

American Airlines[®]

MAINTENANCE AND ENGINEERING CENTER

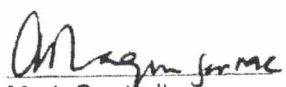
TO WHOM IT MAY CONCERN

Subject: Non-Incident Letter

JT8D 217C

ESN 717895

To the knowledge of the undersigned, research using the NTSB, FAA and historical documents has determined the above mentioned engine was produced under an FAA approved production system; has been maintained in accordance with a 121 Carrier operator's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 Cantrell
American Airlines
Mgr. Quality Assurance

4/22/10

Date

CERTIFICATE OF LEASE EXPIRATION – MSN 49471

The undersigned hereby certify and acknowledge that the Lease Agreement dated as of December 1, 1987, between Wilmington Trust Company as Owner Trustee, lessor, and American Airlines, 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 expired (except with respect to those provisions of the Lease which expressly survive expiration) and that (a) the one (1) McDonnell Douglas DC-9-82 airframe bearing manufacturer's serial number 49471 and U.S. Registration No. N445AA and (b) those two (2) Pratt & Whitney model JT8D-217C engines bearing manufacturer's serial numbers P717894D and P717895D covered thereby are no longer subject to the terms and provisions thereof.

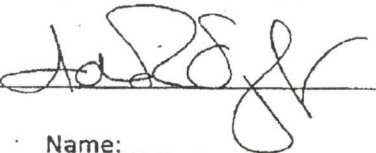
This instrument may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

DATED this 5th day of May, 2010.

[signature pages follow]

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2010 MAY 5 PM 1 32
OKLAHOMA CITY
OKLAHOMA

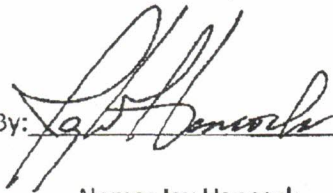
Wilmington Trust Company, not individually,
but solely as Owner Trustee, Lessor

By: 

Name: _____ Adam Vogelsong
Senior Financial Services Officer

Title: _____

AMERICAN AIRLINES, INC.

By: _____

Name: Jay Hancock

Title: Managing Director,
Fleet Transactions

APPENDIX

Description of Lease

Lease Agreement dated as of December 1, 1987, between Wilmington Trust Company as Owner Trustee, lessor, and American Airlines, Inc. as lessee, as supplemented by Lease Supplement No. 1 dated December 23, 1987, recorded by the FAA on January 13, 1988, as Conveyance No. H58368.

EQUIPMENT TRUST AGREEMENT TERMINATION CERTIFICATE
AND
CONVEYANCE OF INTEREST

The undersigned hereby certify that the Equipment Trust Agreement (as such term is defined in the Appendix A attached hereto) is hereby terminated and the undersigned Equipment Trust Trustee hereby conveys to the undersigned Owner Trustee all of said Equipment Trust Trustee's right, title and interest in the aircraft described in Appendix B attached hereto. The undersigned further releases all right, title and interest it may have or be deemed to have in the Lease Agreement (as such term is defined in the Appendix A attached hereto).

This Equipment Trust Agreement Termination Certificate and Conveyance of Interest may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

Dated this 5th day of May, 2010.

EQUIPMENT TRUST TRUSTEE:

WELLS FARGO BANK, NATIONAL
ASSOCIATION as Equipment Trust
Trustee

By: [Signature]

Title: VICE PRESIDENT

OWNER TRUSTEE:

WILMINGTON TRUST COMPANY
not in its individual capacity, but
solely as Owner Trustee

By: _____

Title: _____

FILED WITH EAA
AIRCRAFT REGISTRATION OR
2010 MAY 5 PM 1 32
OKLAHOMA CITY
OKLAHOMA

EQUIPMENT TRUST AGREEMENT TERMINATION CERTIFICATE
AND
CONVEYANCE OF INTEREST

The undersigned hereby certify that the Equipment Trust Agreement (as such term is defined in the Appendix A attached hereto) is hereby terminated and the undersigned Equipment Trust Trustee hereby conveys to the undersigned Owner Trustee all of said Equipment Trust Trustee's right, title and interest in the aircraft described in Appendix B attached hereto. The undersigned further releases all right, title and interest it may have or be deemed to have in the Lease Agreement (as such term is defined in the Appendix A attached hereto).

