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O'MELVENY & MYERS LLP

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TELEPHONE (202) 383-5300
FACSIMILE (202) 383-5414
INTERNET: www.omm.com

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OST-01-10387-25
OST-01-10388-18

August 30, 2001

OUR FILE NUMBER
882,605-181

BY HAND DELIVERY

WRITER'S DIRECT DIAL
202-383-5331

Ms. Dorothy Beard
Dockets
U.S. Department of Transportation
400 Seventh Street, S.W. Room PL-401
Washington, D.C. 20590

WRITER'S E-MAIL ADDRESS
dbliss@omm.com

Re: Joint Application of American Airlines, Inc. and British Airways PLC, Dockets OST-01-10387 and OST-01-10388.

Dear Ms. Beard:

Enclosed for filing in the above-referenced dockets are originals and seven copies of confidentiality affidavits on behalf of US Airways, Inc. Copies of this letter and the enclosed affidavits have been served on all parties listed on the attached service list.

Respectfully Submitted,

Donald T. Bliss
Counsel for US Airways, Inc.

Enclosures
cc: Service List

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

DEPT. OF TRANSPORTATION
DOCKETS
01 AUG 30 PM 3: 56

Joint Application of)
)
 AMERICAN AIRLINES, INC.)
 and)
 BRITISH AIRWAYS PLC)
)
 under 49 U.S.C. § 41308 and 41309 for approval)
 of and antitrust immunity for agreement)

Docket OST-01-10387

Joint Application of)
)
 AMERICAN AIRLINES, INC.)
 and)
 BRITISH AIRWAYS PLC)
)
 under 14 C.F.R. Part 212 for statements of)
 authorization (blanket codesharing) and)
 under 49 U.S.C. § 40109 for related exemption)
 authority)

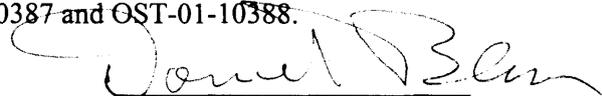
Docket OST-01-10388

AFFIDAVIT

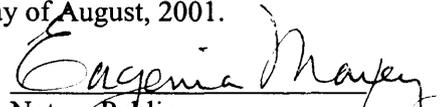
City of Washington)
) ss:
 District of Columbia)

DONALD T. BLISS, being duly sworn, deposes and states:

1. I am an attorney with the law firm of O'Melveny & Myers LLP, which serves as counsel for US Airways, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in Dockets OST-01-10387 and OST-01-10388 only for the purpose of participating in this proceeding.
3. I will disclose such information only to other persons who have executed confidentiality affidavits in Dockets OST-01-10387 and OST-01-10388.


DONALD T. BLISS

Subscribed and sworn to before me this 30th day of August, 2001.


Notary Public

My Commission expires: July 14, 2003

01 AUG 30 PM 3: 56

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of)
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 and)
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Docket OST-01-10388

AFFIDAVIT

City of Washington)
)
 District of Columbia)

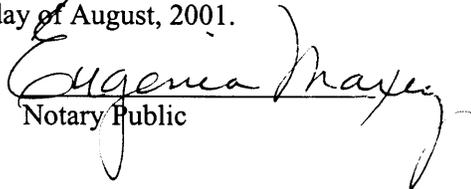
ss:

JOEL STEPHEN BURTON, being duly sworn, deposes and states:

1. I am an attorney with the law firm of O'Melveny & Myers LLP, which serves as counsel for US Airways, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in Dockets OST-01-10387 and OST-01-10388 only for the purpose of participating in this proceeding.
3. I will disclose such information only to other persons who have executed confidentiality affidavits in Dockets OST-01-10387 and OST-01-10388.


JOEL STEPHEN BURTON

Subscribed and sworn to before me this 30th day of August, 2001.


Notary Public

My Commission expires: July 14, 2003

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

DEPT. OF TRANSPORTATION
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Docket OST-01-10388

AFFIDAVIT

City of Washington)
) ss:
 District of Columbia)

PATRICK R. RIZZI, being duly sworn, deposes and states:

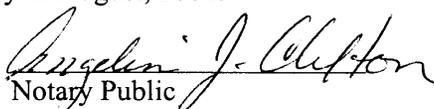
1. I am an attorney with the law firm of O'Melveny & Myers LLP, which serves as counsel for US Airways, Inc., an interested party in this proceeding.

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3. I will disclose such information only to other persons who have executed confidentiality affidavits in Dockets OST-01-10387 and OST-01-10388.


PATRICK R. RIZZI

Subscribed and sworn to before me this 30th day of August, 2001.


Notary Public

My Commission expires:

ANGELINA J. CLIFTON
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires October 31, 2006

DEPT. OF TRANSPORTATION
DOCKETS

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

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Docket OST-01-10388

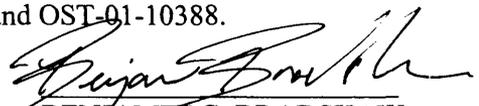
AFFIDAVIT

City of Washington)
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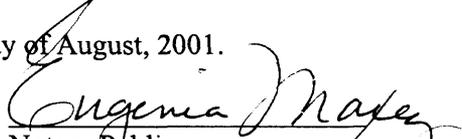
ss:

BENJAMIN G. BRADSHAW, being duly sworn, deposes and states:

1. I am an attorney with the law firm of O'Melveny & Myers LLP, which serves as counsel for US Airways, Inc., an interested party in this proceeding.
2. I will use the confidential information filed in Dockets OST-01-10387 and OST-01-10388 only for the purpose of participating in this proceeding.
3. I will disclose such information only to other persons who have executed confidentiality affidavits in Dockets OST-01-10387 and OST-01-10388.


BENJAMIN G. BRADSHAW

Subscribed and sworn to before me this 30th day of August, 2001.


Notary Public

My Commission expires: July 14, 2003

SERVICE LIST

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

R. Bruce Keiner, Jr.
Crowell & Moring
1001 Pennsylvania Avenue, N.W.
Suite 1000
Washington, D.C. 20004

Robert E. Cohn
Shaw Pittman
2300 N Street, NW
Washington, D.C. 20037

Marshall S. Sinick
Squire, Sanders &
Dempsey, LLP
1201 Pennsylvania Ave., NW
Suite 400
Washington, D.C. 20004

Bruce H. Rabinovitz
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, D.C. 20037

Jeffrey N. Shane
Hogan & Hartson LLP
555 13th Street, N.W.
Washington, D.C. 20004

Daryl A. Libow
Sullivan & Cromwell
1701 Pennsylvania Ave., N.W.
Suite 800
Washington, D.C., 20006

Don H. Hainbach
Boros & Garofalo, P.C.
1201 Connecticut Ave., N.W.
Washington, D.C. 20005

Megan Rae Rosia
Northwest Airlines, Inc.
901 15th Street, N.W.
Suite 310
Washington, D.C. 20005

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

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

Nathaniel P. Breed, Jr.
Shaw Pittman
2300 N Street, NW
Washington, D.C. 20037

Robert D. Papkin
Squire, Sanders & Dempsey, LLP
1201 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20004

Lorraine B. Halloway
Crowell & Moring LLP
1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

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

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

William Evans
Verner, Liipfert, Bernard, McPherson and
Hand
901 15th Street, N.W.
Suite 700
Washington, D.C. 20005

Julie Sorenson Sande
101 World Drive
HLH Building
Peachtree City, GA 30629

DC1:485872.1