BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of **UNITED AIR LINES, INC.,** **BRITISH MIDLAND AIRWAYS LIMITED,** **AUSTRIAN AIRLINES, ÖSTERREICHISCHE LUFTVERKEHRS AG,** **LAUDA AIR LUFTFAHRT AG,** **DEUTSCHE LUFTHANSA AG,** **and** **SCANDINAVIAN AIRLINES SYSTEM** under 49 U.S.C. §§ 41308 and 41309 for approval and antitrust immunity for an Alliance Expansion Agreement and an Amended Coordination Agreement	**Docket OST-01-10575**

MOTION OF UNITED AIR LINES, INC.
FOR CONFIDENTIAL TREATMENT UNDER 14 C.F.R. § 302.12

Communications with respect to this document should be sent to:

SHELLEY A. LONGMUIR
Senior Vice President-International,
Regulatory, and Governmental Affairs

MICHAEL G. WHITAKER
Vice President-International
and Regulatory Affairs

JONATHAN MOSS
Managing Director-International
and Regulatory Affairs

UNITED AIR LINES, INC.
P.O. Box 66100, WHQIZ
Chicago, Illinois 60666

MARK ANDERSON
Senior Director-Government Affairs

UNITED AIR LINES, INC.
1025 Connecticut Avenue, N.W., Suite 1210
Washington, D.C. 20036

BRUCE H. RABINOVITZ
JEFFREY A. MANLEY
DAVID HEFFERNAN
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037-1420
(202) 663-6960 (phone)
(202) 772-6960 (fax)
brabinovitz@wilmer.com (e-mail)

Counsel for
UNITED AIR LINES, INC.

DATED: October 18, 2001

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of **UNITED AIR LINES, INC.,** **BRITISH MIDLAND AIRWAYS LIMITED,** **AUSTRIAN AIRLINES, ÖSTERREICHISCHE LUFTVERKEHRS AG,** **LAUDA AIR LUFTFAHRT AG,** **DEUTSCHE LUFTHANSA AG,** **and** **SCANDINAVIAN AIRLINES SYSTEM** under 49 U.S.C. §§ 41308 and 41309 for approval and antitrust immunity for an Alliance Expansion Agreement and an Amended Coordination Agreement	)	**Docket OST-01-10575**

Dated: October 18, 2001

MOTION OF UNITED AIR LINES, INC.
FOR CONFIDENTIAL TREATMENT UNDER 14 C.F.R. § 302.12

United Air Lines, Inc. ("United"), pursuant to Rule 12 of the Department's Rules of Practice (14 C.F.R. § 302.12), requests that the Department withhold from public disclosure documents that United is filing herewith under seal in the above-captioned proceeding. These documents contain confidential, proprietary and commercially sensitive information. United is submitting these documents to facilitate the Department's processing of the joint application of United, British Midland Airways Limited, doing business as bmi British Midland, Austrian Airlines, Österreichische Luftverkehrs AG, Lauda Air Luftfahrt AG, Deutsche Lufthansa AG, and Scandinavian Airlines System, and their respective affiliates, for approval of and antitrust immunity for an Alliance Expansion Agreement and an Amended Coordination Agreement. In support of this request, United submits the following:

I. UNITED'S CONFIDENTIAL DOCUMENTS ARE PROTECTED FROM PUBLIC DISCLOSURE BY THE FREEDOM OF INFORMATION ACT.

To facilitate expeditious processing of the Joint Application, United is voluntarily submitting documents similar to those submitted to the Department in conjunction with other recent applications for antitrust immunity. (An index of United's confidential documents is attached hereto.) These documents, produced by United in consultation with attorneys from the undersigned law firm, are confidential and proprietary.

