

## CONSIGNMENT MARKETING AGREEMENT

This Agreement, dated as of November 10, 2009, is being made and entered into by and between GECAS Asset Management Services, Inc. ("Consignee") and GE Capital Aviation Services LLC ("GECAS").

### 1. CONSIGNMENT OF INVENTORY

From time to time during the term of this Agreement, the parties may agree that GECAS will deliver to the control of Consignee certain airframes or spare parts (collectively, "Inventory"). Such Inventory may be owned by GECAS or an affiliate for whom GECAS is acting hereunder as agent. Each affiliate for whom GECAS acts as agent hereunder (an "Affiliate") will be listed on the attached Appendix.

### 2. OPERATING COVENANTS AND OBLIGATIONS

- A. Consignee will dismantle (and scrap) airframes delivered to it for this purpose and cause parts removed therefrom to be transported to Consignee's warehouse.
- B. Consignee will market and sell or exchange the Inventory taking into account market conditions and competitive availability of similar items.
- C. Consignee will repair, overhaul and modify or cause the repair, overhaul or modification of items of Inventory to be made as necessary or desirable to maintain such Inventory in saleable and airworthy condition and will maintain the Inventory in such condition for so long as such Inventory remains in its possession. Consignee will ensure that such repairs, overhauls and modifications are made by an FAA/EASA authorized repair station (an "Authorized Repair Station").
- D. If an Authorized Repair Station notifies Consignee that any item or component of any item of Inventory is beyond economical repair, Consignee will instruct the Authorized Repair Station to either return such item or component to Consignee or scrap onsite. Consignee will dispose or authorize the disposal of such item or component in accordance with accepted industry practices and any applicable FAA regulations.
- E. Consignee will maintain records with respect to the Inventory and sales and exchanges thereof in accordance with good business practices, and to the reasonable satisfaction of GECAS.
- F. In connection with each delivery of spare parts to Consignee, GECAS will cause to be furnished to Consignee the following:
  - (1) a non-incident/accident statement from the last operator;
  - (2) all necessary technical records as defines by Consignee's Technical Department.

IN WITNESS WHEREOF, each party has caused this Consignment Marketing Agreement to be executed and delivered by its duly authorized representative, as of the date first above written.

**GECAS ASSET MANAGEMENT  
SERVICES, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_



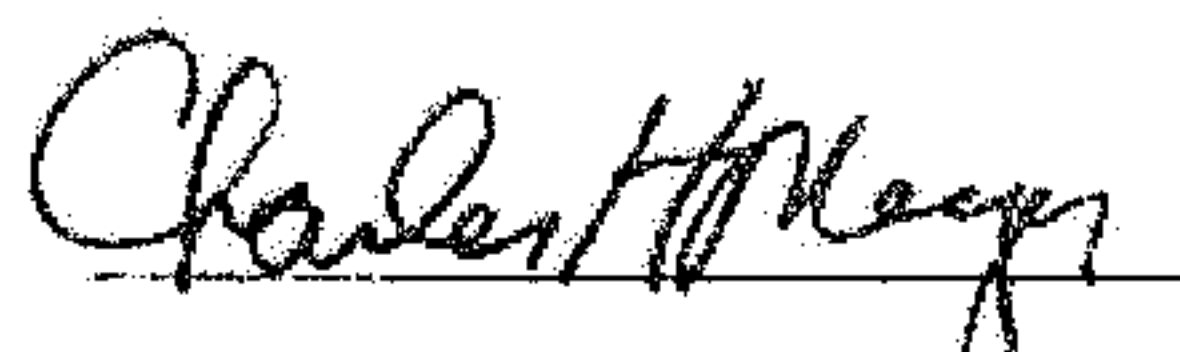
**CHARLES H. MEYER  
VICE PRESIDENT**

**GE CAPITAL AVIATION  
SERVICES LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_



**CHARLES H. MEYER  
VICE PRESIDENT**

APPENDIX A TO CONSIGNMENT MARKETING AGREEMENT  
between

**GE CAPITAL AVIATION SERVICES LLC, AS AGENT FOR ITS AFFILIATES,**  
and  
**GECAS ASSET MANAGEMENT SERVICES, INC.**

AFFILIATES FOR WHOM GE CAPITAL AVIATIONS SERVICES LLC ACTS AS AGENT:

1. US Bank National Association, not in its individual capacity but solely as Owner Trustee for the benefit of **GENERAL ELECTRIC CAPITAL CORPORATION**, with respect to the **Boeing Model 757-225 airframe bearing serial number 22193**, last operated by **US AIRWAYS, INC.**
2. US Bank National Association, not in its individual capacity but solely as Owner Trustee for the benefit of **GENERAL ELECTRIC CAPITAL CORPORATION**, with respect to the **Boeing Model 757-225 airframe bearing serial number 22198**, last operated by **US AIRWAYS, INC.**
3. US Bank National Association, not in its individual capacity but solely as Owner Trustee for the benefit of **GENERAL ELECTRIC CAPITAL CORPORATION**, with respect to the **Boeing Model 757-225 airframe bearing serial number 22202**, last operated by **US AIRWAYS, INC.**
4. Polaris Holding Company an indirect wholly owned subsidiary of **General Electric Capital Corporation** with respect to the **Airbus A310-300 airframe bearing serial number 475**, last operated by **Siberia Airlines**.
5. US Bank National Association, not in its individual capacity but solely as Owner Trustee for the benefit of **GENERAL ELECTRIC CAPITAL CORPORATION**, with respect to the **Boeing Model 757-225 airframe bearing serial number 22203**, last operated by **US AIRWAYS, INC.**
6. US Bank National Association, not in its individual capacity but solely as Owner Trustee for the benefit of **GENERAL ELECTRIC CAPITAL CORPORATION**, with respect to the **Boeing Model 757-225 airframe bearing serial number 22201**, last operated by **US AIRWAYS, INC.**
7. US Bank National Association, not in its individual capacity but solely as Owner Trustee for the benefit of **GENERAL ELECTRIC CAPITAL CORPORATION**, with respect to the **Boeing Model 757-225 airframe bearing serial number 22205**, last operated by **US AIRWAYS, INC.**

25. GENERAL ELECTRIC CAPITAL CORPORATION, with respect to the Airbus A318-100 airframe bearing serial number 2218, last operated by FRONTIER AIRLINES, Inc.
26. GENERAL ELECTRIC CAPITAL CORPORATION, with respect to the Airbus A300-600 airframe bearing serial number 469, last operated by AMERICAN AIRLINES, Inc.

# American Airlines®

February 4, 2010

Subject: Incident / Accident Letter

Aircraft: N19059 (059)  
S/N: 469


To Whom It May Concern:

To the knowledge of the undersigned, research using the NTSB, FAA and our own records, has determined the airframe was produced under the 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 incidents or accidents while in operation at American Airlines; and has never been subjected to military or government operation.

Should you have any questions pertaining to this letter, please contact me via email at [Kristy.Kincaid@aa.com](mailto:Kristy.Kincaid@aa.com) or via my office number 817-967-1829.

Sincerely,

Kristy Kincaid  
American Airlines  
Administrator - Flight Operations Safety  
Flight Safety/SafeOps

  
Date 2/4/2010