

DB1/62864208.4

2. The Court finds that the proposed Settlement, as set forth in the Stipulation, is sufficiently fair, reasonable and adequate to authorize dissemination of the Form of Notice (“Notice”), as proposed.

3. For purposes of the proposed Settlement only, the Court conditionally certifies the following Settlement Class, pursuant to Rules 23(a) and 23(b)(2) of the Federal Rules of Civil Procedure:

All current female employees of American Airlines, Inc. nationwide who are or were eligible for benefits under American Airlines, Inc.’s health insurance plans, or who are covered, or have been covered, by Defendant’s health insurance plans at any time between February 18, 2003 and the date of the final approval of the settlement in this litigation.

4. For purposes of this Order only, the Court preliminarily finds and concludes that certification of the proposed Settlement Class is appropriate. Specifically, the Court finds and concludes that: (a) the Settlement Class Members are so numerous that joinder of all members thereof would be impractical; (b) there are questions of law and fact that are common to the Settlement Class; (c) the Plaintiff’s claims are typical of the claims of the Settlement Class Members; (d) the Plaintiff and Class Counsel will fairly and adequately represent the interests of the Settlement Class Members; and (e) pursuant to Federal Rule of Civil Procedure 23(b)(2), the Defendant has acted or refused to act on grounds generally applicable to the class.

5. The Court finds that Gordon Ball of the law firm of Ball & Scott, 550 Main Street, Suite 601, Bank of America Center, Knoxville, Tennessee 37902; Michael D. Hausfeld of the law firm of Hausfeld LLP, 1146 – 19th Street, N.W., Fifth Floor, Washington, DC 20036; and Robert Potter of the law firm of Mann, Cowan & Potter, P.C., 2000B Southbridge Parkway, Suite 601, Birmingham, Alabama 35209 are adequate counsel for the Settlement Class and are thus appointed Class Counsel to represent the interests of the Settlement Class.

6. The proposed form and manner of Notice satisfies the notice requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process and is hereby approved. As provided by the terms of the Stipulation preliminarily approved, the cost and administration of Class Notice shall be the burden of the Defendant, who shall direct Notice to Settlement Class Members *via* First Class United States mail.

7. Defendant shall cause to be filed with the Clerk of the Court affidavits or declarations of the person under whose general direction the publication of the approved Notice was made, showing that Notice was given in accordance with this Order, which affidavits or declarations shall be filed no later than 5 days before the date of the hearing on final approval of the Settlement (the

“Fairness Hearing Date”).

8. Plaintiff and Defendant shall serve and file papers in support of the Settlement on or before 10 days before the date of the Fairness Hearing Date. No later than 5 days prior to the Fairness Hearing Date, Plaintiff’s Class Counsel shall submit to the Court a complete list of all Settlement Class Members who have filed objections to the Settlement.

9. Objections, if any, to the proposed Settlement shall be filed with the Clerk of the Court, and served upon Plaintiff’s Class Counsel and Defendant’s counsel, no later than 30 days after the Notice date. Any interested person may appear at the Fairness Hearing to show cause why the proposed Settlement should or should not be approved as fair, reasonable, adequate, and in good faith and/or why the request of Class Counsel for approval of attorneys’ fees and costs and an incentive award to the Class Representative should or should not be approved as fair and reasonable; provided, however, that no person shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement or the fees, costs, or incentive award unless that person has (a) sent or delivered written objections and copies of any supporting papers and briefs so that they are received no later than **September 9, 2009**, upon counsel below:

Gordon Ball
BALL & SCOTT LAW OFFICES
550 Main Street, Suite 601
Bank of America Center
Knoxville, Tennessee 37902
Fax: 865-525-4679
Class Counsel

- and -

Ronald E. Manthey
Melissa M. Hensley
MORGAN, LEWIS & BOCKIUS LLP
1717 Main Street, Suite 3200
Dallas, Texas, 75201-7347

and (b) filed said objections, papers, and briefs, showing due proof of service upon said counsel with the Clerk of the United States District Court for the Middle District of Tennessee, on or before the same date. Any Settlement Class Member who does not submit an objection in the manner provided above shall be deemed to have waived any objection to the Settlement and shall forever be foreclosed from making any objection to class certification, to the fairness, adequacy or reasonableness of the Settlement, and to any attorneys’ fees and costs approved.

10. The parties may serve and file reply papers in further support of the Settlements and in response to objections, if any, no later than five (5) days before the Fairness Hearing Date.

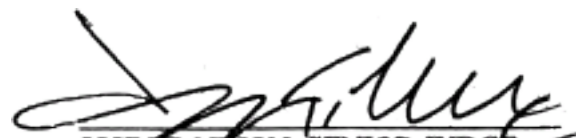
11. The Court will hold a hearing on Wednesday, **September 30, 2009, at 1:00 p.m.**, in the United States District Court for the Middle District of Tennessee to determine the fairness,

reasonableness and adequacy of the proposed Settlement, and whether the proposed Settlement should be approved by the Court and Final Judgment entered thereon (the "Fairness Hearing"). During this hearing, the Court shall consider all evidence and arguments necessary to evaluate the proposed Settlement, and shall also consider any application by Plaintiff's Class Counsel for an award of attorney's fees and cost reimbursement, and incentive payments, if any, to the named Plaintiff. The hearing may be continued without further notice to the Settlement Class.

12. During the pendency of this Order the Class Representative and Settlement Class Members are barred and enjoined from bringing or continuing to prosecute any claim, action or cause of action against the Defendant relating to the matters that will be released under the Stipulation and proposed Settlement.

13. This Order shall not be construed or deemed to be a finding by this Court or evidence of a presumption, implication, concession, or admission by the Defendant concerning: (a) any liability, fault, or wrongdoing by American Airlines, Inc.; or (b) the appropriateness of any measure of alleged loss or damages. If the proposed Settlement is not finally approved or consummated for any reason whatsoever, the proposed Settlement and all proceedings had thereon shall be without prejudice to the *status quo ante* rights of the Parties to this Litigation. In that event, this Order shall be vacated, and all of the *status quo ante* rights of the Parties shall be restored, including, but not limited to, Defendant's right to continue to object to certification of a class and/or the merits of Plaintiff's claims on any available grounds.

IT IS SO ORDERED this ____ day of July, 2009.



JOHN T. NIXON, SENIOR JUDGE
UNITED STATES DISTRICT COURT