

Annex A Definitions

"ACH" means Airlines Clearing House, Inc.

"Affiliate" means, with respect to any person or entity, any other person or entity directly or indirectly controlling, controlled by, or under common control with, such person or entity. For purposes of this definition, "control" (including "controlled by" and "under common control with") means the power, directly or indirectly, to direct or cause the direction of the management and policies of such person or entity, whether through the ownership of voting securities, by contract or otherwise.

"Airline Guides" means the printed and electronic data versions of the "Official Airline Guide" and the "ABC World Airlines Guide," and their respective successors.

"Business Day" means any day other than a Saturday, Sunday or other day on which banking institutions in New York, New York are required by law, regulation or executive order to be closed.

"Codeshared Passenger" means a passenger traveling on a Marketing Carrier Ticket.

"Conditions of Carriage" means those tariffs and rules of carriage of a party that govern the transport of passengers traveling on tickets showing such party's Code in the carrier code box of the flight coupon.

"CRS" means a computerized reservations system owned or operated by any entity, including either party to this Agreement, that contains information about commercial airline schedules, fares, cargo rates, passenger and cargo tariff rules and flight availability that is made available to travel agents, cargo agents and other non-airline entities to facilitate their ability to make reservations and issue tickets and air waybills.

"Damages" means all claims, suits, penalties, liabilities, judgments, fines, losses and expenses of any nature or kind whatsoever under the laws of any jurisdiction, including reasonable costs and expenses of investigating, preparing or defending any claim, suit, action or proceeding (including post judgment and appellate proceedings or proceedings that are incidental to the successful establishment of a right of indemnification), such as reasonable attorneys' fees and fees for expert witnesses, consultants and litigation support services, but not including internal expenses of the indemnified party, such as employee salaries and the costs of cooperating in the investigation, preparation or defense of claims.

"IATA" means the International Air Transportation Association.

"Implementation Date" means August 1, 1997 or ninety (90) days after the date on which all necessary Governmental Approvals have been received by the parties, whichever date is earlier.

"Marketing Carrier" means the party whose Code is shown in the carrier code box of a flight coupon for a Codeshared Flight but which is not the Operating Carrier.

"Marketing Carrier Ticket" means a ticket issued by the Marketing Carrier, Operating Carrier or a third party showing the Marketing Carrier's Code in the carrier code box of the flight coupon.

"Marketing Flight(s)" means a Codeshared Flight when shown only as a flight of the Marketing Carrier.

"Operating Carrier" means the party having operational control of an aircraft used for a given Codeshared Flight.

"Reservations System" means the internal computerized airline passenger or cargo reservations system used by the personnel of an airline that contains information about flight schedules, fares, cargo rates, passenger and cargo tariff rules and seat availability of that airline and other carriers, and provides the ability to make reservations and issue tickets or air waybills.

"Ticketing Carrier" means a carrier whose traffic documents are used to issue a ticket.

"Ticket Taxes" means any transactional taxes or passenger facility charges, including, without limitation, sales taxes, use taxes, stamp taxes, excise taxes, value added taxes, gross receipts taxes, departure taxes, surcharges and travel taxes, and all related charges, fees, licenses or assessments (and any interest or penalty thereon) imposed by any authority in any country, or political subdivision thereof or public authority operating therein (including, without limitation any national, federal, state, provincial, territorial, local, municipal, port or airport authority) or levied upon it by operation of applicable law or industry standard. Ticket Taxes together with the taxes referred to in Section 20.1 are hereinafter collectively referred to as **"Taxes"**.

"United States" or "U.S." means the fifty (50) states of the United States of America, the District of Columbia, Puerto Rico and all other territories.

"\$" or "US\$" or "Dollars" means lawful currency of the United States of America.