

**CONSUMER MAGAZINE CIRCULATION STATEMENT
FOR THE 6 MONTH PERIOD ENDED JUNE 2009**

No attempt has been made to rank the information contained in this report in order of importance, since BPA Worldwide believes this is a judgment, which must be made by the user of the report.

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American Airlines Publishing
4333 Amon Carter Blvd. MD 5374
Fort Worth, TX 75261
Tel.: (817) 931-2579
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Official Publication of: None
Established: 1966

MARKET SERVED

AMERICAN WAY serves passengers of American Airlines, American Eagle, and AmericanConnection.

AVERAGE QUALIFIED CIRCULATION

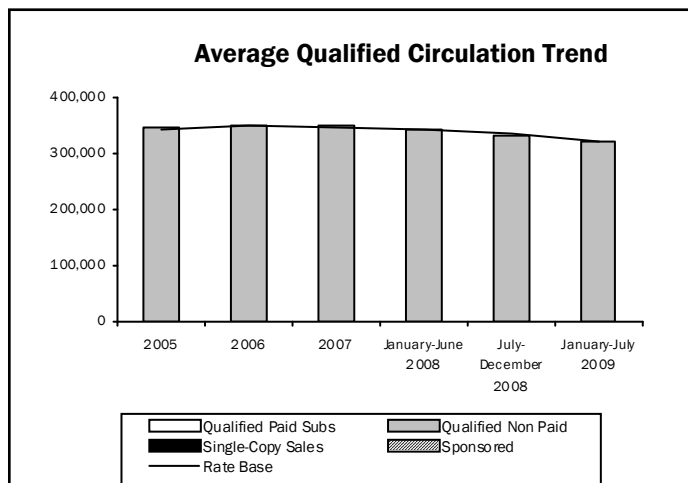
Total Qualified _____	321,256
*Average Rate Base _____	320,150
Variance +/- _____	1,106
Percent +/- _____	0.3
Qualified Paid _____	-
Subscriptions _____	-
Sponsored _____	-
Single-Copy Sales _____	-
Qualified Non-Paid _____	321,256

*See Paragraph 8

**NC = None Claimed

PRICE AND FREQUENCY

**NC	Average Annual Subscription Order Price for the Period Reported (Excluding Sponsored Subscriptions)
24	Issues Per Year
**NC	All Single Copy-Sales Prices for the Period



1. AVERAGE QUALIFIED CIRCULATION BREAKOUT FOR PERIOD						
	Qualified Paid		Qualified Non-Paid		Total Qualified	
	Copies	Percent	Copies	Percent	Copies	Percent
Individuals _____	-	-	-	-	-	-
Membership Benefit _____	-	-	-	-	-	-
Multi-Copy Same Addressee _____	-	-	321,256	100.0	321,256	100.0
Sponsored Individually Addressed _____	-	-	-	-	-	-
Sponsored Multi-Copy Same Addressee _____	-	-	-	-	-	-
Sub-Total Subscription _____	-	-	321,256	100.0	321,256	100.0
Single-Copy Sales _____	-	-	-	-	-	-
Sponsored Single-Copy Sales _____	-	-	-	-	-	-
TOTAL	-	-	321,256	100.0	321,256	100.0

2. QUALIFIED CIRCULATION BY ISSUES FOR PERIOD						
2009 Issue	Qualified Paid			Qualified Non-Paid	Total Qualified	
	Single-Copy Sales	Subscriptions	Total			
January 1 _____					321,125	
January 15 _____					321,250	
February 1 _____					321,950	
February 15 _____					321,950	
March 1 _____					322,625	
March 15 _____					322,675	
April 1 _____					320,825	
April 15 _____					320,550	
May 1 _____					320,775	
*May 15 _____					320,875	
June 1 _____					320,225	
June 15 _____					320,250	

*Analyzed Issue

TOTAL NEW AND RENEWED QUALIFIED PAID SUBSCRIPTIONS ORDERED/SOLD FOR THE PERIOD
Includes gross subscription sales/orders with unpaid invoices pending.