These documents are protected from public disclosure under various exemptions to the Freedom of Information Act ("FOIA"), including 5 U.S.C. §§ 552(b)(3) and (b)(4). Exemption 3 protects from disclosure information specifically protected by another federal statute, including 49 U.S.C. § 40115. See British Airports Authority v. CAB, 531 F. Supp. 408, 414 (D.D.C. 1982). Section 40115 states that the Department "shall" withhold from public disclosure, among other things, information that would adversely affect an air carrier's competitive position in foreign air transportation. The materials at issue here clearly satisfy this standard. They contain extremely sensitive information, including United's views on its competitive positions and its strategic intentions. These materials have not been made publicly available. This information could be used by United's competitors to their strategic advantage, and United's disadvantage, in making competitive decisions.[1]

---

[1] The Department has found that Exemption 3 also applies to information protected by 49 U.S.C. § 46311. See Order 2001-10-2, at 2-3. That statutory provision prohibits the release of information acquired by the Department "when inspecting the records of an air carrier" or information that "is withheld from disclosure under section 40115." 49 U.S.C. § 46311(a).

Exemption 4 protects from public disclosure information that is "(1) commercial or financial, (2) obtained from a person outside the government, and (3) privileged or confidential." Gulf & Western Indus., Inc. v. United States, 615 F.2d 527, 529 (D.C. Cir. 1980) (citations omitted). All the documents at issue here clearly satisfy this standard. All are commercial or financial in nature; they were obtained from a private citizen; and are privileged or confidential. United would suffer substantial competitive harm if the documents were publicly disclosed. See Washington Post Co. v. HHS, 690 F.2d 252, 268 (D.C. Cir. 1982) (defining the standard for whether a document is privileged or confidential). Public disclosure of such information could "'impair the Government's ability to obtain necessary information in the future or . . . cause substantial harm to the competitive position of the person from whom the information was obtained.'" National Parks & Conservation Ass'n v. Kleppe, 547 F.2d 673, 677-78 (D.C. Cir. 1976) (quoting National Parks & Conservation Ass'n v. Morton, 498 F.2d 765-70 (D.C. Cir. 1974)); Burke Energy Corp. v. DOE, 583 F. Supp. 507, 510-11 (D. Kansas 1984).

II. ACCESS TO UNITED'S CONFIDENTIAL AND PROPRIETARY DOCUMENTS SHOULD BE LIMITED TO COUNSEL AND OUTSIDE EXPERTS.

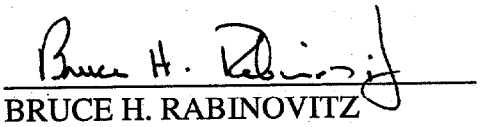
Due to the nature of the documents United has filed, Rule 12 access should be limited to counsel and outside experts who file an affidavit stating that they will: (1) use the information only for the purpose of participating in this proceeding; and (2) not disclose the information to anyone other than counsel or outside experts who have filed a valid affidavit with the Department.

The documents United has filed under Rule 12 contain highly sensitive commercial information relating to international strategy, performance and planning. In order to protect United's ability to compete effectively in international markets, it is imperative that this information not be disseminated to United's competitors, even under Rule 12 procedures. In recent years, the Department has routinely limited Rule 12 access to such data filed in the course of antitrust proceedings to counsel and outside experts.[2] The Department also has adopted such procedures with respect to the pending American Airlines/British Airways and Delta Air Lines/Air France/Alitalia/Czech Airlines applications for antitrust immunity. See Notice dated August 16, 2001 (Dockets OST-01-10387, 01-10388); Notice dated August 21, 2001 (Docket OST-01-10429). By limiting access in this manner, the Department can permit parties to fully participate in this proceeding while limiting the risk of competitive harm that would result if the information were disseminated to United's competitors.

[2] See, e.g., Joint Application of United/Austrian/Lauda/Lufthansa/SAS (Docket OST-00-7828), Notice Granting Access to Confidential Documents (September 15, 2000); Joint Application of American Airlines, Inc. and the TACA Group (Docket OST-00-7088), Notice Granting Access to Confidential Documents (April 7, 2000); Joint Application of Alitalia-Linee Aeree Italiane-S.p.A., KLM Royal Dutch Airlines and Northwest Airlines, Inc. (Docket OST-1999-5674), *Scheduling Notice and Initial Determination on Motion for Confidential Treatment Under* 14 C.F.R. 302.39 (July 19, 1999); and Joint Application of United Air Lines, Inc. and Air Canada (Docket OST-96-1434), Notice Granting Access to Documents (July 11, 1997).