This Equipment Trust Agreement Termination Certificate and Conveyance of Interest may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

Dated this 5th day of May, 2010.

EQUIPMENT TRUST TRUSTEE:

WELLS FARGO BANK, NATIONAL
ASSOCIATION as Equipment Trust
Trustee

By: _____


Title: _____

OWNER TRUSTEE:

WILMINGTON TRUST COMPANY
not in its individual capacity, but
solely as Owner Trustee

By: _____

Title: _____


 Adam Vogelsong
 Senior Financial Services Officer

APPENDIX A

1. Equipment Trust Agreement dated as of December 1, 1987, among Wilmington Trust Company as Owner Trustee, Meridian Trust Company, now Wells Fargo Bank, National Association, formerly Wachovia Bank, National Association, formerly First Union National Bank, as Equipment Trust Trustee and American Airlines, Inc., as supplemented by Trust Agreement and Equipment Trust Agreement Supplement No. 1 (American Airlines 1987 Equipment Trust I) dated December 23, 1987, recorded by the Federal Aviation Administration on January 12, 1988, as Conveyance No. H58367 (collectively, the "Equipment Trust Agreement").
2. Lease Agreement dated as of December 1, 1987, between Wilmington Trust Company as Owner Trustee, lessor, and American Airlines, Inc. as lessee, as supplemented by Lease Supplement No. 1 dated December 23, 1987, recorded by the Federal Aviation Administration on January 12, 1988, as Conveyance No. H58368 (collectively, the "Lease Agreement").

APPENDIX B

Airframe:

McDonnell Douglas model DC-9-82 (MD-82) aircraft with manufacturer's serial number 49471 and United States nationality and registration marks N445AA

Engines:

Pratt & Whitney model JT8D-217C aircraft engines with manufacturer's serial numbers P717894D and P717895D

CONSIGNMENT AGREEMENT

This Consignment Agreement (this "**Agreement**") is dated as of May 20, 2010, 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 airframes and engines specified on Schedule A, as amended from time to time (the "**Airframe(s)**" or the "**Engines**", as applicable) including those parts and components thereof which are specified in any component list attached thereto (each Airframe and the Engines delivered therewith collectively shall be referred to as the "**Aircraft**"). Except as otherwise expressly specified on Schedule A, each Airframe, each Engine and all parts, components, equipment, material, assemblies, sub-assemblies, avionics, instruments, controls, interior fixtures, equipment, materials and other elements of all kinds currently attached to, installed on, or incorporated, associated or delivered hereunder to Consignee therewith ("**Parts**") and all records in Consignor's possession related thereto and items taken in exchange therefor, shall be subject to this Agreement and referred to as the "**Consigned Goods**."

Consignee is in the business of 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

Section 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 best 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. Consignee will take possession of the Consigned Goods at 5400 NW 35th Ave., Ft. Lauderdale, FL 33309 (the "**Delivery Location**") or such other location as may be mutually agreed between Consignor and Consignee on one or more dates specified on Schedule A (each a "**Delivery Date**"). If the Delivery Location is other than the Consignee's Facility (as specified in Section A.4 hereof), Consignee will be responsible for arranging for shipment of the Consigned Goods from the Delivery Location to Consignee's Facility as hereinafter specified at Consignee's sole cost and expense and shall be reimbursed pursuant to Section B.2 herein. Notwithstanding anything to the contrary contained in this Agreement, for purposes of the Uniform Commercial Code as in effect in any relevant jurisdiction, none of the Consigned Goods shall be deemed to be in the possession of Consignee until such goods are

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:

GA TELESIS, LLC

By _____

Title

[Consignment Agreement]

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

Consignee:

GA TELESIS, LLC

By _____
Title

Andrew Toutt
Executive Vice President

SCHEDULE A
TO CONSIGNMENT AGREEMENT

1. One (1) Pratt & Whitney JT8D-217C engine with serial number P717893D.
2. One (1) Pratt & Whitney JT8D-217C engine with serial number P717895D.