

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

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In the matter of)	
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Computer Reservations System (CRS) Regulations)	Docket No. OST-97-2881
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In the matter of)	
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Petition for Interpretation of Computer Reservations System (CRS) Regulations)	Docket No. OST-99-5888
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**SUPPLEMENTAL REPLY COMMENTS OF
AMADEUS GLOBAL TRAVEL DISTRIBUTION, S.A.**

Amadeus Global Travel Distribution, S.A. (“Amadeus”) hereby replies to the October 7, 1999 Supplemental Comments filed by United Air Lines, Inc. (“United”) in Docket OST-97-2881.¹ This reply will respond to United’s arguments for elimination of the system owner obligations and will demonstrate (in part on the basis of newly announced financial and marketing ties between United and Galileo International, Inc.) that United’s arguments are not

¹ To the extent that it may be necessary, Amadeus hereby moves for leave to file these Supplemental Reply Comments. The views expressed in these Comments will provide the Department with a more complete record on the issues addressed.

well-founded. Amadeus will also address United's arguments, and those of others, favoring the tying of discount fares to use of a system owned by the airline offering those fares. In its June 24, 1999 Petition for Interpretation of the Computer Reservations System Regulations filed in Docket OST-99-5881, Amadeus asked the Department to interpret its rules so as to clearly prohibit this anticompetitive tying practice, and Amadeus will here demonstrate why the arguments in opposition are not persuasive. Accordingly, Amadeus submits this reply in that docket as well.

I. INTRODUCTION

In its Supplemental Comments, United argues that it is merely an "investor" in Galileo International, Inc. ("Galileo") and therefore in the Apollo CRS operated by Galileo, having reduced its ownership share in Galileo from approximately 34% to something slightly less than 17%. United Comments at 4, 6. Pointing to the increased public ownership of Galileo and revised ownership structures of certain other CRSs, United urges, as it did in its December 12, 1997 Comments in Docket OST-97-2881, that the Department's CRS rules imposing requirements on "system owner" carriers should be substantially revised to eliminate restrictions that it describes as "out of date." United Comments at 13.² Among the restrictions that United clearly wants eliminated is the so-called mandatory participation rule set forth at 14 C.F.R.

² United correctly notes that Amadeus has recently completed an initial public offering of its stock. United Comments at 3, n.2. As a result of that IPO, Amadeus stock is now owned 25% by Iberia, 25% by Lufthansa, 25% by Air France and 25% by public investors. The three airlines combined hold over 95% of the voting rights in Amadeus.

§ 255.7(a), a rule designed to prevent system owner airlines from discriminating against CRSs in which they hold no ownership interest.³ Alternatively, United asks DOT to revise the definition of “system owner” at 14 C.F.R. § 255.3 to embrace only those carriers that “have the ability to control a system, either through ownership or contractual undertakings.” United Comments at 14.

Like its prior assault on the mandatory (*i.e.*, non-discriminatory) participation rule, United’s latest attack on system owner requirements should be rejected by the Department. The Department established the mandatory participation rule to prohibit carriers with equity interests in CRSs from abusing their market position to distort airline and CRS competition by discriminating in favor of the CRS in which they hold an interest over other CRSs. The rule remains essential to DOT’s laudable non-discrimination goals and should continue to be applied to United and other system owners. The five-year investment, joint marketing and hosting agreement announced by United and Galileo on December 13, 1999 underscores that the links between those two entities remain tight, and that United should remain subject to the non-discrimination requirements imposed on system owners.

Further, United’s opposition to the Amadeus petition concerning the tying by airlines of certain discount fares to use of an affiliated CRS is misplaced. The Department’s rules already prohibit a system owner from requiring the use of its affiliated system for the sale of its air transportation services. *See* section 255.8(c). Amadeus requests only that the Department interpret this and related rules to clearly prohibit such tying with respect to the substantial volume of corporate business booked through CRSs.

