

**APFA
QUARTERLY EXECUTIVE COMMITTEE MEETING
MARCH 31, 2003**

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

Resolution Tally Sheet

Resolution: #2
Maker: Ward
Second: Bott
Date: 3/31/03
Time: 2030

| | Yes | No | Pass | Abs | N/A |
|-------------------------|-----|----|------|-----|-----|
| Lenny Aurigemma | / | | | | |
| Ted Bedwell | / | | | | |
| Kim Boyett | / | | | | |
| Mario St. Michel | / | | | | |
| Cheryl Walters | / | | | | |
| Treasurer | / | | | | |
| Secretary | / | | | | |
| Vice President | / | | | | |
| President | / | | | | |

YES: 9 NO: ABSTAIN: ABSENT:

Status: PASSED: (/) FAILED: () TABLED: () WITHDRAWN: ()

WHEREAS, the APFA Board of Directors resolved to take all necessary action to expeditiously address the Company's financial situation, while protecting the best interests of APFA-represented flight attendants; and

WHEREAS, the Board of Directors directed the President and the Negotiating Team to take actions needed to reach a negotiated agreement with American Airlines to best protect the interests of APFA-represented flight attendants under the circumstances presented; and

WHEREAS, the President and the Negotiating Team, in compliance with the directive of the Board of Directors, have vigorously attempted to secure the best agreement that could be reached under the circumstances, given the serious, substantial threat of an imminent bankruptcy filing by the Company; and

WHEREAS, an agreement proposed by the Company was presented to the Negotiating Team which the Negotiating Team believes is the best proposal that could be obtained under the circumstances and taking into consideration the serious, substantial threat of an imminent bankruptcy filing; and

APFA
Quarterly Executive Committee Meeting
March 31, 2003
Resolution #2
Page Two

WHEREAS, the Company proposed agreement cannot be submitted to the membership until it has been approved by the Executive Committee; and

WHEREAS, the Executive Committee has determined that, under the circumstances presented and taking into consideration the serious, substantial threat of an imminent bankruptcy filing, the agreement proposed by the Company is the best proposal that could be obtained; and

WHEREAS, the Executive Committee has determined that if agreements are not ratified by the Company's employees, there is a great likelihood that the Company will promptly file a bankruptcy petition and that, in the event of such a filing, there is a strong likelihood that the APFA-represented flight attendants will suffer a reduction in wages and working conditions which exceeds those provided under the Company proposal that has been presented to the Executive Committee for its considerations; and

WHEREAS, given this reality and in light of the extreme circumstances presented, the Executive Committee has determined that the best interests of the APFA-represented flight attendants will be furthered by ratification of the Company proposal presented to the Executive committee for its considerations.

THEREFORE BE IT RESOLVED, that the Executive Committee approves the Company proposal presented for its consideration and directs that it be submitted immediately to the APFA membership for its approval.