

Charter of the Nominating / Corporate Governance Committee  
of the Board of Directors of  
AMR Corporation

A. Purpose and Organization

1. The Board of Directors (sometimes referred to as the “Board”) of AMR Corporation (the “Company”) has established the Nominating / Corporate Governance Committee (the “Committee”) as a standing committee of the Board.
2. The purpose of the Committee is to: (a) assist the Board in the oversight of corporate governance principles, policies and procedures; (b) identify qualified candidates for Board and Board Committee memberships and recommend to the Board nominees to be voted on at the next annual meeting of shareholders; and, (c) develop and recommend to the Board, and assist the Board in implementing, a set of corporate governance principles applicable to the Company.
3. The Board will appoint the members of the Committee on an annual basis and may, at any time, fill any vacancy on the Committee. There will be a minimum of three members of the Committee. By a vote of a majority of the Board, a Committee member may be removed. A quorum of the Committee will consist of at least 50% of the members of the Committee. Each member of the Committee will be a member of the Board. Likewise, each member of the Committee will meet the independence requirements as may be established from time to time by the Board of Directors, the New York Stock Exchange, the Securities and Exchange Commission and such other regulatory agencies as may, from time to time, have authority over the activities of the Committee. No member of the Committee may be an employee of the Company.
4. The Board will appoint a Chairman of the Committee annually. If the Chairman of the Committee is absent from a meeting, the Committee may, by majority vote of those members present, designate one of its members to serve as acting Chairman for the meeting.
5. The Chairman of the Committee will determine the time and place of each Committee meeting. It is anticipated that the Committee will meet at least three times per year. Meetings of the Committee may be conducted by telephone conference. The Committee may also act by unanimous written consent of its members without a meeting.
6. The Chairman of the Committee will establish an agenda for each Committee meeting. The agenda and materials relating thereto will be sent to the other Committee members in advance of each meeting. The Corporate Secretary of the Company will be responsible for recording the minutes of each meeting (unless circumstances dictate that the Corporate Secretary should be excused from the

meeting) and will circulate the minutes to all members of the Committee. The minutes will be approved at the next subsequent meeting of the Committee.

7. The Chairman of the Committee will make periodic reports to the Board of Directors as to the activities of the Committee.
8. The Committee will review annually this Charter. The Board of Directors will approve any proposed changes to this Charter. Once each year the Committee will conduct an evaluation of its performance and report its conclusions and any recommendations to the Board.

#### B. Responsibilities

The following will be the principle responsibilities of the Committee. It is understood that these matters are set forth as a guide and may be varied from time to time as appropriate under the circumstances.

1. Review annually the Company's Governance Policies and recommend to the Board of Directors any proposed changes to the Governance Policies.
2. Review as necessary the standards of independence as set forth in the Governance Policies for membership on the standing committees of the Board as well as on the Board of Directors.
3. Review any proposed change to the Company's Certificate of Incorporation or its Bylaws and after this review recommend any changes thereto to the Board of Directors. It is recognized that changes to the Certificate of Incorporation will generally require approval by the shareholders of the Company.
4. Review as necessary any shareholder proposals relating to corporate governance matters and recommend to the Board the appropriate response to any such proposal.
5. Review annually the charters of the other standing committees of the Board. The purpose of this review will be to ensure that the charters are in compliance with the Governance Policies as well as the applicable rules and regulations of the New York Stock Exchange, the Securities and Exchange Commission and such other regulatory agencies as may, from time to time, have authority over the activities of one or more of the standing committees of the Board.
6. Review annually the structure of the standing committees of the Board and recommend to the Board the appointment of (a) Directors (both incumbent and newly elected) to the committees and (b) the chairs of the committees. In making these recommendations, the Committee will ensure that its recommendations are in compliance with the Governance Policies and the applicable rules and regulations of the New York Stock Exchange, the Securities and Exchange

Commission and such other regulatory agencies as may, from time to time, have authority over the activities of one or more of the standing committees of the Board of Directors.