³ United would also presumably have the Department eliminate the requirement now imposed on system owners by section 255.7(b) to provide complete and timely data to other

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A. United's Assertion that It Cannot Control Galileo is Misplaced

At the time that it adopted the participation rule and other limits on system owners in 1992, DOT found the rule necessary “to prevent a carrier from limiting its participation in competing systems so that agencies at its hubs -- agencies that usually need the best information and transaction capabilities on that carrier -- will be forced to subscribe to its system.”⁴ The rule thus applies to airlines with CRS ownership interests, and addresses the incentive and ability of an airline with a direct financial stake in a CRS to distort competition by limiting its participation in other systems.⁵

Accordingly, the issue of an airline's “control” over the operation of a CRS -- the issue on which United focuses its Supplemental Comments -- is irrelevant to the operation and purpose of the system owner rules. Rather, it is the airline's financial interest that carries with it the incentive to distort CRS competition in the air service markets in which the airline is dominant, regardless of the airline's ability to exercise control over the CRS in which it has an ownership interest. This is precisely the reason that DOT made the participation rule applicable to all carriers with an ownership interest of 5% or more. *See* 14 C.F.R. Part 255.3 (definition of “system owner.”)

systems.

⁴ *Computer Reservations System Regulations*, 57 Fed. Reg. 43780, 43795 (Sept. 22, 1992). *See also id.* at 43800 (“We conclude that [the mandatory participation rule] is justified on competitive grounds, since it will keep a CRS owner from using its dominance of a regional airline market as a tool for obtaining dominance in the area's CRS market.”).

⁵ The participation rule is subject to the important condition, overlooked by United, that participation by a system owner airline in other CRSs be offered at “commercially reasonable terms for such participation.” *See* 14 C.F.R. § 255.7(a).

This 5% ownership test obviously is not, and was not intended to be, the equivalent of a control test. If control of a CRS had been the guiding principle of the system owner concept, the Department would presumably have said so in its rule, or established an equity test significantly greater than 5%. The Department did not do so because its goal was a definition of system owner that encompasses any airline with more than a *de minimis* (i.e., 5% or more) ownership interest in a CRS, including even any airline whose ownership interest in a CRS is indirect, since such an interest carries with it the incentive to discriminate.

B. United Has Offered No Sound Reason for Modifying the System Owner/Participation Rules

United suggests that the Department should reconsider the definition of system owner in light of changes in the ownership structure of CRSs since the definition was adopted. United Comments at 2. However, United has offered no reasoned basis for its position.

The Department considered and rejected the control test United now espouses in the 1992 rulemaking proceeding adopting the CRS rules. In that proceeding, the Department had proposed adopting the term “system vendor,” which would have embraced any carrier or affiliate that controlled or operated a system.⁶ In its final rule, the Department instead adopted the current definition of the term “system owner.” The Department noted in this regard that Worldspan had no majority airline owner and thus no single airline could control that CRS.⁷ Moreover, Covia argued that further CRS regulation was altogether unnecessary (at least insofar

⁶ See 57 Fed. Reg. at 43795.

⁷ *Id.*

as Covia/Apollo were concerned) because Covia was operated as a stand-alone system and United had no control over its operation.⁸ The Department firmly rejected Covia's argument.⁹

In fact, in the 1992 proceeding, DOT concluded that “[a]s a general matter . . . every owner should be considered as a system owner for most purposes.”¹⁰ However, the Department decided to exempt owner airlines with less than a 5% equity interest from the system owner requirements, reasoning only an owner “with such a small ownership interest is unlikely to have the incentive or the ability (particularly if it is a foreign carrier) to limit its participation in competing systems in order to further the marketing of the system in which it holds an equity interest.”¹¹

The possibility of discrimination that the Department envisioned in 1992 continues to exist in the case of the “non-control” relationship asserted to exist between United and Galileo/Apollo, as well as in other current airline/CRS ownership settings where the airline may lack corporate control over the CRS. As one of the largest carriers in the world, and the largest single shareholder in Galileo, United stands in sharp contrast to the type of carrier DOT described when it established the 5% rule. Not only does United have a significant interest in the economic success of Galileo (an interest that has been enhanced by the five year agreement just announced between the two), but it has the right to appoint two directors to the thirteen-member Galileo board of directors and obvious influence over the appointment of other directors as well.

