

129804

BEFORE THE

DEPT. OF TRANSPORTATION
DOCKETS

DEPARTMENT OF TRANSPORTATION 01 MAY 18 PM 4: 58

WASHINGTON, D.C.

Joint Application of :
 :
 AMERICAN AIRLINES, INC. :
 and :
 THE TACA GROUP :
 :
 under 49 USC 41308 and 41309 for approval :
 of and antitrust immunity for agreement :

Docket OST-00-7088-21

AMERICAN AIRLINES, INC., et al., :
 and THE TACA GROUP RECIPROCAL CODE- :
 SHARING SERVICES PROCEEDING :

Docket OST-96-1700-167

MOTION OF
CONTINENTAL AIRLINES, INC.
FOR CONFIDENTIAL TREATMENT
PURSUANT TO RULE 12

Communications with respect to this document should be sent to:

Rebecca G. Cox
Vice President, Government Affairs
CONTINENTAL AIRLINES, INC.
1350 I Street, N.W.
Washington, DC 20005

R. Bruce Keiner, Jr.
Thomas Newton Bolling
CROWELL & MORING LLP
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004-2595
(202) 624-2500

Hershel I. Kamen
Staff Vice President, International
& Regulatory Affairs
CONTINENTAL AIRLINES, INC.
P.O. Box 4607 - HQSGV
Houston, TX 77210-4607

Counsel for
Continental Airlines, Inc.

May 18, 2001

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of :
 :
 AMERICAN AIRLINES, INC. :
 and : Docket OST-00-7088
 THE TACA GROUP :
 :
 under 49 USC 41308 and 41309 for approval :
 of and antitrust immunity for agreement :

AMERICAN AIRLINES, INC., et al., :
 and THE TACA GROUP RECIPROCAL CODE- : Docket OST-96-1700
 SHARING SERVICES PROCEEDING :

MOTION OF
CONTINENTAL AIRLINES, INC.
FOR CONFIDENTIAL TREATMENT
PURSUANT TO RULE 12

Pursuant to Rule 12 of the Department's Rules of Practice, Continental moves to withhold from public disclosure the confidential version of its answer submitted to the Department today as required under the Department's April 27, 2001 Notice Establishing a Procedural Schedule. In accordance with Rule 12, Continental is submitting copies of its confidential answer to the Department separately in a sealed envelope bearing the above-referenced caption and marked "Classified or Confidential Treatment Requested Under § 302.12." Continental's confidential answer contains quotations and information from documents for which

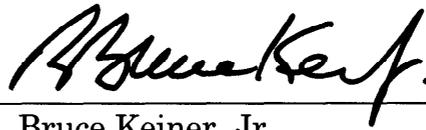
May 18, 2001

access has been limited by the Department under Rule 12 and the Department's April 27, 2001 Notice. Accordingly, Continental asks for confidential treatment of the confidential version of its answer submitted today to the Department. Continental's public version of its answer contains the bracketed word "CONFIDENTIAL" to show where confidential information has been removed.

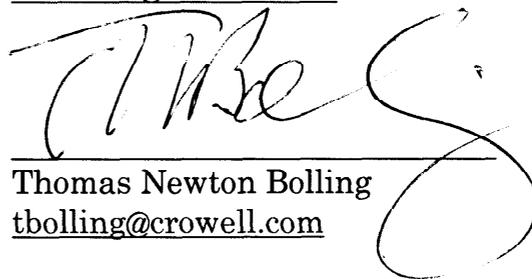
Continental's confidential answer is being served only upon counsel for the applicants and other counsel who have filed confidentiality affidavits. Continental is submitting a version of the answer with the confidential portions redacted in the public docket and serving it on parties that have not submitted confidentiality affidavits.

Respectfully submitted,

CROWELL & MORING LLP



R. Bruce Keiner, Jr.
rbkeiner@crowell.com



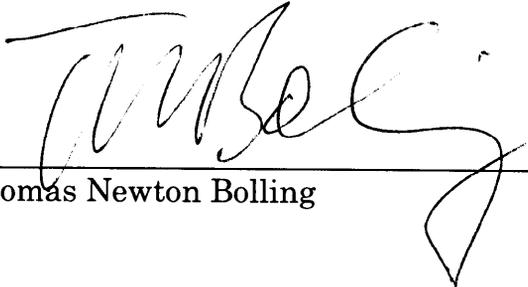
Thomas Newton Bolling
tbolling@crowell.com

Counsel for
Continental Airlines, Inc.