WHEREFORE, for the foregoing reasons, the Department should grant United's motion to withhold from public disclosure the confidential, proprietary and commercially sensitive information that United has filed under seal; limit Rule 12 access to counsel and outside experts as described above; and grant such other and further relief as the Department deems necessary.

Respectfully submitted,



BRUCE H. RABINOVITZ
JEFFREY A. MANLEY
DAVID HEFFERNAN
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037-1420
(202) 663-6960 (phone)
(202) 772-6960 (fax)
brabinovitz@wilmer.com (e-mail)

Counsel for
UNITED AIR LINES, INC.

Dated: October 18, 2001

\\Dcnt1\client\809875\1204\Antitrust Proceeding\7963 - United motion for confidential treatment.doc

INDEX OF UNITED AIRLINES CONFIDENTIAL DOCUMENTS

Box Number	Bates Range	Date	Description	Responds to Question Number
1	UA 000001 - 000004	07/31/2001	Economic Benefit of a UA/BD Codeshare, Network Planning	1 & 2
1	UA 000005 - 000008	08/17/2001	Economic Benefit of a UA/BD Codeshare, Network Planning	1 & 2
1	UA 000009 - 000012	10/03/2001	Economic Benefit of a UA/BD Codeshare, Network Planning	1 & 2
1	UA 000013 - 000028	07/12/2001	BMI/UA Action Plan Joint Venture	1 & 2
1	UA 000029 - 000031	11/01/1999	Monthly Pan European Coordinators Report	2
1	UA 000032 - 000034	2/01/2000	Monthly Pan European Coordinators Report	2
1	UA 000035 - 000037	04/01/2000	Monthly Pan European Coordinators Report	2
1	UA 000038 - 000086	08/16/2000- 10/11/2001	Pricing Daily	2
1	UA 000087 - 000088	06/21/1999	Bi-Weekly Report UK	2
1	UA 000089 - 000091	08/16/1999	Bi-Weekly Report UK	2
1	UA 000092	03/21/2000	Bi-Weekly Report UK	2
1	UA 000093 - 000094	03/28/2000	Weekly Report - Offline Sales	2
1	UA 000095 - 000096	07/18/2000	Weekly Report - Offline Sales	2
1	UA 000097 - 000098	08/15/2000	Weekly Report - Offline Sales	2
1	UA 000099	07/03/2000	Activity Report Belgium	2
1	UA 000100 - 000101	08/14/2000	Activity Report Belgium	2
1	UA 000102 - 000140	12/1999	Germany Sales Strategy 2000	2
1	UA 000141 - 000182	11/30/1999	Belgium/ Luxembourg, Atlantic Division Sales Strategy 2000	2
1	UA 000183 - 000229	12/23/1999	Atlantic Division Sales Strategy 2000 United Kingdom & Ireland	2
1	UA 000230 - 000274	12/23/1999	Atlantic Division Sales Strategy 2000 The Netherlands	2

Box Number	Bates Range	Date	Description	Responds to Question Number
1	UA 000275 - 000317	11/30/1999	Atlantic Division Sales Strategy: 2000	2
1	UA 000318 - 000347	11/30/1999	Atlantic Division Sales Strategy: 2000	2
1	UA 000348 - 000370	11/13/2000	U.S.A. Scandinavia Market Overview	2
1	UA 000371 - 000382	12/2000	Joint Venture Opportunity Analysis: SAS/United Airlines	2
1	UA 000383 - 000416	07/11/2000	LH/UA Joint Planning Meeting	2
1	UA 000417 - 000449	11/10/2000	LH/UA Joint Planning Meeting	2
1	UA 000450 - 000493	03/19/2001	LH/UA Joint Planning Meeting	2
1	UA 000494 - 000586	09/12/2001	LH/UA Joint Planning Meeting	2
1	UA 000587 - 000606	02/13/2001	SME Portal for the UK	2
1	UA 000607 - 000614	03/29/1999	Commission Review/ Strategy Atlantic Division	2
1	UA 000615 - 000617	08/1999	Commission Review/ Strategy Atlantic Division	2
1	UA 000618 - 000636	10/2000	Market Overview: UK & Manchester	2
1	UA 000637 - 000651	09/2001	2002 Regional Planning Meeting: Atlantic Overview	2
1	UA 000652 - 000668	09/2001	2002 Regional Planning Meeting : UK Overview	2, 3, 4
1	UA 000669 - 000683	09/2001	2002 Regional Planning Meeting: Belgium Overview	2
1	UA 000684 - 000700	09/2001	2002 Regional Planning Meeting: France Overview	2, 3
1	UA 000701 - 000718	09/2001	2002 Regional Planning Meeting: Italy Overview	2
1	UA 000719 - 000736	09/2001	2002 Regional Planning Meeting: Germany Overview	2
1	UA 000737 - 000754	09/2001	2002 Regional Planning Meeting: Netherlands Overview	2
1	UA 000755 - 000764	01/2001, 02/2001. 04/2001	Atlantic Division Market Share Report	2

