

PRUITT AND MACINTYRE

420 LEXINGTON AVENUE

NEW YORK

RAYMOND S. PRUITT
MALCOLM A. MACINTYRE

CHICAGO CORRESPONDENT
PRUITT & GREALIS
BANKERS BLDG.

MURRAY HILL 3-0202

October 14, 1940

Mr. Amon G. Carter
Fort Worth Star Telegram
Fort Worth, Texas

Dear Mr. Carter:

Your proxy was received today covering voting of 5,000 shares of American Airlines, Inc. stock at the special stockholders' meeting called to be held October 24th.

The records of the transfer agent, however, disclose only 100 shares registered of record in your name, and it is assumed that the remaining 4900 shares which you own are registered in the names of brokers or nominees.

I am enclosing two additional proxies and ask you to kindly send these to the brokers or nominees who hold the stock for you, asking them to execute the same and mail them immediately.

If there are additional proxies desired, please let me know and we shall send the same promptly.

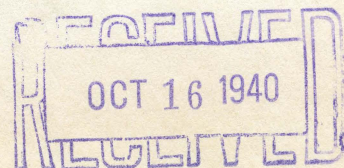
Thank you very much indeed for taking care of this request.

Sincerely yours,

R. Pruitt

RSP:HL

Enc.



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, C. 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 special meeting of the stockholders of American Airlines, Inc. to be held at the statutory office of the Corporation, Corporation Guarantee and Trust Company, 927 Market Street, Wilmington, Delaware, October 24, 1940, at 11 o'clock A.M., Eastern Standard Time, or any adjournment or adjournments thereof, hereby authorizing said proxies, and each of them, to vote all of the stock of the said corporation which the undersigned would be entitled to vote if personally present at said meeting, or any adjournment or adjournments thereof:

for }
1. against } the adoption of resolutions 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 the text of the proposed amendment, contained in full in Exhibit A to the Proxy Statement accompanying, and made a part of the Notice of Meeting dated October 1, 1940, a copy of which has been received and read by the undersigned;

2. To take action upon such other matters as may properly come before the meeting or any adjournment or adjournments thereof;

hereby ratifying and confirming all that said agents and proxies, and each of them, or their substitute or substitutes, may do in or about the premises by virtue hereof. Unless directed to the contrary herein, the attorneys and proxies appointed herein, or their substitutes, are hereby authorized, and empowered by the undersigned to vote in favor of the adoption of the proposed amendment to the Certificate of Incorporation, set forth above.

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

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