but solely as owner trustee

By: _____

Name:

Title

Airbus A300 Leasing, Inc.

By: _____

Name: Alejandro Camp

Title: Authorized Transaction Officer

Description of Lease

Lease Agreement [1989 Trust AA-L], dated as of February 15, 1989, in respect of the Airframe, the Engines and the Spare Engine (the "Lease"), which Lease was recorded by the FAA on February 16, 1989, assigned conveyance no. M18338 and amended and supplemented by the following described instruments:

<u>Instrument</u>	<u>Date of Instrument</u>	<u>FAA Recording Date</u>	<u>FAA Conveyance No</u>
Lease Supplement No. 1	February 15, 1989	February 16, 1989	M18338
Amendment No. 1 to Lease Supplement No. 1 [1989 Trust AA-L]	October 2, 1990	October 17, 1990	W12384

SUBLEASE TERMINATION – MSN 507

The undersigned hereby certify and acknowledge that the Sublease [1989 Trust AA-L] dated as of February 15, 1989, between Airbus A300 Leasing, Inc. as sublessor and American Airlines, Inc. as sublessee, as further described on the attached Appendix (as the same has been amended, supplemented and/or assigned as of the date hereof, the "Sublease"), has been terminated (except with respect to those provisions of the Lease which expressly survive any such termination) and that (a) the one (1) Airbus Industrie model A300B4-605R Airframe bearing manufacturer's serial number 507 and U.S. Registration No. N40064, (b) two (2) General Electric model CF6-80C2A5 Engines bearing manufacturer's serial numbers 690327 and 695221 and (c) one (1) General Electric model CF6-80C2A5 Spare Engine bearing manufacturer's serial number 695260 covered thereby are no longer subject to the terms and provisions thereof.

This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

DATED this 5th day of May 2011.

[signature pages follow]

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Sublease Termination – MSN 507 (TRUST AA-L)

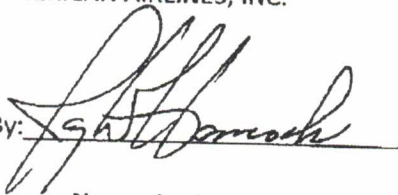
Airbus A300 Leasing, Inc.

By: 

Name: Alejandro Camp

Title: Authorized Transaction Officer

AMERICAN AIRLINES, INC.

By: 

Name: Jay Hancock

Title: Managing Director,
Fleet Transactions

APPENDIX

Description of Sublease

Sublease [1989 Trust AA-L] dated as of February 15, 1989, between Airbus A300 Leasing, Inc. as sublessor and American Airlines, Inc. as sublessee, as supplemented by Sublease Supplement No. 1 dated as of February 15, 1989, recorded by the FAA on February 16, 1989, as Conveyance No. M18339, as amended by Amendment No. 1 to Sublease [1989 Trust AA-L] dated as of March 1, 1990, recorded March 30, 1990, as Conveyance No. WW30913.

Sublease Termination – MSN 507 (TRUST AA-L)