Box Number	Bates Range	Date	Description	Responds to Question Number
1	UA 000765 - 000793	11/2000-06/2001	Atlantic Division Datapack Summaries	2
1	UA 000794 - 000795	10/2000	Transatlantic Market Share Report: Atlantic Summary	2
1	UA 000796 - 000797	10/2000	Transatlantic Market Share Report: Belgium	2
1	UA 000798 - 000835	10/2000	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 000836 - 000847	12/2000	Transatlantic Country Specific Market Share Report: BE; DE; UK; IT; NL; FR	2
1	UA 000848 - 000885	12/2000	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 000886 - 000899	1/2001	Transatlantic Country Specific Market Share Report: BE; DE; UK; IT; NL; FR	2
1	UA 000900 - 000939	1/2001	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 000940 - 000955	3/2001	Transatlantic Country Specific Market Share Report: BE; DE; UK; IT; NL; FR	2

Box Number	Bates Range	Date	Description	Responds to Question Number
1	UA 000956 - 000997	3/2001	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; CHI-AMS ; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 000998- 001013	4/2001	Transatlantic Country Specific Market Share Report: EU; BE; DE; UK; IT; NL; FR	2
1	UA 001014 - 001055	4/2001	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; CHI-AMS ; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 001056 - 001071	5/2001	Transatlantic Country Specific Market Share Report: EU; BE; DE; UK; IT; NL; FR	2
1	UA 001072 - 001113	5/2001	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; CHI-AMS ; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 001114 - 001129	6/2001	Transatlantic Country Specific Market Share Report: EU; BE; DE; UK; IT; NL; FR	2
1	UA 001130 - 001171	6/2001	Transatlantic Market Share Report City Pairs: CHI-PAR; LAX-PAR; SFO-PAR; WAS-PAR; CHI-FRA; SFO-FRA; WAS-FRA; WAS-MUC; CHI-DUS; WAS-AMS; CHI-AMS ; WAS-BRU; WAS-MIL; BOS-LON; CHI-LON; EWR-LON; NYC-LON; LAX-LON; SFO-LON; WAS-LON	2
1	UA 001172 - 001173	10/2001	Trans-Altantic Flight Summary	2

Box Number	Bates Range	Date	Description	Responds to Question Number
2	UA 001174 - 001305	09/01/1999-08/22/2001	Activity Report- Atlantic Division	2,3
2	UA 001306 - 001308	3/13/2001	Email from Ian Bamber to Michael Whitaker	4
2	UA 001309	7/2001	LHR Slot Holdings	4
2	UA 001310 - 001357	03/26/2001	Star Alliance Heathrow Master Plan	4
2	UA 001358 - 001367	06/23/2000	Austrian Airlines/ UA Joint Alliance Committee Report	2 & 5
2	UA 001368 - 001385	01/2000-06/2000	Competition Reports Amsterdam	2
2	UA 001386 - 001389	11/30/1999	Competitive Challenges	2
2	UA 001390 - 001393	07/20/2000	Email Brian Jones to Judy Bishop re: June upper cabin share transatlantic.	2
2	UA 001394 - 001400	09/24/1999	U.S.- Frankfurt Forecasts	2
2	UA 001401 - 001408	09/03/1999	San Francisco-Frankfurt	2
2	UA 001409 - 001412	06/2000	IAD-TXL Scenario Analysis	2
2	UA 001413 - 001422	15/06/2000	U.S. France Frequencies (April 2000).	2
2	UA 001423 - 001440	09/08/1999	United/Austrian	2
2	UA 001441 - 001478	10/25/1999	Strategic Plan: Atlantic Division, Five Year Route Strategy	2
2	UA 001479 - 001511	12/1999	Milan Business Plan-2000	2
2	UA 001512 - 001549	11/1999	United Atlantic Market Efficiencies	2
2	UA 001550 - 001559	09/29/1999	Austrian Airlines: VIE-USA Route Option Analysis OS Operated with UA Codeshare	2
2	UA 001560 - 001568	09/13/1999-10/7/1999	Pricing Daily	2
2	UA 001569 - 001570	08/15/2000	Pricing Daily	2
2	UA 001571 - 001615	12/23/1999	Atlantic Division Sales Strategy The Netherlands	2

