

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT/A

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice. [amend]

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**
SEC Accession No. **0000898432-96-000575**

([HTML Version](#) on [secdatabase.com](#))

FILER

AMERICAN AADVANTAGE MILEAGE FUNDS

CIK: **943824** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **24F-2NT/A** | Act: **33** | File No.: **033-91058** | Film No.: **96688116**

Business Address
4333 AMON CARTER BLVD
FORT WORTH TX 76155
8179673509

ANNUAL NOTICE OF SECURITIES SOLD PURSUANT TO RULE 24F-2
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 24F-2

1. Name and address of issuer: AMERICAN AADVANTAGE MILEAGE FUNDS
4333 Amon Carter Boulevard
Fort Worth, Texas 76155
2. Name of each series or class of funds for which this notice is filed:

American AAdvantage Balanced Mileage Fund
American AAdvantage Growth and Income Mileage Fund
American AAdvantage International Equity Mileage Fund
American AAdvantage Limited-Term Income Mileage Fund
American AAdvantage Money Market Mileage Fund
American AAdvantage Municipal Money Market Mileage Fund
American AAdvantage U.S. Treasury Money Market Mileage Fund

Platinum Class:
American AAdvantage Money Market Mileage Fund
3. Investment Company Act File Number: File No. 811-9018

Securities Act File Number: File No. 33-91058
4. Last day of fiscal year for which this notice is filed:

October 31, 1996
5. Check box if this notice is being filed more than 180 days after the close of the issuer's fiscal year for purposes of reporting securities sold after the close of the fiscal year but before termination of the issuer's 24f-2 declaration:

N/A /_/_
6. Date of termination of issuer's declaration under rule 24f-2(a)(1), if applicable (see Instruction A.6):

N/A
7. Number and amount of securities of the same class or series which had been registered under the Securities Act of 1933 other than pursuant to rule 24f-2 in a prior fiscal year, but which remained unsold at the beginning of the fiscal year:

N/A
8. Number and amount of securities registered during the fiscal year other than pursuant to rule 24f-2:

N/A
9. Number and aggregate sale price of securities sold during the fiscal year:

306,404,181 shares at an aggregate sales price of \$322,551,145
10. Number and aggregate sale price of securities sold during the fiscal

period in reliance upon registration pursuant to rule 24f-2:

306,404,181 shares at an aggregate sales price of \$322,551,145

11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable (see Instruction B.7):

5,717,008 shares at an aggregate sales price of \$5,802,051

12. Calculation of filing fee:

<TABLE>	
<CAPTION>	
<S>	<C>
(i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10):	\$322,551,145
(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):	+5,802,051
(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable):	-154,972,156
(iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable):	-0-
(v) Net aggregate price of securities sold and issued during the fiscal year in reliance on rule 24f-2 [line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable):	173,381,040
(vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6):	x 1/3300
(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:	\$52,539.71
</TABLE>	

13. Check box if fees are being remitted to the Commission's lockbox depository as described in section 3a of the Commission's Rules of Informal and Other Procedures (17 CFR 202.3a).

/x/

Date of mailing or wire transfer of filing fees to the Commission's lockbox depository:

December 18, 1996

SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title) /s/ William F. Quinn

William F. Quinn
President

Date: December 20, 1996

KIRKPATRICK & LOCKHART LLP
1800 Massachusetts Avenue, N.W., Second Floor
Washington, D.C. 20036-1800

December 20, 1996

American AAdvantage Mileage Funds
4333 Amon Carter Boulevard
MD 76155
Fort Worth, Texas 76155

Re: Rule 24f-2 Notice

Ladies and Gentlemen:

American AAdvantage Mileage Funds (the "Trust") is a business trust organized under the laws of the Commonwealth of Massachusetts. We understand that the Trust is about to file a Notice pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended (the "1940 Act"), for the purpose of making definite the number of shares of beneficial interest ("Shares") that it has registered under the Securities Act of 1933, as amended (the "1933 Act"), and that it sold during its fiscal year ended October 31, 1996.

We have, as counsel, participated in various business and other matters relating to the Trust. We have examined copies, either certified or otherwise proved to be genuine, of its Amended and Restated Declaration of Trust ("Declaration of Trust") and By-Laws, as now in effect, and we generally are familiar with its business affairs. Based on the foregoing, it is our opinion that the Shares sold during the fiscal year ended October 31, 1996, the registration of which will be made definite by the filing of a Rule 24f-2 Notice, were legally issued, fully paid and non-assessable. We express no opinion as to compliance with the 1933 Act, the 1940 Act or applicable state securities laws in connection with the sales of Shares.

The Trust is an entity of the type commonly known as a "Massachusetts business trust." Under Massachusetts law, shareholders could, under certain circumstances, be held personally liable for the obligations of the Trust. The Declaration of Trust states that creditors of, contractors with and claimants against the Trust shall look only to the assets of the Trust for payment. It also requires that notice of such disclaimer be given in each contract or instrument made or issued by the officers or the Trustees of the Trust on behalf of the Trust. The Declaration of Trust further provides: (i) for the Trust to indemnify and hold each shareholder harmless from Trust assets for all loss and expense of any shareholder held personally liable for

the obligations of the Trust by virtue of ownership of Shares of the Trust; and (ii) for the Trust to assume the defense of any claim against the shareholder for any act or obligation of the Trust. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Trust would be unable to meet its obligations.

We hereby consent to this opinion accompanying the Rule 24f-2 Notice that you are about to file with the Securities and Exchange Commission. We also consent to the reference to our firm in the prospectuses filed as part of the Trust's registration statement.

Very truly yours,

KIRKPATRICK & LOCKHART LLP

By /s/ Robert J. Zutz

Robert J. Zutz