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November 28, 2001

Ms. Dorothy Y. Beard
Chief, Dockets Section
U.S. Department of Transportation
400 Seventh Street, S.W.
Washington, D.C. 20590

Re: U.S.-U.K. Alliance Case (Docket OST-01-11029); Joint Application of United Air Lines, Inc., British Midland Airways Limited, Austrian Airlines, Österreichische Luftverkehrs AG, Lauda Air Luftfahrt AG, Deutsche Lufthansa AG, and Scandinavian Airlines System (Docket OST-01-10575)

Dear Ms. Beard:

As stated in the letter dated November 21, 2001 filed in the above referenced proceedings, United Air Lines, Inc. ("United") on behalf of United, British Midland Airways Limited, Austrian Airlines, Österreichische Luftverkehrs AG and Lauda Air Luftfahrt AG, Deutsche Lufthansa AG, and Scandinavian Airlines System (collectively, the "Joint Applicants") hereby submits revised Exhibits JA-7, -8 and -9, which were submitted in conjunction with their September 5, 2001 joint application for approval of and antitrust immunity for an Alliance Expansion Agreement and an Amended Coordination Agreement. These exhibits provide U.S.-Europe and U.S.-U.K. seat and traffic shares based on OAG and CRS booking data. The updated information contained in these revised exhibits does not materially alter the analysis and conclusions set forth in the joint application.

This letter and the revised exhibits will be served on all parties on the attached service list by U.S. mail.

Respectfully submitted,

Bruce H. Rabinovitz
Counsel for
United Air Lines, Inc.,

Enclosures
cc: Service list (attached)

U.S.-Europe Seat Share

Airline	Daily Departures	Seats Per Departure	Daily Seats	Seat Share
British Airways	65	330	21,560	15.2%
Delta	56	257	14,506	10.3%
United	50	243	12,166	8.6%
American	56	213	11,900	8.4%
Lufthansa	31	300	9,183	6.5%
Virgin Atlantic	23	352	8,199	5.8%
Air France	30	270	7,983	5.6%
Northwest	24	301	7,216	5.1%
Continental	31	232	7,071	5.0%
US Airways	26	242	6,288	4.4%
Alitalia	23	246	5,656	4.0%
KLM	14	270	3,882	2.7%
Iberia	12	318	3,812	2.7%
Swissair	16	210	3,352	2.4%
Aer Lingus	9	324	3,047	2.2%
SAS	12	204	2,448	1.7%
Icelandair	7	191	1,296	0.9%
Singapore Airlines	3	408	1,103	0.8%
Austrian	4	259	1,036	0.7%
Air-India	2	414	994	0.7%
bmi	4	244	906	0.6%
Sabena	4	239	883	0.6%
Air New Zealand	2	392	784	0.6%
Aeroflot	3	234	750	0.5%
Martinair	2	259	622	0.4%
TAP - Air Portugal	2	260	571	0.4%
LOT	3	213	555	0.4%
Finnair	1	317	444	0.3%
Air Europa	1	258	361	0.3%
Pakistan International	1	295	353	0.2%
Olympic Airways	1	281	337	0.2%
Kuwait Airways	1	315	315	0.2%
Royal Jordanian	1	214	300	0.2%
Czech Airlines	1	211	296	0.2%
Other	5	267	1,336	0.9%
Totals	528		141,510	100.0%

Source: OAG November 2001

U.S.-U.K. Seat Share

Airline	Daily Departures	Seats Per Departure	Daily Seats	Seat Share
British Airways	65	330	21,560	39.0%
Virgin Atlantic	23	352	8,199	14.8%
American	32	224	7,164	13.0%
United	24	242	5,816	10.5%
Continental	13	238	3,163	5.7%
Delta	11	264	2,962	5.4%
US Airways	8	268	2,144	3.9%
Northwest	3	292	994	1.8%
Air-India	2	414	994	1.8%
bmi	4	244	906	1.6%
Air New Zealand	2	392	784	1.4%
Pakistan International	1	295	353	0.6%
Kuwait Airways	1	312	249	0.5%
Total	191		55,290	100.0%

Source: OAG November 2001

U.S.-U.K. Passenger Traffic Share

Marketing Airline	Bookings	Share
British Airways	3,236,811	26.6%
Virgin Atlantic	1,905,187	15.6%
American	1,596,043	13.1%
United	1,589,255	13.0%
Continental	1,244,579	10.2%
Delta	617,480	5.1%
US Airways	496,368	4.1%
Northwest	369,794	3.0%
KLM	200,248	1.6%
Air Canada	176,145	1.4%
Air-India	173,529	1.4%
Air France	102,992	0.8%
Air New Zealand	100,322	0.8%
Aer Lingus	85,318	0.7%
Icelandair	76,896	0.6%
Lufthansa	63,983	0.5%
Sabena	35,839	0.3%
bmi	28,296	0.2%
Kuwait Airways	21,996	0.2%
Martinair	13,384	0.1%
SAS	12,138	0.1%
Swissair	8,707	0.1%
All Others	24,807	0.2%
Totals	12,180,117	100.0%

Source: CRS nondirectional booking data for
12 months ending October 2001

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