

T R A N S W O R L D A I R L I N E S , I N C .

900 19TH STREET, N.W. · SUITE 350 · WASHINGTON, D.C. 20006

DEPT. OF TRANSPORTATION
GENERAL INVESTIGATION
DIVISION
99 APR 15 AM 11:35

April 16, 1997

Ms. Paulette Twine
Chief, Docket Section
Department of Transportation
400 7th St., S.W.
Room PL-401
Washington, D.C. 20590

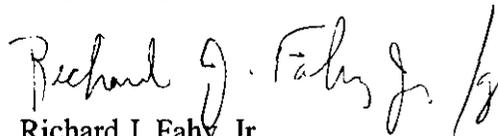
OST-97-2058 - 170
OST-96-1700 - 122
OST-97-3285 - 35

Re: Joint Auolication of American Airlines, Inc. and British Airways, PLC, Docket 97-2058; American Airlines, Inc. and the TACA Group, Code Share Arrangement, Docket 96-1700; American Airlines, Inc. and Linea Aerea Nacional Chile. Approval of and Antitrust Immunity for Alliance Ameement. Docket 97-3285

Dear Ms. Twine:

Pursuant to Order 97-3-42, enclosed for filing are the original and eight copies of a confidentiality affidavit of Kathleen A. Soled in the America&A proceeding. In addition, pursuant to Order 98-3-3 1, enclosed are the originals and eight copies of confidentiality affidavits of Kathleen A. Soled, Richard J. Fahy, Jr., and Daniel S. Klein in the AA/TACA and AA/Lan Chile proceedings. Copies of the affidavits have been served on all parties on the attached service list.

Very truly yours,



Richard J. Fahy, Jr.
Consulting Attorney

cc: Service List



**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D. C.**

Joint Application of

AMERICAN AIRLINES, INC.
and
BRITISH AIRWAYS Plc

under 49 U.S.C. Sections 41308 and 41309
for approval of and antitrust immunity for
alliance agreement

Docket OST- 97 - 2058 - 170

DEPT. OF TRANSPORTATION
Docket Section
99 APR 15 AM 11:46

STATE OF MISSOURI)
CITY OF ST. LOUIS) ss:

AFFIDAVIT

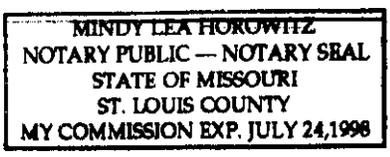
Kathleen A. Soled, being duly sworn, deposes and states as follows:

1. I am Senior Vice President and General Counsel for Trans World Airlines, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in this proceeding only for the purpose of participating in this proceeding.
3. I will not disclose such confidential information to any person who has not filed a confidentiality affidavit in this proceeding.

Kathleen A. Soled

Subscribed and sworn to before me this 7th day of April, 1998.

Mindy Lea Horowitz
Notary Public
My commission expires: 7/24/98



**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D. C.**

AMERICAN AIRLINES, INC., et al.
and
the TACA Group, Code Share Arrangement

Docket OST- 96-1700 - 122

AMERICAN AIRLINES, INC., et al.
and
LINEA AREA NACIONAL CHILE, S.A.

Approval of and Antitrust Immunity for
Alliance Agreement

Docket OST- 97-3285 - 35

STATE OF MISSOURI)
CITY OF ST. LOUIS) ss:

AFFIDAVIT

Kathleen A. Soled, being duly sworn, deposes and states as follows:

1. I am Senior Vice President and General Counsel for Trans World Airlines, Inc., an interested party in the American Airlines/British Airways proceeding.

2. By Order 98-3-31, the Department granted access to confidential information filed in the **American/TACA** and **American/Lan Chile** proceedings to interested parties in the American Airlines/British Airways proceeding for use in the **AA/BA** case.

3. I will use the confidential information filed in these proceedings only for the purpose of participating in the AA/BA proceeding.

4. I will not disclose such confidential information to any person who has not filed a confidentiality affidavit in the AA/BA proceeding.

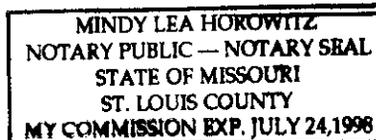
Kathleen A. ...

Subscribed and sworn to before me this 7th day of April, 1997.

Mindy Lea Horowitz

Notary Public

My commission expires: 7/24/98



BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D. C.

AMERICAN AIRLINES, INC., et al.
and
the TACA Group, Code Share Arrangement

Docket OST- 96- 1700 - 122

AMERICAN AIRLINES, INC., et al.
and
LINEA AREA NACIONAL CHILE, S.A.

