

AMERICAN AIRLINES, Inc.

GENERAL OFFICES
100 EAST 42ND STREET
NEW YORK 17, N. Y.

April 30, 1946.

TO: THE STOCKHOLDERS

The annual meeting of the stockholders of American Airlines, Inc., was held at the statutory office of the corporation, Wilmington, Delaware, April 17, 1946. There were represented at the meeting in person, or by proxy, 10,907 stockholders who held 761,650 shares as of record date, March 27, 1946, or approximately 59% of the outstanding Common shares. The stockholders represented constituted about three-fifths of the individual stockholders of the corporation.

All of the directors nominated, as listed in the proxy statement for the meeting, were duly elected each receiving vote of substantially all of the shares represented. A list of the present directors of the corporation is attached hereto. Messrs. Arthur Young & Company were appointed as independent auditors of the corporation for the year ending December 31, 1946.

In connection with the changes in the capital structure of the corporation, as recommended to the stockholders by the Board of Directors on March 20, 1946, and as set forth in the notice of meeting and proxy statement, the proposed amendments were duly adopted by the stockholders as follows:

The elimination of the former Preferred Stock and authorization of a new class of 600,000 shares of Preferred Stock of \$100 par value per share was adopted by a vote of 756,243 shares for and 3,916 shares against.

The split of the \$5 par value Common Stock, five for one, into \$1 par value shares was adopted by a vote of 759,405 shares for and 2,100 shares against.

The split of the \$5 par value, Employees' Stock, five for one, into \$1 par value shares was adopted by a vote of 758,846 shares for and 2,659 shares against.

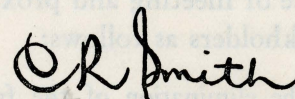
The action of the Board of Directors, and of the management, in offering to exchange, subject to the approval of the Civil Aeronautics Board and in compliance with the Securities Act of 1933, one share of the Common Stock of the par value of \$5 per share for each four shares of the outstanding Common Stock of Mid-Continent Airlines, Inc., and in determining to integrate the operations of that company with American Airlines, Inc., if such acquisition be approved by the Civil Aeronautics Board, was approved by a vote of 756,647 shares for and 1,882 shares against.

The annual meeting of the Board of Directors of the corporation was held in New York, April 18, 1946. At that meeting, officers of the corporation were elected, and attached hereto is a list of officers who will serve the corporation for the ensuing year.

Shares of the \$1 par value Common Stock of the corporation were admitted for trading on the New York Stock Exchange on Tuesday, April 23, 1946. *There is enclosed a form of Letter of Transmittal which will enable you to exchange your present certificates for temporary certificates equivalent to five shares of the \$1 par value stock in exchange for each share of former \$5 par value.* Note carefully the instructions set forth on the back of the Letter of Transmittal. Definitive certificates for the \$1 par value Common Stock will not be ready for delivery by the Transfer Agent for several months.

As a stockholder of American Airlines we hope you will use its services. Your patronage and interest are important to the Company. Today we are unable to meet demands for reservations and we realize many inconveniences are encountered in arranging air travel. We are seeking to remedy this situation by putting four-engine equipment into operation as rapidly as it can be made available. Ten of the famous C54's, converted to comfortable passenger transports, are already in service on our routes. Twenty-eight more are being made ready for service. Later in the year new DC6's will be added to our fleet. As our program of expansion progresses services will improve. Every energy of your Company's officers and employees is aimed to make you proud to travel by American Airlines.

Sincerely yours,



Chairman of the Board.

DIRECTORS AND OFFICERS OF AMERICAN AIRLINES, Inc.

DIRECTORS

HAROLD T. AMES	RALPH S. DAMON	WALTER SCOTT MCLUCAS
HARRY E. BENEDICT	SILLIMAN EVANS	O. M. MOSIER
JAMES BRUCE	JOHN W. FARLEY	EDGAR MONSANTO QUEENY
EDWARD H. BUTLER	THOMAS STEVENS HAMMOND	C. A. RHEINSTROM
AMON G. CARTER	A. N. KEMP	C. R. SMITH

OFFICERS

C. R. SMITH - - - - -	Chairman of the Board
RALPH S. DAMON - - - - -	President
AMOS CULBERT - - - - -	Vice President
R. E. S. DEICHLER - - - - -	Vice President
TERRELL C. DRINKWATER - - - - -	Vice President
L. G. FRITZ - - - - -	Vice President
WILLIAM LITTLEWOOD - - - - -	Vice President
O. M. MOSIER - - - - -	Vice President
CHARLES A. RHEINSTROM - - - - -	Vice President
REX W. D. SMITH, JR. - - - - -	Vice President
P. P. WILLIS - - - - -	Vice President
H. K. RULISON - - - - -	Treasurer
C. W. JACOB - - - - -	Secretary
WILLIS G. LIPSCOMB - - - - -	Assistant Vice President
W. H. MILLER - - - - -	Assistant Vice President
CARLENE ROBERTS - - - - -	Assistant Vice President
P. G. LARIE - - - - -	Comptroller and Assistant Treasurer
V. J. LONG - - - - -	Assistant Secretary and Assistant Treasurer
C. H. KIBBEE - - - - -	Assistant Treasurer
W. NELSON BUMP - - - - -	Regional Vice President
L. W. KING - - - - -	Regional Vice President
M. D. MILLER - - - - -	Regional Vice President
A. R. BONE, JR. - - - - -	Regional Vice President
C. R. SPEERS, JR. - - - - -	Regional Vice President

April 30, 1946.