BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

U.S.-U.K. ALLIANCE CASE	)	Docket OST-01-11029

ANSWER OF UNITED AIR LINES, INC.

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DATED: December 21, 2001

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DEPARTMENT OF TRANSPORTATION
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U.S.-U.K. ALLIANCE CASE	)	Docket OST-01-11029

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ANSWER OF UNITED AIR LINES, INC.

United Air Lines, Inc. hereby answers in support of the Emergency Joint Motion American Airlines ("American") and British Airways ("BA") filed in this docket on December 20, 2001. In their joint motion, American and BA urge the Department to issue, on an emergency basis, an order denying Richard H. Anderson, the CEO of Northwest Airlines, access to any of the confidential materials filed in this docket. Absent the grant of American's and BA's joint motion, Mr. Anderson would be entitled to access not only to the confidential documents those carriers have filed, but also the confidential documents United and its alliance partners have filed in this consolidated proceeding.

United strongly endorses American's and BA's joint motion. Allowing key executives such as Mr. Anderson to review sensitive and confidential commercial information competitors are required to produce in Department proceedings is clearly highly anti-competitive. Over the years, the Department has developed its affidavit procedures for the handling of documents filed in Department proceedings on a confidential basis to balance the due process interests of parties participating in those proceedings with the public interest in maintaining the confidentiality of commercially

and competitively sensitive information applicants are required to produce. The balance the Department has struck is to allow counsel and outside experts to have access to documents filed on a confidential basis, subject only to the filing of an affidavit agreeing not to disclose information contained in the documents. As American and BA point out in their Motion, those procedures do not contemplate affording access to those documents to key corporate executives responsible for a company's commercial decisionmaking solely due to the fact that the executive fortuitously happens to be a lawyer. As American and BA also point out, the issue here is not Mr. Anderson's (or any other executives') good faith, but the clear potential for anti-competitive effects arising from the fact that a business executive directly responsible for Northwest's most fundamental strategic decisions is gaining access to its competitors' most sensitive planning documents.

The Department must not allow its confidential document procedures to be used in this way. To avoid the risk of a seriously anti-competitive outcome, the Department should act immediately on the Emergency Motion filed by American and British Airways, without awaiting the filing of an answer by Northwest, and order that Mr. Anderson may not have access to any of the confidential documents or pleadings filed in this proceeding by any party. In addition, to avoid a repetition of this problem, the Department should confirm that, in both this and future proceedings, corporate executives

directly involved in commercial decisionmaking may not have access to documents filed on a confidential basis under Rule 12, without special leave of the Department.

Respectfully submitted,

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DATED: December 21, 2001

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CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Answer of United Air Lines, Inc., on all persons named on the attached Service List by causing a copy to be sent via first-class mail, postage prepaid.

Kathryn Dionne North

Kathryn Dionne North

DATED: **December 21, 2001**

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