

**APFA
SPECIAL BOARD OF DIRECTORS TELECONFERENCE
APRIL 25, 2003**

Y = Yes
N = No
P = Pass
A = Abstain
N/A = Absent
PXY = Proxy Vote

Resolution Tally Sheet

Resolution: #1
Maker: WARD
Second: TRAUTMAN
Date: 4/25/03
Time: 1013

| | | Y | N | P | A | N/A |
|------|--------------------|---|---|---|---|-----|
| BOS | Carrigan | √ | | | | |
| BOSI | McCauley | √ | | | | |
| DCA | Weston | | √ | | | |
| DCAI | Horan | √ | | | | |
| DFW | O'Kelley | √ | | | | |
| IDF | Walker (V. Chair) | √ | | | | |
| JFK | Nasca | √ | | | | |
| LAX | Nikides | | √ | | | |
| LAXI | Mitchell | √ | | | | |
| LGA | Edwards | √ | | | | |
| MIA | Washbish | √ | | | | |
| IMA | Trautman | √ | | | | |
| ORD | Mallon | √ | | | | |
| IOR | Moehring | | √ | | | |
| RDUI | Turley | √ | | | | |
| SFO | Syracuse | | √ | | | |
| SFOI | LeWinter | √ | | | | |
| STL | Cooper | | √ | | | |
| PRES | Ward (Tie Breaker) | | | | | |

YES: 13 NO: 5 ABSTAIN: ABSENT:
STATUS: PASSED (√) FAILED () TABLED () WITHDRAWN ()

WHEREAS, the APFA Board of Directors has been engaged in a continuous effort to protect the best interests of the APFA-represented flight attendants in response to the real threat of an imminent bankruptcy filing by the Company; and

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WHEREAS, the Board of Directors has continuously believed that all steps should be taken to help avoid a bankruptcy filing, consistent with the best interests of the APFA-represented flight attendants; and

WHEREAS, the Board of Directors determined that, in light of the totality of the Company's conduct, including the Company's withholding of information, until after completion of the ratification balloting process, regarding the provision of special bankruptcy-protected supplemental retirement benefits for 45 Company Officers and special Executive Retention Awards for 7 Company officials, that the interests of the APFA-represented flight attendants would be furthered by conducting a new ratification vote among the APFA membership, and, on April 22, adopted Resolution #2 providing for such a further ratification vote; and

WHEREAS, the Company indicated that it could not await the outcome of an APFA ratification ballot and would file for bankruptcy imminently in light of APFA's announced reballoting; and

WHEREAS, in response to that announced course of APFA action, the Company entered into further discussions with APFA and, as a result, has agreed to significant improvements to the APFA Restructuring Agreement which it was not willing to provide previously and has further agreed to refrain from filing a bankruptcy petition at this time if it receives APFA's agreement at this time, and without a further ratification balloting vote, to the APFA Restructuring Agreement as modified by the addition of the significant improvements to which the Company has now agreed; and

WHEREAS, APFA, in addition to securing Company agreement to provide these significant enhancements, has vigorously attempted to obtain Company agreement to drop its insistence on finalization of agreement on the improvements to the APFA Restructuring Agreement without a further ratification balloting, but the Company has refused to modify its position on reballoting; and

WHEREAS, following persistent expressions of outrage by APFA and others regarding the company intentional withholding of information on the special retirement benefits and retention awards for officers of the company, CEO Don Carty resigned in the evening of April 24, 2003; and

WHEREAS, the Board of Directors continues to believe that, in the event of a bankruptcy filing by the Company, there is a strong likelihood that the APFA-represented flight attendants will suffer a reduction in wages and working conditions, and additional resulting furloughs of flight attendants, which exceed those that will result under the APFA Restructuring Agreement; and

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WHEREAS, the Board of Directors, under the current circumstances presented, has determined that the best interests of the APFA-represented flight attendants will be served by securing the significant improvements to the APFA Restructuring Agreement to which the Company has agreed since the Board of Directors adopted Resolution #2 on April 22 and by forestalling a Company bankruptcy filing, without a further membership vote, rather than proceeding with a further membership vote which will eliminate Company agreement to provide the significant improvements to the APFA Restructuring Agreement and result in an imminent bankruptcy filing by the Company.

THEREFORE BE IT RESOLVED, that the Board of Directors agrees to the significant enhancements to the APFA Restructuring Agreement to which the Company has agreed since adoption by the Board of Directors of Resolution #2 on April 22 with great reluctance and under the circumstances presented, withdraws the direction to the National Balloting Committee to proceed to arrange for another ratification vote.

AND BE IT FURTHER RESOLVED, that the APFA Board of Directors hereby authorizes the APFA President to sign the April 25, 2003 letter of agreement between AA and APFA.