

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE**

KELLY B. KIVILAAN,)	
Individually and on behalf of all)	
others similarly situated,)	
)	
Plaintiff,)	
)	Case No. 3:04-0814
v.)	
)	Judge Nixon
AMERICAN AIRLINES, INC.,)	Magistrate Judge Bryant
)	
Defendant.)	

FINAL JUDGMENT GRANTING FINAL APPROVAL OF SETTLEMENT

Plaintiff, Kelly B. Kivilaan (“Plaintiff”), and Defendant, American Airlines, Inc. (“Defendant”) having executed and filed the “Stipulation of Settlement and Release” (the recitals and definitions of which are incorporated by reference herein); the Court having heretofore entered an Order granting preliminary approval of the proposed Stipulation of Settlement and Release, which conditionally certified the Settlement Class (as defined by the Stipulation of Settlement and Release), directed the dissemination of notice of the proposed settlement to the Settlement Class Members (as defined by the Stipulation of Settlement and Release), and scheduled a hearing to determine whether the proposed Stipulation of Settlement and Release should be approved as fair, reasonable, and adequate; class notice having been given; a hearing having been held on September 30, 2009 at which all interested and qualified persons were given an opportunity to be heard; the Court having read and considered all submissions filed in

connection with the proposed Stipulation of Settlement and Release, and the Court having reviewed and considered the record herein;

IT IS HEREBY ADJUDGED, ORDERED AND DECREED that:

1. This Court has jurisdiction over the subject matter of this lawsuit and all parties to the lawsuit.

2. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that certification of the proposed Settlement Class is appropriate under Rule 23(a) and Rule 23(b)(2). Specifically, the Court finds and concludes that the Settlement Class is defined as:

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.

The Court further finds that (a) these Settlement Class members are so numerous that joinder of all members thereof would be impractical; (b) there is a commonality of interests between the named Plaintiff and Settlement Class members; (c) there are questions of law and fact which are common to the Settlement Class, including the fact that Plaintiff and the Settlement Class rely upon the same alleged course of conduct and theories of liability; (d) the Plaintiff's claims are typical of the claims of other Settlement Class members; (e) the Plaintiff and Class Counsel, who are experienced in class actions, have demonstrated that they will fairly and adequately represent the interests of the Settlement Class members and that Class Counsel are adequate, qualified, experienced and competent to conduct this litigation and to protect the interests of the Settlement

Class; and (f) the Defendant has acted or refused to act on grounds generally applicable to the Settlement Class.

3. As demonstrated by the affidavit(s) or declaration(s) filed in support of class notice, First Class United States mail notice given to the Settlement Class Members was reasonably calculated under the circumstances to inform the Settlement Class Members of (a) the pendency of the class action, (b) all material elements of the proposed Stipulation of Settlement and Release, and (c) the opportunity to object to, or comment, on the Stipulation of Settlement and Release and to appear at the settlement fairness hearing; was due, adequate, and sufficient notice to all Settlement Class Members; and complied fully with due process and any other applicable rules of the Court. Moreover, a website was established and maintained dedicated to this settlement (www.KivilaanSettlement.com) providing an overview of the settlement and allowing for downloads of the Stipulation of Settlement and Release and related documents submitted to the court in connection with the Motion for Order Granting Preliminary Approval of Proposed Settlement, Directing Notice, and Scheduling Fairness Hearing. The settlement website was operational from August 5, 2009, through today, and was accessible 24 hours a day, 7 days a week, to the Settlement Class Members. A full opportunity has been afforded to Settlement Class Members to participate in the Fairness Hearing, and all Settlement Class Members and any other persons qualified per the terms of the Notice wishing to be heard have been heard.

4. All Settlement Class Members are bound by this Final Judgment and by the terms of the Stipulation of Settlement and Release, including the release of claims below, which are approved by the Court.

5. The Stipulation of Settlement and Release and the fact of settlement are not an

admission by the Defendant, nor is this Final Judgment a finding of the validity of any claims in this lawsuit or of any wrongdoing by the Defendant. Furthermore, neither this Final Judgment, the Stipulation of Settlement and Release, nor any document referred to herein nor any action taken to implement the settlement is, may be construed as, or may be used as, an admission by or against the Defendant or any Settlement Class Member of any fault, wrongdoing or liability whatsoever. Entering into or implementing the Stipulation of Settlement and Release and any negotiations or proceedings relating thereto shall not in any event be construed as, or deemed to be evidence of an admission or concession with regard to the denials or defenses by the Defendant, and shall not be offered or received in evidence in any action or proceeding in any court, administrative agency, or other tribunal for any purpose whatsoever other than to (a) enforce the provisions of this Final Judgment, the Stipulation of Settlement and Release, or any related agreement or release; or (b) to support a related defense of *res judicata*, collateral estoppel, release or other theory of issue preclusion or similar defense.

6. The settlement embodied in the Stipulation of Settlement and Release is fair, reasonable, and adequate and is hereby finally approved in all respects, and the Plaintiff and Defendant are hereby directed to consummate and perform its terms. Any objections are not well taken and are therefore overruled for the reasons stated by the Court at the Fairness Hearing.

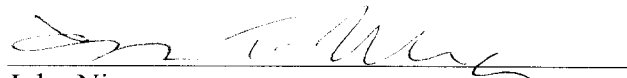
7. The case is dismissed with prejudice and without costs with respect to the Defendant. The approval of the Stipulation of Settlement Agreement and Release given by the Court and entry of this Final Judgment fully and without reservation releases and forever discharges the Released Persons (as defined by the Stipulation of Settlement and Release), individually and collectively, from any and all manner of claims, demands, actions, suits,

liabilities, damages (whether compensatory, punitive or otherwise), and rights and causes of action, known or unknown, suspected or unsuspected whether in law or equity, that Releasors (as defined by the Stipulation of Settlement and Release), or any one of them, collectively or individually, now has or has ever had prior to the execution of the Stipulation of Settlement and Release relating in any way to the matters or claims arising out of or related to or in connection with the institution or prosecution of this case or alleged (or which could have been alleged) in the Complaint in this lawsuit. Each Settlement Class Member hereby covenants and agrees that she shall not hereafter seek, and each hereby is enjoined from seeking, to establish liability against the Released Parties based, in whole or in part, upon any of the Released Claims (as defined by the Stipulation of Settlement and Release).

8. Without affecting the finality of this Final Judgment, the Court reserves exclusive jurisdiction over: (a) the Notice; (b) the Stipulation of Settlement and Release; and (c) all other matters relating to the implementation and enforcement of the Stipulation of Settlement and Release.

The Transcript of these Proceedings, which shall be late-filed when prepared, shall be and is hereby incorporated herein by reference.

IT IS SO ORDERED this th 30 day of September, 2009.



John Nixon
Senior District Judge