

**TECHNICAL CORRECTION TO THE SUMMARY OF MATERIAL
MODIFICATIONS (“SMM”) FOR HEALTH AND WELFARE BENEFIT PLANS
SPONSORED BY AMERICAN EAGLE, INC. DATED MARCH 15, 2013**

April 15, 2013

This document serves as notice to employees of changes to the Company sponsored health and welfare benefit plans listed below. This Summary of Material Modifications describes the changes that affect your benefit plans and updates your summary plan descriptions. This Summary of Material Modifications, together with the Employee Benefits Guide, makes up the official plan documents and Summary Plan Descriptions. **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”)).**

These changes apply to the Group Health and Welfare Benefits Plan for Employees of American Eagle Airlines and Its Affiliates (Plan 501, EIN #38-2036404; referred to herein as the “Plan”).

In “General Eligibility,” “Employee Eligibility,” “Active Employees,” on page 16, add the following sections:

Hours Worked Requirement for Flight Attendants

Effective January 1, 2014, Flight Attendants must have worked enough credited hours for benefits eligibility during the look back period of January 1, 2013 to June 30, 2013, prorated in accordance with the applicable Collective Bargaining Agreement.

In all subsequent years, Flight Attendants must have worked 350 or more hours between July 1 and June 30 of the preceding year (the “Look Back Period”) to be eligible for coverage under the Plan. Flight Attendants who worked between 350 and 539 hours during the Look Back Period will be eligible for Company-subsidized health benefits at the part-time employee contribution rate. Flight Attendants who worked 540 or more hours during the Look Back Period will be eligible for Company-subsidized health benefits at the full-time employee contribution rate.

A New Hire will pay the rate according to their hire classification and the hours will be prorated for hours worked during the applicable look back period.

END OF SUMMARY OF MATERIAL MODIFICATIONS

CLARIFICATIONS TO THE EMPLOYEE BENEFITS GUIDE FOR AMERICAN EAGLE AIRLINES EMPLOYEES

This document serves as notice to American Eagle Airlines, Inc. active and Leave-of-Absence employees of clarifications to the summary plan description – the American Eagle Employee Benefits Guide (“EBG”). These clarifications, together with the EBG, make up the official plan documents and Summary Plan Descriptions. **Please read this notice carefully, and place this notice with your Summary Plan Description(s) (the Summary Plan Descriptions are contained in your EBG).**

These clarifications apply to:

Group Health and Welfare Benefits Plan for Employees of American Eagle Airlines and Its Affiliates. (Plan 501, EIN #38-2036404; referred to herein as the “Plan”).

END OF CLARIFICATIONS TO THE EMPLOYEE BENEFITS GUIDE