⁸ *Id.* at 43788.

⁹ *See id.* *See also id.* at 43795 (“[B]oth direct and indirect ownership will be used in determining whether a carrier is a system owner.”).

¹⁰ 57 Fed. Reg. at 43795 (emphasis added).

¹¹ *Id.*

With such a significant stake in Galileo's financial well-being, United has every incentive to favor the Galileo/Apollo system over other CRSs by, for example, participating in that system at a higher level of functionality or providing more or more timely fare and other information to that system – were the rules amended to allow it to do so.

Further, as one of the largest carriers in the United States, United's size and market clout affords it the opportunity to significantly distort the CRS market in favor of a CRS from which it derives an economic benefit. In areas of the country where United is the dominant carrier (*e.g.*, Chicago and Denver), it would be in a position (absent the Department's current rules) to make it very difficult for other CRSs to compete, while potentially skewing airline competition further in its favor. Moreover, the common practice of tying corporate discount fares to the use of an affiliated CRS should dispel any doubt that, given the opportunity, a system owner will limit its participation in other CRSs to promote its affiliated CRS.¹²

This likelihood of discrimination would exist even if United were to further reduce its ownership interest by one half or more. By focusing its arguments on actual control rather than on ownership interests that are more than *de minimis*, United has lost focus on the fact that the business incentive to favor one CRS over another is the factor that underpins the need for the Department's current rules governing system owner participation in other CRSs. This incentive

¹² As the Department has noted, “[A] firm may not illegitimately use its monopoly power in one industry [*e.g.*, regional dominance in particular air services markets] to acquire an unfair competitive advantage in a second industry [*e.g.*, CRSs].” 57 Fed. Reg. at 43790. According to the Department, such monopoly leveraging constitutes an unfair method of competition under 49 U.S.C. § 41712. *Id.* Further, in this context, such leveraging limits the amount of information available to consumers and raises consumer costs.

is not eliminated by the recent changes in the ownership situations of some CRSs, United's claims to the contrary notwithstanding.¹³

Indeed, on December 13, 1999, United and Galileo announced a new, five-year "multi-faceted" agreement that continues and enhances the close links between that airline and the CRS in which it is the largest stakeholder. *See* Galileo press release attached hereto as Exhibit 1. According to the press release, the agreement "further strengthens the relationship Galileo and United have developed over twenty-five years in the travel distribution arena." United will initially commit \$5 million to advertising and promotion of a new Galileo Internet travel Web site on which United will offer products and services "not available on independent travel Web sites;" Galileo will continue as the booking engine behind United's own Web site; and Galileo will continue to host United's internal reservations system. Moreover, the press release reports that the multi-year agreement "establishes a relationship between the United and Galileo sales teams" under which the "sales organizations will engage in joint sales and promotion activities with travel agency and corporate customers" with a view toward enhancing Galileo's market position. The strong and long-term financial and marketing arrangements established by this new agreement remove any doubt as to the strength of the links between United and Galileo, and as to the need for system owner rules to offset the incentive of that airline to discriminatorily favor Galileo over other CRSs.

Even if United did not hold a significant ownership stake in Galileo, the system owner rules should apply in consequence of its joint marketing relationship with Galileo. The

¹³ In any event, the Department's rules should not be modified merely because United and certain other carriers have reduced or eliminated their stakes in CRSs. The elimination of the system owner rules sought by United would in fact incentivize carriers not only to favor one

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Department recognized in its parity clause decision just two years ago that airlines that either hold an equity interest or that hold no equity at all but that market a CRS “might well choose to discriminate against competing systems in order to create a marketing advantage for the system that they own or promote.”¹⁴ With the support of the Justice Department, DOT thus excepted from the general rule against the enforceability of parity clauses contracts with those airlines that market a CRS, as well as those that own, directly or indirectly, a CRS. *See* § 255.6(e).¹⁵ In that same parity clause decision, the Department reserved for this proceeding consideration of whether its system owner participation rule likewise should be extended to cover non-equity-owning airline marketers of CRSs.¹⁶ As underscored by the new United/Galileo agreement, the sound logic of the parity clause decision fully supports such an extension of the anti-discriminatory participation rule to marketing carriers, rather than the retrenchment from that rule advocated by United.

