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59855

July 21, 1999

VIA HAND DELIVERY

ORIGINAL

Ms. Dorothy Walker
Chief, Dockets Section
U. S. Department of Transportation
400 Seventh Street, S.W.
Room PL-40 1
Washington, DC. 20590

Re: Joint Application of Alitalia-Linee Aeree Italiane-S.p.A. and
KLM Royal Dutch Airlines and Northwest Airlines, Inc.
Docket No. OST-99-5674 - 13

Dear Ms. Walker:

On behalf of United Air Lines, Inc., enclosed for filing in the above-referenced docket are confidentiality affidavits executed by Bruce H. Rabinovitz, Jeffrey A. Manley, Constance O'Keefe, and Allison C. Regan.

Thank you for your assistance.

Sincerely,



Jeffrey A. Manley
Cathleen P. Peterson

CPP:kdn

cc: Service list parties

I:\AVIATION\United\1246\Docket.ltr

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

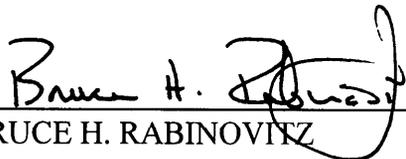
Joint Application of)
)
)
ALITALIA-LINEE AEREE ITALIANE-)
S.p.A.)
)
and)
KLM ROYAL DUTCH AIRLINES) Docket OST-99-5674
)
and)
NORTHWEST AIRLINES, INC.)
)
)
for approval of and antitrust immunity for)
agreements pursuant to 49 U.S.C. §§ 41308)
and 41309)

AFFIDAVIT

CITY OF WASHINGTON)
) ss.
DISTRICT OF COLUMBIA)

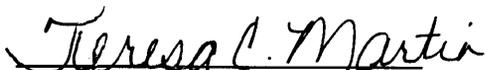
BRUCE H. RABINOVITZ, being duly sworn, states under oath:

1. I am a partner with the law firm of Kirkland & Ellis, and counsel to United Air Lines, Inc., an interested party in the above-captioned proceeding;
2. I am submitting this affidavit in order to review confidential materials filed in this proceeding;
3. I will use the information filed confidentially only for the purpose of participating in this proceeding; and
4. I will not disclose the confidential information to any person who has not executed and filed a valid confidentiality affidavit.



BRUCE H. RABINOVITZ

Subscribed and sworn to before me
on this 26th day of July, 1999



Notary Public
My commission expires 10-31-99

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

Joint Application of)
)
)
ALITALIA-LINEE AEREE ITALIANE-)
S.p.A.)
)
 and)
KLM ROYAL DUTCH AIRLINES)
)
 and)
NORTHWEST AIRLINES, INC.)
)
)
for approval of and antitrust immunity for)
agreements pursuant to 49 U.S.C. §§ 41308)
and 41309)

Docket OST-99-5674

AFFIDAVIT

CITY OF WASHINGTON)
)
) ss.
DISTRICT OF COLUMBIA)

CONSTANCE O'KEEFE, being duly sworn, states under oath:

1. I am of counsel with the law firm of Kirkland & Ellis and an attorney for United Air Lines, Inc., an interested party in the above-captioned proceeding;
2. I am submitting this affidavit in order to review confidential materials filed in this proceeding;
3. I will use the information filed confidentially only for the purpose of participating in this proceeding; and
4. I will not disclose the confidential information to any person who has not executed and filed a valid confidentiality affidavit.


CONSTANCE O'KEEFE

Subscribed and sworn to before me
on this 21st day of July, 1999


Notary Public
My commission expires 10-31-99

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

Joint Application of)
)
)
ALITALIA-LINEE AEREE ITALIANE-)
S.p.A.)
)
 and)
KLM ROYAL DUTCH AIRLINES)
)
 and)
NORTHWEST AIRLINES, INC.)
)
)
for approval of and antitrust immunity for)
agreements pursuant to 49 U.S.C. §§ 41308)
and 41309)

Docket OST-99-5674

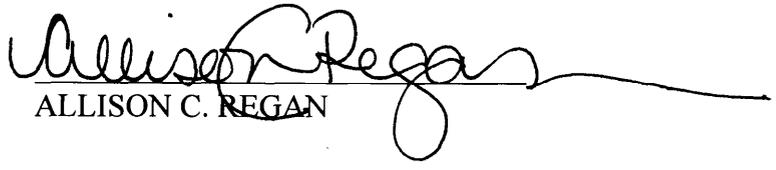
AFFIDAVIT

CITY OF WASHINGTON)
)
DISTRICT OF COLUMBIA)

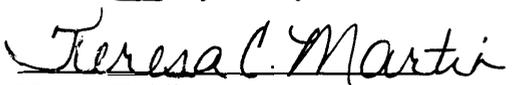
ss.

ALLISON C. REGAN, being duly sworn, states under oath:

1. I am a legal assistant with the law firm of Kirkland & Ellis, which serves as counsel to United Air Lines, Inc., an interested party in the above-captioned proceeding;
2. I am submitting this affidavit in order to review confidential materials filed in this proceeding;
3. I will use the information filed confidentially only for the purpose of participating in this proceeding; and
4. I will not disclose the confidential information to any person who has not executed and filed a valid confidentiality affidavit.


ALLISON C. REGAN

Subscribed and sworn to before me
on this 21st day of July, 1999


Notary Public
My commission expires 10-31-99