3A. PRICES

3B. USE OF FREE PROMOTIONAL INCENTIVES

PARAGRAPHS 3A & 3B ARE NOT REQUIRED WHEN THE PAID CIRCULATION
IS LESS THAN 50% OF THE AVERAGE CIRCULATION

4. BREAKOUT OF QUALIFIED CIRCULATION TO THE CONSUMER MARKET FOR ISSUE OF MAY 15, 2009			
This issue is 0.1% or 416 copies below the average of the other 11 issues reported in Paragraph two.			
MARKET SERVED	TOTAL QUALIFIED	PERCENT OF TOTAL	
1. American Airlines passengers _____	277,975	86.6	
2. American Eagle passengers _____	26,325	8.2	
3. American Connection passengers _____	7,550	2.4	
4. Admirals Club visitors _____	2,800	0.9	
5. Gate visitors _____	6,225	1.9	
TOTAL	320,875	100.0	

5. QUALIFICATION SOURCE BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 15, 2009							
QUALIFICATION SOURCE	Qualified Within			Qualified Non-Paid	Qualified Paid	Total Qualified	Percent
	1 Year	2 Years	3 Years				
I. Direct Request: _____	-	-	-			-	-
II. Request from recipient's company: _____	-	-	-			-	-
III. Membership Benefit: _____	-	-	-			-	-
IV. Communication from recipient or recipient's company (other than request): _____	320,875	-	-			320,875	100.0
V. TOTAL - Sources other than above (listed alphabetically):	-	-	-			-	-
Rosters and directories _____	-	-	-			-	-
Manufacturer's, distributor's, and wholesaler's lists _____	-	-	-			-	-
Other sources _____	-	-	-			-	-
VI. Single Copy Sales: _____	-	-	-			-	-
TOTAL QUALIFIED CIRCULATION	320,875	-	-			320,875	100.0
PERCENT	100.0	-	-			100.0	

6. GEOGRAPHICAL BREAKOUT OF QUALIFIED CIRCULATION FOR ISSUE OF MAY 15, 2009									
State & Zip Code	Paid			Total Non-Paid	Total Qualified	Percent of Total Qualified	Percent of U.S. Circulation	*Percent of U.S. Population	Index
	Single Copy Sales	Subscriptions	Total Paid						
039-049 Maine _____					-				
030-038 New Hampshire _____					-				
050-059 Vermont _____					-				
010-027 Massachusetts _____					8,775				
028-029 Rhode Island _____					-				
060-069 Connecticut _____					925				
NEW ENGLAND					9,700	3.0	3.1	3.2	4.9
100-149 New York _____					38,550				
070-089 New Jersey _____					2,275				
150-196 Pennsylvania _____					1,825				
MIDDLE ATLANTIC					42,650	13.3	15.5	16.0	14.1
430-459 Ohio _____					3,175				
460-479 Indiana _____					1,050				
600-629 Illinois _____					29,300				
480-499 Michigan _____					3,125				
530-549 Wisconsin _____					1,275				
EAST NO. CENTRAL					37,925	11.8	12.8	13.2	16.1
550-567 Minnesota _____					1,575				
500-528 Iowa _____					1,425				
630-658 Missouri _____					19,475				
580-588 North Dakota _____					-				
570-577 South Dakota _____					-				
680-693 Nebraska _____					775				
660-679 Kansas _____					575				
WEST NO. CENTRAL					23,825	7.4	7.0	7.3	6.8
197-199 Delaware _____					-				
206-219 Maryland _____					1,250				
200-205 Washington, DC _____					5,950				
220-246 Virginia _____					4,200				
247-268 West Virginia _____					100				
270-289 North Carolina _____					4,575				
290-299 South Carolina _____					475				
300-319 Georgia _____					2,125				
320-349 Florida _____					49,700				
SOUTH ATLANTIC					68,375	21.3	20.8	21.5	18.4
400-427 Kentucky _____					1,000				
370-385 Tennessee _____					3,350				
350-369 Alabama _____					650				
386-397 Mississippi _____					125				
EAST SO. CENTRAL					5,125	1.6	1.6	1.7	6.0
716-729 Arkansas _____					2,475				
700-714 Louisiana _____					1,700				
730-749 Oklahoma _____					11,775				
750-799 Texas _____					61,975				
WEST SO. CENTRAL					77,925	24.3	22.6	23.5	11.2
590-599 Montana _____					-				
832-838 Idaho _____					-				
820-831 Wyoming _____					-				
800-816 Colorado _____					3,075				
870-884 New Mexico _____					1,575				
850-865 Arizona _____					3,250				
840-847 Utah _____					950				
889-898 Nevada _____					2,575				
MOUNTAIN					11,425	3.6	3.2	3.3	6.5
995-999 Alaska _____					-				
980-994 Washington _____					2,125				
970-979 Oregon _____					750				
900-961 California _____					29,650				
967-968 Hawaii _____					675				
PACIFIC					33,200	10.4	10.0	10.3	16.0
UNITED STATES					310,150	96.7	96.6	100.0	100.0
969 & 004-009 U.S. Territories _____					3,975				
Canada _____					2,875				
Mexico _____					1,775				
Other International _____					2,100				
APO/FPO _____					-				
TOTALS					320,875	100.0			