Box Number	Bates Range	Date	Description	Responds to Question Number
2	UA 001616 - 001657	11/30/1999	Atlantic Division Sales Strategy: 2000 Belgium/Luxembourg	2
2	UA 001658 - 001700	11/30/1999	Atlantic Division Sales Strategy: 2000	2
2	UA 001701 - 001712	10/01/1999 -07/01/2000	Monthly Pan European Coordinators Report	2
2	UA 001713 - 001798	08/26/1999- 07/13/2000	Frass Activity Reports	2
2	UA 001799 - 001831	09/13/1999- 07/18/2000	Activity Report Belgium	2
2	UA 001832	09/22/1999	Pricing Daily	2
2	UA 001833 - 001870	08/30/1999- 01/04/2000	Bi-Weekly Report UK	2
2	UA 001871 - 001884	02/2000	Star Alliance: East Coast Connectivity	2
2	UA 001885 - 001894	06/08/2000- 08/11/2000	Pricing Daily	2
2	UA 001895 - 001906	09/2001	2002 Regional Planning Meeting Atlantic Division -- Offline Overview	2
2	UA 001907 - 001935	02/05/2000	Star Alliance and Carlson Wagonlit: A Travel Partnership for Europe 2000	2
2	UA 001936 - 001945	10/06/2000- 11/02/2000	Frass Activity Reports	2
2	UA 001946 - 001948	07/27/2000	Email Report on BA Sales Strategy	2
2	UA 001949 - 001950	07/27/2000	Email from Katrin Richter (LH) Re: LH/UA RTW ex JNB and pending identical business class TLV to the US	2
2	UA 001951 - 001965	02/02/2000	Email correspondence regarding commission reductions	2
2	UA 001966 - 001969	08/2000	New Route Forecast ORDARN	2
2	UA 001970 - 001973	08/2000	New Route Forecast ORDBRU	2
2	UA 001974 - 002005	03/12/2000	Star Alliance East Coast Presence	2
2	UA 002006 - 002016	02/2000	UA Trans Atlantic Route Planning EU Commission	2

Box Number	Bates Range	Date	Description	Responds to Question Number
2	UA 002017 - 002070	Undated	Alliances Report	2 & 5
2	UA 002071 - 002076	10/2000-12/2000	Atlantic Division Datapack Summaries	2
2	UA 002077 - 002086	03/2000-07/2000	Upper Cabin Share Reports	2
2	UA 002087 - 002092	03/2000-07/2000	Transatlantic High Yield Share Analyses	2
2	UA 002093 - 002124	Undated	Atlantic Division Sales Plan 2001 Germany	2
2	UA 002125 - 002159	01/10/2001	Atlantic Division Sales Plan 2001 France	2
2	UA 002160 - 002190	Undated	Atlantic Division Sales Plan 2001 The Netherlands	2
2	UA 002191 - 002219	Undated	Atlantic Division Sales Plan 2001 Belgium/Luxembourg	2
2	UA 002220 - 002262	Undated	Atlantic Division Sales Plan 2001 United Kingdom	2
2	UA 002263 - 002284	Undated	Atlantic Division Sales Plan 2001 Italy	2
2	UA 002285 - 002306	Undated	Atlantic Division Sales Plan 2001 - Offline Sales LONSN	2

Additional Documents:

Exhibit C to Joint Applicants' letter dated October 18, 2001 (United's O&D traffic data)

Exhibit D to Joint Applicants' letter dated October 18, 2000 (United's list of city pairs that would receive first on-line service via London or Manchester)

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Motion 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.

