

AMERICAN AIRLINES, INC.



NOTICE

OF

ANNUAL MEETING OF STOCKHOLDERS



P R O X Y

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, a stockholder of AMERICAN AIRLINES, INC., a Delaware corporation, does hereby constitute and appoint C. R. Smith, Charles A. Rheinstrom and Harry E. Benedict, and each of them, with full power to each of them to substitute another for himself, the agent, attorney and proxy of the undersigned, for and in the name, place and stead of the undersigned, to attend the annual meeting of the stockholders of American Airlines, Inc. to be held at the statutory office of the corporation, No. 927 Market Street, Wilmington, Delaware, on Wednesday, the 17th day of April, 1940, at 11 o'clock A. M., or any adjournment or adjournments thereof, hereby authorizing said proxies and each of them to vote all of the stock of said corporation standing in the name of the undersigned at said meeting, or any adjournment or adjournments thereof, according to the number of shares which the undersigned would be entitled to vote if personally present, (a) for the election of directors to serve the corporation for the ensuing year, (b) for the appointment of auditors for the corporation for the year 1940, (c) upon the proposed new by-law more fully described in the Proxy Statement and the Notice of Meeting, and (d) upon such other matters as may properly come before the meeting. The undersigned hereby instructs said proxies to vote (Insert "Yes" or "No") on the question of adoption of the new by-law referred to in the Proxy Statement and Notice of Meeting and to vote in favor of the appointment of as auditors for the corporation for the year 1940, and it is understood that if specific instructions to the contrary are not given, the undersigned's stock will be voted in favor of the adoption of such new by-law and for the appointment of Messrs. Arthur Young & Company as auditors for the corporation for the year 1940.

The undersigned hereby revokes any proxy or proxies heretofore given to vote said shares.

Dated this _____ day of _____, 1940. _____ (SEAL)

*Stockholders who are present at the meeting may withdraw their proxy and vote, if they so desire, in person.
Your address is recorded on the books of the corporation as shown above. If incorrect, please insert your correct address. When signing as
attorney, administrator, trustee or guardian, please give your full title as such.*

NOTICE OF THE ANNUAL MEETING
of the Stockholders of
AMERICAN AIRLINES, INC.

To the Stockholders of
American Airlines, Inc.:

Notice is hereby given that the annual 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, on Wednesday, April 17, 1940, at 11 o'clock A. M. Eastern Standard Time, for the following purposes:

1. To receive the annual report of the corporation to its stockholders for the year ended December 31, 1939, a copy of which report accompanies this notice of the meeting sent to all stockholders.
2. To elect directors of the corporation for the ensuing year.
3. To appoint auditors for the corporation for the year 1940.
4. To approve a new by-law for the corporation as set forth in the Proxy Statement dated March 22, 1940.
5. To consider and act upon any other business which may properly come before the meeting or any adjournment or adjournments thereof.

The close of business March 18, 1940 has been fixed as the date of record for determining stockholders entitled to notice of and to vote at said annual meeting, and only stockholders of record as of said record date are entitled to receive notice of and to vote at said annual meeting of the stockholders. The transfer books of the corporation will not be closed.

The attached proxy is being solicited by the management of the corporation, and at the present time it is intended that each of the persons named in the proxy will vote at the annual meeting for the election of fifteen directors whose names are mentioned in the enclosed proxy statement, or, in the event of contingencies, for the election of such different persons to the Board as will maintain the existing management of the corporation.

All stockholders are urged to attend the meeting in person or by proxy. 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.

By order of the Board of Directors,

H. K. RULISON, *Secretary*.

Dated at New York, N. Y.,
March 22, 1940.

LIST OF PROPOSED DIRECTORS FOR AMERICAN AIRLINES
 TO BE PRESENTED AT NEXT MEETING AND NUMBER OF
 SHARES OF STOCK OWNED BY EACH:

E. M. QUEENEY	200	Shares
W. S. McLUCAS	10	"
C. R. SMITH	1,570	"
H. E. BENEDICT	900	"
H. T. AMES	827	"
R. S. DAMON	300	"
H. K. RULISON	333	"
JAMES BRUCE	100	"
C. A. RHEIMSTROM	286	"
F. A. CALLERY	100	"
T. S. HAMOND	-0-	"
CHANDLER HOVEY	110	"
DAVID INGALLS	110	"
SILLIMAN EVANS	10	"
TOTAL ABOVE	<u>4,856</u>	"
A. G. CARTER	<u>5,000.00</u>	"
	9,856	Shares