Approval of and Antitrust Immunity for
Alliance Agreement

Docket OST- 97-3285

DEPT. OF TRANSPORTATION
388
50 APR 5 AM 11:47

STATE OF VIRGINIA)
CITY OF ALEXANDRIA) ss:

AFFIDAVIT

Richard J. Fahy, Jr., being duly sworn, deposes and states as follows:

1. I am an Attorney for Trans World Airlines, Inc., an interested party in the American Airlines/British Airways proceeding.
2. By Order 98-3-3 1, the Department granted access to confidential information tiled in the **American/TACA** and American&an Chile proceedings to interested parties in the American Airlines/British Airways proceeding for use in the **AA/BA** case.
3. I will use the confidential information filed in these proceedings only for the purpose of participating in the **AA/BA** proceeding.

4. I will not disclose such confidential information to any person who has not filed a confidentiality **affidavit** in the **AA/BA** proceeding.

Richard J. Fabry, Jr.

Subscribed and sworn to before me this 3rd day of April, 1997.

Wan M. Bradburn
Notary Public
My commission expires:

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D. C.**

AMERICAN AIRLINES, INC., et al.
and
the TACA Group, Code Share Arrangement

Docket OST- 96-1700 - 122

AMERICAN AIRLINES, INC., et al.
and
LINEA AREA NACIONAL CHILE, S.A.

Approval of and Antitrust Immunity for
Alliance Agreement

Docket OST- 97-3285 - 35

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

AFFIDAVIT

Daniel S. Klein, being duly sworn, deposes and states as follows:

1. I am an economic consultant for Trans World Airlines, Inc., an interested party in the American Airlines/British Airways proceeding.
2. By Order 98-3-3 1, the Department granted access to confidential information filed in the American/TACA and American/Lan Chile proceedings to interested parties in the American Airlines/British Airways proceeding for use in the AA/BA case.
3. I will use the confidential information filed in these proceedings only for the purpose of participating in the AA/BA proceeding.

DEPT. OF TRANSPORTATION
INVESTIGATION
98 APR 15 AM 11:47

4. I will not disclose such confidential information to any person who has not filed a confidentiality affidavit in the AA/BA proceeding.

[Handwritten Signature]

Subscribed and sworn to before me this 7 day of April, 1997.



[Handwritten Signature]

Notary Public
My commission expires: Aug 11, 2000

Richard D. Mathias
Zuckert **Scoutt & Rasenberger**
888 17th Street, NW
Washington, DC 20006

R. Bruce Keiner, Jr.
Crowell & Moring
1001 Pennsylvania Ave., NW
Washington, DC 20004

Robert E. Cohn
Shaw Pittman Potts & Trowbridge
2300 N Street, NW
Washington, DC 20037

Michael F. Goldman
Klein Bagileo Silverberg & Goldman
110 30th Street, NW
Suite 120
Washington, DC 20007

Lawrence Nagin
Executive Vice President
Corporate Affairs and General Counsel
USAir, Inc.
Crystal Park Four
2345 Crystal Drive
Arlington, VA 22227

Megan Rae Poldy
Associate General Counsel
Northwest Airlines, Inc
901 15th Street, NW
Suite 3 10
Washington, DC 20005

Joel Stephen Burton
Ginsberg, Feldman & Bress
1250 Connecticut Ave., NW
Suite 800
Washington, DC 20036

John J. Varley
General Attorney
Delta Air Lines, Inc.
Law Dept. #986
1030 Delta Blvd.
Atlanta, GA 30320

Jonathan B. Hill
Dow, Lohnes & Albertson
1255 Twenty-Third Street, NW
Suite 500
Washington, DC 20037

Nathaniel P. Breed, Jr.
Shaw, Pittman, Potts & Trowbridge
2300 N Street, NW
Washington, DC 20037

Carl B. Nelson, Jr.
Associate General Counsel
American Airlines, Inc.
Suite 600
1101 • 17th Street, NW
Washington, DC 20036

D. Scott Yohe
Senior Vice President-Government Affairs
Delta Air Lines, Inc.
1629 K Street, N.W.
Suite 501
Washington, D.C. 20006

Richard P. Taylor
Steptoe & Johnson
1330 Connecticut Avenue, N.W
Washington, D.C. 20036

Elliot M. Seiden
V.P., Law & Government Affairs
Northwest Airlines, Inc.
901 15th Street, NW, Suite 500
Washington, DC 20005

