

**TO THE DIRECTORS OF
AMERICAN AIRLINES, INC.**

YOU ARE HEREBY NOTIFIED that a special meeting of the Board of Directors of American Airlines, Inc., a Delaware corporation, will be held in the rooms reserved in the name of C. R. Smith at the Ritz Carlton Hotel, Madison Avenue and 46th Street, New York City, New York, on Tuesday, December 10, 1940, at the hour of ten O'clock A.M. Eastern Standard Time, for the purpose of considering the declaration of dividends upon the convertible preferred stock and common stock of the corporation, and for the transaction of any other business which may be brought before the meeting.

Dated at New York, New York, December 2, 1940.

C. R. SMITH,

President

H. K. RULISON,

Secretary

NOTE:

Some of our directors have recommended that a meeting of the Board of Directors be held as early as the 5th of the month; others have suggested that it be held as late as the 15th.

An early date is precluded for the reason that the rate case of American before the Civil Aeronautics Board starts on the 5th of December and the attendance of most of the officers of the Company will be required there.

If a dividend on the common should be voted, ten days' notice of the effective date must be made to the New York Stock Exchange and an allowance of ten days thereafter must be made for the purpose of getting out the checks for the dividend. It is important, we believe, that the dividend, if one be declared, be paid in the year of 1940, for a good many of our stockholders would prefer to report the income in that year.

We regret that a date satisfactory to each of you cannot be established. The date of December 10th seems to be the best compromise for all concerned and we are hopeful that you can attend on that date.

C. K. Smith