7. Review, as appropriate, the size and composition of the Board and the anticipated retirement dates of the Directors. In the event of a vacancy on the Board or if the Committee, in consultation with the Chairman, believes that the size of the Board should be increased, the Committee will identify candidates that it believes are qualified to become members of the Board. The Committee may retain a search firm to identify candidates for Board positions. It likewise has the authority to establish the fees and other terms relating to the retention of a search firm. The Committee may terminate the retention of a search firm in its sole discretion. The Board will cause the Company to allocate sufficient funds to the Committee for the payment of the search firm's fees and expenses.
8. Develop and implement an annual evaluation process for the Chief Executive Officer (the "CEO"). This evaluation process will be designed to facilitate the receipt of evaluation information from each independent Director. The Chair of the Committee will review a summary of the CEO evaluation during an executive session of the Board. The Chair of the Committee will likewise share the information with the CEO. The Chair of the Compensation Committee will be provided with the evaluation information.
9. Assess the qualifications of any candidate proposed for election to the Board of Directors. In so doing, the Committee will consider: (a) the candidate's personal qualifications, such as qualifications to include the candidate's character, leadership skills, integrity and judgment; (b) the candidate's knowledge and experience in matters of business, finance, accounting, economics, government relations, academics, science and the like; and, (c) the ability of the candidate to devote sufficient time and energy to service on the Board and at least one standing Committee thereof.
10. Develop and recommend to the Board for its approval an evaluation process for the Board and the standing committees thereof. After approval of this evaluation process by the Board, the Committee will oversee annually the evaluation process by the Board and the standing committees (including the Committee). After completing this evaluation process, the Chairman of the Committee will review with the Chairman and the Chairs of the other standing committees the results of the evaluations. Based upon such review, the Committee will make such recommendations to the Board, as it deems appropriate, to address issues of concern identified during the evaluation process.
11. Oversee the Board's annual review of the succession plans with respect to the CEO and the other senior executive positions in the Company.

12. Review the credentials of candidates nominated for officer positions at the Company and/or American and as appropriate make recommendations to the Boards of Directors of the companies as to such candidates.
13. Review the compensation of the Board. In conducting this review the Committee may retain a compensation consultant, as it deems appropriate, and establish the fees and other terms relating to the retention of such consultant. The Committee may terminate the retention of the consultant in its sole discretion. The Board will cause the Company to allocate sufficient funds to the Committee for the payment of the consultant's fees and expenses. Any changes to the Board's compensation policy will be submitted to the Board for approval.
14. Review annually the qualifications and performance of each incumbent Director in determining whether to recommend such Director's re-election to the Board and/or appointment to a standing committee of the Board. In making this review, the Committee will consider the Governance Policies, the qualifications set forth in paragraph B.9 and the Director's attendance at, involvement in, and contributions to, the activities of the Board. In the event that the Committee decides that an incumbent Director will not be recommended for re-election to the Board or appointment to a standing committee, it will discuss such recommendation in advance with the Chairman of the Board.
15. Develop in consultation with the Chairman, the CEO and the Corporate Secretary an orientation program for newly elected Directors and a continuing education program for incumbent Directors.

C. Access to Records and Employees/Consultants/Other items

1. In the performance of its responsibilities the Committee will have complete access to the records of the Company. The Committee will make requests for documentation through the office of the Corporate Secretary. The Committee may at any time meet with any employee of the Company, outside counsel to the Company, the Company's independent auditors or such other advisors to the Company as the Committee determines. The Committee will arrange for such meetings with employees, outside counsel, the independent auditors or other advisors through the office of the Corporate Secretary.
2. In addition to paragraphs B.7 and B.13, the Committee may engage outside counsel and consultants, as it deems necessary and appropriate to implement its responsibilities under this Charter. It likewise has the authority to establish the fees and other terms relating to the retention of such outside counsel and consultants. The Board will cause the Company to allocate sufficient funds to the Committee for the payment of the fees and expenses associated with such outside counsel and consultants.

D. Delegation.

The Committee may delegate its responsibilities under this Charter to a subcommittee comprised of one or more members of the Committee. The creation of such a subcommittee, as well as its purpose, will be reported to the Board of Directors. The Committee will also carry out such other duties that may be delegated to it by the Board.