

Charter of the Diversity Committee
of the Board of Directors of
AMR Corporation

A. Organization.

1. The Board of Directors (sometimes referred to as the “Board”) of AMR Corporation (the “Company”) has established the Diversity Committee (the “Committee”) as a standing committee of the Board.
2. The Board of Directors will appoint the members of the Committee. There will be a minimum of three members of the Committee. 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. No member of the Committee may be an employee of the Company.
3. 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. The Committee may also act by unanimous written consent of its members without a meeting.
4. The Chairman of the Committee will establish an agenda for each Committee meeting. The Corporate Secretary of the Company will be responsible for recording the minutes of each 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.
5. The Chairman of the Committee will make periodic reports to the Board of Directors as to the activities of the Committee.
6. The Committee will review this Charter at least annually and will conduct an evaluation of its performance prior to the annual shareholders’ meeting. Any changes to this Charter will be referred to the Nominating/ Corporate Governance Committee for review and, thereafter, to the Board of Directors for approval.

B. Responsibilities.

1. 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.
2. To provide counsel and advice to the senior management and the Human Resources departments for American Airlines, Inc. (“American”) and American Eagle Airlines, Inc. (collectively, the “HR Departments”) on issues (short and long term) and challenges related to diversity and the achievement of the Company’s diversity objectives.

3. To review and evaluate the efforts of the HR Departments with respect to initiatives relating to diversity and inclusion.
4. To review the procedures, practices and activities that are in place to assure compliance and adherence to the Company's existing diversity policies.
5. Through an interactive process with the Company's senior management and its HR Departments, to provide oversight and guidance on issues relating to diversity and inclusion. These issues include but are not limited to the following: (a) Equal Employment Opportunity policies; (b) hiring practices; (c) employee retention issues; (d) corporate reputation management; (e) the Company's Code of Ethics and Conduct; and (f) corporate procurement decisions.
6. To address specific issues or problems relating to diversity or inclusion that may arise with the objective of identifying which procedures or policies need be enhanced, changed or discarded and to ensure that senior management has a timely and reasonable action plan to address the issue or problem.
7. To review legal, regulatory and compliance issues that may have a material impact on the Company's diversity efforts and to make recommendations to the Company's senior management and the Board, as appropriate, as to the proper response.
8. To monitor and oversee the development and implementation of diversity policies, programs, actions and procedures, so as to ensure that they are appropriate to, and assist in the fulfillment of, the Company's responsibilities to its internal and external minority constituencies. In assisting the Company to achieve its diversity efforts, the Committee will explore a wide spectrum of the Company's operations, for example its purchasing and marketing activities.

C. Role of the HR Departments

1. To ensure the Committee is able to fulfill its responsibilities, the HR Departments will develop and maintain:
2. Annual diversity and inclusion objectives/goals as a whole and for specific staff and field functions, as well as plans for their achievement; all as will be approved by the Committee.
3. Policies, procedures and programs with appropriate systems to ensure accountability and compliance.
4. An annual report to the Committee detailing the degree to which previously established diversity objectives have been met. In addition, there will be periodic reports to the Committee with respect to the implementation of various diversity initiatives (for example, in the areas of purchasing or marketing). For comparative

purposes, it is anticipated that these reports will indicate achievement relative to annual plans or other base lines.

D. Access to records/Consultants/Other items.

1. In the performance of its responsibilities the Committee will have complete access to the records of the Company and to the personnel of the HR Departments. 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. The Committee may engage outside counsel and consultants, as it deems necessary and appropriate, to implement its responsibilities under this Charter. At times the Committee may decide that an audit of a particular function or activity would be appropriate. In such a case, the audit will be performed by the Committee (or third parties acting on its behalf), in each case in consultation with the Company's senior management. The Committee 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.

E. Delegation.

1. 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.