*U.S. POPULATION SOURCE: 1990 CENSUS

7. AVERAGE ANNUAL AUDITED QUALIFIED CIRCULATION AND CURRENT UNAUDITED CIRCULATION STATEMENTS

6-Month Period Ended:	Audited Data	Audited Data	Audited Data	Audited Data	Audited Data	Circulation Claim
	2005	2006	2007	January - June 2008	July - December 2008	January - June 2009*
Total Audit Average Qualified: _____	344,551	351,266	348,446	342,440	333,423	321,256
Rate Base (if any): _____	344,000	350,900	347,225	342,017	336,276	320,150
Rate Base +/-: _____	551	366	1,221	423	(2,853)	1,106
Percent +/-: _____	0.2	0.1	0.4	0.1	(0.8)	0.3
Qualified Paid : _____	-	-	-	-	-	-
Subscriptions _____	-	-	-	-	-	-
Sponsored _____	-	-	-	-	-	-
Single-Copy Sales _____	-	-	-	-	-	-
Qualified Non-Paid: _____	344,551	351,266	348,446	342,440	333,423	321,256
Post Expire Copies included in Total Qualified Circulation: _____	**NC	**NC	**NC	**NC	**NC	**NC
Average Annual Order Price: _____	**NC	**NC	**NC	**NC	**NC	**NC

***NOTE: January - June 2009 data is unaudited. With each successive period, new data will be added until six 6-month periods are displayed.**

**NC = None Claimed.

8. ADDITIONAL DATA

METHOD OF DISTRIBUTION

Copies are made available to American Airlines, American Eagle and AmericanConnection passengers, Admirals Club members and airport terminal visitors. Editions are shipped in bulk via U.S. Postal Service; UPS; FedEx; American Airlines Cargo and Clark Distribution Systems for distribution within the airplane cabin at selected American Airlines, American Eagle and AmericanConnection destination cities, in Admirals Clubs and on magazine racks in selected airport terminals and boarding areas. Multi-copy Same Addressee circulation is audited only to the point of distribution, not the end recipient. A distribution agreement not more than three years old, indicating that a centralized headquarters agrees to accept the magazine for re-distribution through the individual locations, has been obtained.

AVERAGE NON-QUALIFIED CIRCULATION: 4,279 COPIES

PUBLISHER'S AFFIDAVIT		
We hereby make oath and testify that all data set forth in this statement are true.	Date signed	August 6, 2009
Paul Schaefer, Director of Operations and Technology	State	Texas
John Depew, Manager of Production and Distribution	County	Tarrant
(At least one of the above signatures must be that of an officer of the publishing company or its authorized representative.)	Received by BPA Worldwide	August 6, 2009
IMPORTANT NOTE:	Type	CPD
This unaudited circulation statement has been checked against the previous audit report. It will be included in the annual audit made by BPA Worldwide.	ID Number	A076P0J9