

**IMPORTANT BENEFITS NOTICE FOR EMPLOYEES OF
AMERICAN EAGLE AIRLINES, INC. AND ITS AFFILIATES**

December 15, 2008

This document serves as notice to American Eagle Airlines, Inc. active and Leave-of-Absence employees of the new health and welfare plan benefits plan. This new benefit plan becomes effective on January 1, 2009, and this new plan is the Group Health and Welfare Benefits Plan for Employees of American Eagle Airlines, Inc. and Its Affiliates (Plan 501, EIN# 38-2036404, referenced here as the “Eagle Plan”). The information in this notice applies only to the new Eagle Plan (effective January 1, 2009), and not to your existing coverage for 2008.

You will be receiving a Summary Plan Description for the new Eagle Plan in February, 2009. In the meantime, use this document to obtain information about the new Eagle Plan, along with your existing Eagle Summary Plan Description, as many of the provisions will be the same as in the new Eagle Plan.

Please read this notice carefully, and place this notice with your Summary Plan Description(s) (the Summary Plan Descriptions are contained in the Employee Benefit Guide (“EBG”)). When you receive your new Eagle Plan Summary Plan Description in February, 2009, it will contain the information in this document, as well as all provisions, limitations, and exclusions of the new Eagle Plan.

Beginning January 1, 2009, the Eagle Plan’s self-funded medical option – the PPO Copay Option, PPO Deductible Option, Minimum Coverage Option, and Out-of-Area Option – are administered by two network and/or claims administrators: Aetna and Blue Cross and Blue Shield of Texas, replacing UnitedHealthcare. Except where otherwise noted in this document, all references to UnitedHealthcare are replaced by “your network and/or claims administrator.”

In “Contact Information” on page 1, the following text replaces the following sections:

For Information About:	Contact:	At:
Medical Coverage		
Out-of-Area Coverage , PPO-Deductible, PPO-Copay and Minimum Coverage Options	Aetna P.O. Box 981106 El Paso, TX 79998-1106	(800) 572-2908 For other information, visit: Web site: www.aetnavigators.com Provider directory: www.aetna.com/docfind/custom/american eagle
	Blue Cross and Blue Shield of Texas P.O. Box 660044 Dallas, TX 75266-0044	(877) 235-9258 For other information, visit: Web site: www.bcbstx.com Provider directory: www.bcbstx.com/american eagle
Coverage for Incapacitated Child and Special Dependents (PPO-Deductible and PPO-Copay Options)	Aetna P.O. Box 981106 El Paso, TX 79998-1106	(800) 572-2908 For other information, visit: Web site: www.aetnavigators.com Provider directory: www.aetna.com/docfind/custom/american eagle

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	Blue Cross and Blue Shield of Texas P.O. Box 660044 Dallas, TX 75266-0044	(877) 235-9258 For other information, visit: Web site: www.bcbstx.com Provider directory: www.bcbstx.com/american eagle
CheckFirst (Predetermination of Benefits) (Except HMOs)		
Out-of-Area Coverage , PPO-Deductible, PPO-Copay and Minimum Coverage Options	Aetna P.O. Box 981106 El Paso, TX 79998-1106	(800) 572-2908 For other information, visit: Web site: www.aetn navigator.com Provider directory: www.aetna.com/docfind/custom/american eagle
	Blue Cross and Blue Shield of Texas P.O. Box 660044 Dallas, TX 75266-0044	(877) 235-9258 For other information, visit: Web site: www.bcbstx.com Provider directory: www.bcbstx.com/american eagle
QuickReview (Pre-authorization for hospitalization)		
Out-of-Area Coverage , PPO-Deductible, PPO-Copay and Minimum Coverage Options	Aetna P.O. Box 981106 El Paso, TX 79998-1106	(800) 572-2908 For other information, visit: Web site: www.aetn navigator.com Provider directory: www.aetna.com/docfind/custom/american eagle
	Blue Cross and Blue Shield of Texas P.O. Box 660044 Dallas, TX 75266-0044	(877) 235-9258 For other information, visit: Web site: www.bcbstx.com Provider directory: www.bcbstx.com/american eagle
Vision Insurance		
Vision Insurance Benefit	OptumHealth Vision (formerly Spectera, Inc.) 2811 Lord Baltimore Drive Baltimore, MD 21244	(800) 638-3120 Web site: www.optumhealthvision.com

In “Contact Information” on page 1, remove the section “Supplemental Medical Plan” and remove all references to the Supplemental Medical Plan.

In “Benefits at a Glance” on page 5, the following text is inserted as the first paragraph in the section:

Effective December 31, 2008 (at 11:59:59 p.m.), Eagle’s health and welfare benefits were separated from all American Airlines, Inc.-sponsored benefit plans, and Eagle became the sponsor of its own health and welfare benefits. This new plan, effective January 1, 2009, is the Group Health and Welfare Benefit Plan for Employees of American Eagle Airlines, Inc. and Its Affiliates (“Eagle Plan”). This new Eagle Plan will include the following benefits, most of which are patterned after the Eagle benefits in the