R. Tenney Johnson
2300 N Street, NW, Suite 600
Washington, DC 20037

David Vaughn
Kelley, Drye & Warren
1200 - 19th Street, NW
Suite 500
Washington, DC 20036

Nathaniel Breed
Shaw, Pittman, Potts & Trowbridge
2300 N Street, NW
Washington, DC 20037

Stephen L. Johnson
Senior Vice President, Legal Affairs
America West Airlines
4000 E. Sky Harbor Blvd
Phoenix, AZ 85034

Anthony Fortnam
V.P., Government and Industry Affairs
British Airways PLC
1850 K Street, NW
Suite 300
Washington, DC 20006

Paul C. Jasinski
General Counsel, USA
British Airways, PLC
75-20 Astoria Blvd
Jackson Heights, NY 11370

Mark McCall
Sullivan and Cromwell
1701 Pennsylvania Avenue, N. W.
Washington, DC 20006

Arnold J. Grossman
Vice President - International Affairs
American Airlines, Inc.
P.O. Box 619616
MD 5635
DFW Airport, TX 75261

Gary R. Doernhoefer
Senior Attorney
American Airlines, Inc.
PO Box 619616
MD 5675
DFW Airport, TX 75261

Stephen L. Gelband
Hewes, Gelband, Lambert & Dann
1000 Potomac Street, N.W.
Suite 300
Washington, DC 20007

John L Richardson
Seeger Potter Richardson
Luxton Joselow & Brooks
2121 K Street, NW
Suite 700
Washington, DC 20037

Eileen Gleimer
Boros & Garofalo, P.C.
1201 Connecticut Avenue, N.W.
Suite 700
Washington, DC 20036

Alfred Eichenlaub
Ginsburg, Feldman & Bress,
Chartered
1250 Connecticut Avenue., N.W.
Suite 700
Washington, DC 20036

William H. Callaway, Jr.
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, N.W.
Washington, DC 20006

Pierre Murphy
2445 M Street, N.W.
Suite 260
Washington, DC 20037

Vance Fort
Worldcorp, Inc.
13873 Park Center Road
Suite 490
Herndon, VA 22071

U.S. Transcom/TCJ5
Attention: Air Mobility Analysis
508 Scott Drive
Scott AFB, IL 62225

Allan I. Mendelsohn
Mendelsohn & Szymkowitz
1201 Pennsylvania Avenue, N. W.
Fifth Floor
Washington, DC 20004

Roger W. Fones
Chief Transportation, Energy & Agriculture Section
Antitrust Division
Department of Justice
325 7th Street, N.W.
Washington, DC 20520

Robert M. Beckman
Bode & Beckman
1150 Connecticut Avenue, N.W.
Washington, DC 20036

Brian T. Hunt
American Trans Air
P.O. Box 51609
Indianapolis, IN 4625 1

Vincent Civitello
President
Vision Air, Inc.
1600 Steward Avenue
Suite 304
Westbury, NY 11590

John R. Byerly
Special Negotiator for Transportation Affairs
Department of State
2201 C Street, N.W.
Room 553 1
Washington, DC 20520

Robert Kneisley
Galland Kharasch Morse
& Garfinkle
1054 31st Street, NW
Washington, DC 20007

Russell Bailey
Air Line Pilots Association
Suite 800
1625 Massachusetts Avenue, N.W.
Washington, DC 20036

Frances Farrow
Executive Director
Corporate Services, & General Council
Virgin Atlantic Airways Limited
Ashdown House
High Street
Crawley
West Sussex, England RH10 1DQ

Jeffery N. Shane
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, DC 20037-1420

Paul B. Gaines, Director
Hoyt L. Brown, Deputy Director
Department of Aviation, City of Houston
16930 John F. Kennedy Boulevard
Houston, TX 77032

Raymond J. Rasenberger
Zuckert, Scoutt & Rasenberger, L.L.P.
888 17th Street, NW
Washington, DC 20006-3959

Mr. William Karas
Steptoe & Johnson, LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

Gordon Dean Booth, Jr.
Schreeder, Wheeler & Flint, LLP
1600 The Candler Building
127 Peachtree Street, NE
Atlanta, GA 30303-1845

Charles J. Simpson, Jr.
Zuckert Scoutt & Rasenberger
888 17th Street, NW
Washington, DC 20006

Robert D. Papkin
Squire, Sanders & Dempsey
1201 Pennsylvania Ave, NW
Washington, DC 20004

John R. Brimsek
Mullenholz, Brimsek & Belair
1150 Connecticut Avenue, NW
Suite 700
Washington, DC 20036