May 18, 2001

CERTIFICATE OF SERVICE

I certify that I have this date served the foregoing document on counsel for American and the TACA Group and all persons served with the American/TACA Group application in accordance with the Department's Rules of Practice.



Thomas Newton Bolling

May 18, 2001
1811451

SERVICE LIST

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

Robert D. Papkin
James V. Dick
Squire, Sanders & Dempsey, LLP
1201 Pennsylvania Avenue, N.W.
Suite 400
Washington, DC 20004

Jeffrey A. Manley
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, DC 20037

Robert E. Cohn
Shaw Pittman
2300 N Street, N.W.
Washington, DC 20037

Megan Rae Rosia
Managing Director, Government
Affairs, and Associate General
Counsel
Northwest Airlines, Inc.
901 Fifteenth Street, N.W.
Suite 310
Washington, DC 20005

Glenn P. Wicks
The Wicks Group PLLC
900 19th Street, N.W.
Suite 350
Washington, DC 20006

Robert P. Silverberg
Silverberg, Goldman & Bikoff, L.L.P.
1101 30th Street, N.W.
Washington, DC 20007

John E. Gillick, Jr.
Pillsbury Winthrop, LLP
1133 Connecticut Avenue, N.W.
Suite 1200
Washington, DC 20036

Marshall S. Sinick
Squire, Sanders & Dempsey L.L.P.
1201 Pennsylvania Avenue, N.W.
Suite 500
Washington, DC 20004

John L. Richardson
Crispin & Brenner, P.L.L.C.
1156 15th Street, N.W.
Suite 1105
Washington, DC 20005

Mark W. Atwood
Sher & Blackwell
1850 M Street, N.W.
Suite 900
Washington, DC 20036

Allan W. Markham
Allan W. Markham, PC
2733 36th Street, N.W.
Washington, DC 20007

Aaron A. Goerlich
Boros & Garofalo, P.C.
1201 Connecticut Avenue, N.W.
Suite 700
Washington, DC 20036-2605

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

Stephen H. Lachter
1150 Connecticut Avenue, N.W.
Suite 900
Washington, DC 20036

SERVICE LIST

Richard P. Taylor
Steptoe & Johnson LLP
1330 Connecticut Avenue, N.W.
Washington, DC 20036

Nathaniel P. Breed
Shaw Pittman
2300 N Street, N.W.
Washington, DC 20037

Jeffrey N. Shane
Hogan & Hartson L.L.P.
Columbia Square
555 Thirteenth Street, N.W.
Washington, DC 20004-1109

Constance O'Keefe
Law Offices
1201 Connecticut Avenue, N.W.
Suite 850
Washington, DC 20036

Suzette Matthews
Bernstein and Matthews
5649 John Barton Payne Road
Marshall, VA 22115

Kevin P. Montgomery
Vice President-Government
& Industry Affairs
Polar Air Cargo Inc.
1250 Connecticut Avenue, N.W.
Eighth Floor
Washington, DC 20036

Elijah Jackson
President
Prestige Airways
9815 Godwin Drive
Manassas, VA 22110

Jeffrey Crippen
President
Ryan International Airlines. Inc.
266 North Main
Wichita, KS 67202

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

Stephen L. Gelband
1101 30th Street, N.W.
Suite 120
Washington, DC 20007

David L. Vaughan
Kelley Drye & Warren LLP
1200 19th Street, N.W.
Suite 500
Washington, DC 20036

Richard D. Mathias
Zuckert, Scutt & Rasenberger, L.L.P.
888 Seventeenth Street, N.W.
Suite 600
Washington, DC 20006-3939

Julie Sorenson Sande
Manager, Contract & Regulatory
Affairs
World Airways, Inc.
13878 Park Center Road
Suite 490
Herndon, VA 22071

U.S. Transcom/TCJ5-AA
Attn: Air Mobility Analysis
Department of Defense
508 Scott Drive
Scott AFB, IL 62225

SERVICE LIST

Director of Flight Standards
Federal Aviation Administration
800 Independence Avenue, S.W.
Washington, DC 20591

Roger F. Fones
Chief, Transportation, Energy
& Agriculture Section
Antitrust Division
Department of Justice
325 Seventh Street, N.W.
Room 500
Washington, DC 20530

John R. Brimsek
Mullenholz, Brimsek & Belair
1150 Connecticut Ave., N.W.
Suite 700
Washington, D.C. 20036

Donald T. Bliss
O'Melveny & Myers LLP
555 13th Street, N.W.
Suite 500 West
Washington, DC 20004-1109