

AMERICAN AIRLINES, INC.

NOTICE

OF

SPECIAL MEETING OF STOCKHOLDERS

**NOTICE OF SPECIAL MEETING
of the Stockholders of
AMERICAN AIRLINES, INC.**

*To the Stockholders of
American Airlines, Inc.*

Notice is hereby given that a special meeting of the stockholders of American Airlines, Inc., a Delaware corporation, will be held at the statutory office of the Corporation, Corporation Guarantee and Trust Company, No. 927 Market Street, Wilmington, Delaware, October 24, 1940, at 11 o'clock A. M., Eastern Standard Time, for the following purposes:

(a) To consider and act upon a proposal to amend the Certificate of Incorporation of the Corporation, as amended, by striking out Article Fourth thereof, and substituting therefor a new Article Fourth, reading as set forth in Exhibit A to the accompanying Proxy Statement which is made a part of this notice.

(b) To take action upon such other matters as may properly come before the meeting.

The changes to be effected by the proposed amendment are the authorization of 100,000 shares of Preferred Stock, without par value, and the redesignation of the authorized, and the outstanding shares of Capital Stock, of the par value of \$10 per share of the Corporation, as Common Stock of the par value of \$10 per share. The foregoing changes will be accomplished by increasing the total number of shares of all classes of stock which the Corporation shall have authority to issue, from 1,000,000 shares of the par value of \$10 each, to 1,100,000 shares, of which 1,000,000 shares are to be Common Stock, of the par

value of \$10 per share, and 100,000 shares are to be Preferred Stock, without par value, and by authorizing the Board of Directors, at any time, and, from time to time, to issue the Preferred Stock in one or more series, and in connection with the creation of such series, to fix by resolution or resolutions, the designations, powers, conversion privileges, preferences and other special rights and qualifications, limitations or restrictions thereof.

The Board of Directors of the Corporation have adopted a resolution setting forth the said proposed amendment, declaring its advisability, and calling a meeting of the stockholders entitled to vote in respect thereof, for the consideration of such amendment.

The hour of three o'clock P.M., Eastern Standard Time, October 1, 1940, has been fixed as the date of record for determining stockholders entitled to notice of and to vote at the special stockholders' meeting, or any adjournment or adjournments thereof, and only stockholders of record at said date, are entitled to notice of, or to vote at said special meeting of stockholders. The transfer books of the corporation will not be closed.

If you do not expect to attend said meeting, and desire to have the stock registered in your name represented and voted, the management of the Corporation requests that you date, sign, and mail the attached proxy promptly. No postage is required if same is mailed within the United States.

By order of the Board of Directors,

H. K. RULISON, *Secretary*,
AMERICAN AIRLINES, INC.

Dated at New York, N. Y.,
October 1, 1940.