

Nominating / Corporate Governance Committee
Director Nominating Policies of
AMR Corporation

A. Background

The Charter of the Nominating / Corporate Governance Committee details the responsibilities of the Committee. Among those responsibilities is the selection of candidates for election to the Board of Directors. The Charter sets forth in general terms the characteristics the Committee should seek in identifying nominees. These Policies are designed to provide greater detail with respect to the characteristics the Committee seeks in considering potential nominees.

B. Applicable characteristics

A candidate for election as a Director of the Corporation should possess the following characteristics.

1. The candidate should have unquestioned integrity. In this vein, the candidate
 - must be able to fulfill the independence standards established by the Corporation,
 - must not have any material interests that will cause a conflict between the Corporation's interests and the interests of the candidate,
 - must be able to exercise his/her best business judgment in the interests of all shareholders, and
 - must agree to adhere to the Code of Ethics applicable to all directors.
2. The candidate should have a well established record in business, finance, government relations, academics or the sciences. The Committee will look at the candidate's
 - ability to understand accounting and financial statements,
 - strategic focus,
 - leadership abilities, and
 - ability to contribute meaningfully to a standing committee of the Board.
3. The candidate should have the ability to devote substantial time to the business of the Board and at least one of the Board's standing committees. In making this assessment of the candidate the Committee will consider
 - the number of other boards (for profit and not-for-profit) on which the candidates serves, and
 - the other business and professional commitments of the candidate.
4. The candidate should contribute to the diversity of the Board. The Committee considers diversity in its broadest sense and will take into account, for example, race, gender, geographic residence and professional background.

C. Process

The Board will determine the size of the Board it believes is desirable. The Committee will utilize these Policies when the Board determines that a vacancy exists on the Board. At such time, the Committee may, at the Corporation's expense, retain a search firm to identify candidates for Board positions. It may also seek candidates from the universe of contacts known by the Committee members, the other Board members and the executive officers of the Corporation. The Committee will consider nominees for a vacancy suggested by a shareholder (or group thereof).