Kathleen A. Knowlton

Kathleen A. Knowlton

DATED: October 18, 2001

Megan Rae Rosia
Managing Director, Government Affairs
& Associate General Counsel
Northwest Airlines, Inc.
901 15th Street, N.W., Suite 310
Washington, D.C. 20005

USTranscom/TCJ5-AA
Attention: Air Mobility Analysis
508 Scott Drive
Scott AFB, IL 62225-5357

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

Roger W. Fones
Chief, Transportation, Energy &
Agriculture Section, Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W.
Suite 500
Washington, D.C. 20530

First Secretary (Transport)
British Embassy
3100 Massachusetts Avenue, N.W.
Washington, D.C. 20008

Joanne Young
For America West Airlines
Baker & Hostetler
1050 Connecticut Avenue, N.W.
Suite 1100
Washington, D.C. 20036

Nicholas Sabatini
Director of Flight Standards
Federal Aviation Administration
800 Independence Avenue, S.W.
AFS-1, Room 821
Washington, D.C. 20591

Brian Hunt
General Counsel
American Trans Air
P.O. Box 51609
Indianapolis, IN 46251-0609

John L. Richardson
For Amerijet
Crispin & Brenner, PLLC
1156 Fifteenth Street, N.W.
Suite 1105
Washington, D.C. 20005

Marshall S. Sinick
For Florida West International
Squire, Sanders & Dempsey
1201 Pennsylvania Avenue, N.W.
Suite 500
Washington, D.C. 20004

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

Robert E. Cohn
For Delta
Alexander Van der Bellen
Shaw Pittman
2300 N Street, N.W.
Washington, D.C. 20037

John Byerly
Office of Aviation Negotiations
Department of State
2201 C Street, N.W.
Suite 5830
Washington, D.C. 20520

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

Nathaniel P. Breed, Jr.
For Federal Express
Shaw Pittman
2300 N Street, N.W.
Washington, D.C. 20037

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

Michael F. Goldman
Silverberg, Goldman & Bikoff, LLP
1101 Thirtieth Street, N.W.
Suite 120
Washington, D.C. 20007

David Vaughan
For UPS
Kelley, Drye & Warren
1200 Nineteenth Street, N.W., Suite 500
Washington, D.C. 20036

Donald T. Bliss
For USAirways
O'Melveny & Myers
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109

R. Bruce Keiner
For Continental
Crowell & Moring
1001 Pennsylvania Avenue, N.W.
Suite 1100
Washington, D.C. 20004

Stephen H. Lachter
For DHL
Law Offices of Stephen H. Lachter
1150 Connecticut Avenue, N.W.
Suite 900
Washington, D.C. 20036

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

Julie Sorenson Sande
Manager, Contract and Regulatory Affairs
World Airways, Inc.
HLH Building
101 World Drive
Peachtree City, GA 30629

Alfred J. Eichenlaub
Senior Vice President and General Counsel
Polar Air Cargo, Inc.
100 Oceangate, 15th Floor
Long Beach, CA 90802

J. E. Murdock III
Shaw Pittman
2300 N Street, N.W.
Washington, D.C. 20037

Charles J. Simpson
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Washington, D.C. 20006

Edgar N. James
Marie Chopra
James & Hoffman, P.C.
1101 Seventeenth Street, N.W.
Suite 510
Washington, D.C. 20036

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

Don H. Hainbach
Boros & Garofalo, P.C.
1201 Connecticut Avenue, N.W.
Washington, D.C. 20036

Russ Pommer
Atlas Air, Inc.
901 - 15th Street, N.W.
Suite 700
Washington, D.C. 20005-2301

Vicki L. Hassman
For Air Transport International
BAX Global Inc.
16808 Armstrong Avenue
P.O. Box 19571
Irvine, CA 92623-9571

Anita Mosner
Eclat Consulting
Suite 602
1555 Wilson Boulevard
Arlington, VA 22209

K:\809875\1204\5423 service list for antitrust code share.doc