United argues that efforts by some parties (including Amadeus) to extend all of the anti-discrimination rules applicable to system owners to non-owner marketers of CRSs (such as Southwest Airlines) are misplaced and that instead the playing field should be evened by repealing the application of the CRS anti-discrimination rules to all airlines (presumably even to an airline, such as American Airlines, with a significant controlling interest in a CRS). United

CRS over another, but to increase their equity share in the favored CRS in order to thereby reap more of the financial benefit of their discrimination.

¹⁴ *Computer Reservations System Regulations (Parity Clauses)*, 62 Fed. Reg. 59784, 59801 (Nov. 5, 1997).

¹⁵ United claims at page 8 of its comments that the Department has never sought “to regulate the CRS participation of carriers that did not own or control systems.” This statement is patently wrong, as section 255.6(e) demonstrates.

¹⁶ 62 Fed. Reg. at 59799.

Comments at 10. United has it backwards here too. As discussed above, the anti-discrimination rules are designed to preserve and protect competition by ensuring that airlines with an incentive to favor one CRS over another may not do so.¹⁷

United also calls into question whether Galileo/Apollo remains a carrier-affiliated CRS subject to the Department's Part 255 rules. United Comments at 5, n.5. The answer is clear -- considerably more than a *de minimis* amount of that entity's equity is airline-owned, albeit a smaller percentage than was the case several months ago. United has offered no policy reason why a CRS in which any airline continues to hold an economic interest should be exempt from the Department's rules.

C. United's Comments on the Corporate Discount Tying Issue Are Unpersuasive

United's Supplemental Comments also address, at footnote 6 on page 7, Amadeus' June 24, 1999 Petition For Interpretation of CRS Rules in Docket OST-99-5888, in which Amadeus requested that DOT interpret its rules to prohibit the tying of corporate discount fares to use of a particular CRS affiliated with the carrier offering the discounted fares.¹⁸ United opposes this Petition on the ground that, to the extent such tying constitutes an illegal arrangement in violation of the antitrust laws (which United disputes), adequate remedies already exist to enjoin the practice.

¹⁷ Apparently unable to find any analogous precedent in the airline business, United relies on an Federal Communications Commission staff report on non-regulation of the Internet to argue that any leveling should be in the direction of deregulation. Amadeus is not opposed to deregulation in markets where competition is likely to flourish absent regulation. The airline reservations services market is, unfortunately, not such a market, as DOT has recognized on many occasions. *See Second Extension of Computer Reservations Systems Regulations*, 64 Fed. Reg. 9457, 9458 (Feb. 26, 1999); 57 Fed. Reg. at 43783-87.

¹⁸ Amadeus asked, in the alternative, that the Department modify its rules to clearly prohibit this practice.

United's argument misses the mark. First, although Amadeus believes that such tying is unlawful under the antitrust laws, the Department's authority exceeds the scope of those laws. Should the Department find that a practice is anticompetitive or otherwise unfair or deceptive within the meaning of 49 U.S.C. § 41712, it need not also find that it is antithetical to the antitrust laws in order to prohibit it. Notably, the Department has already acknowledged that the tying of fares to use of a particular CRS resembles an unlawful tying arrangement.¹⁹ As Amadeus detailed in its Petition, the Department can readily interpret its existing rules at sections 255.7 and 255.8, including the "commonly available" language at section 255.7(b), to prohibit the tying of corporate discounts offered by an airline to use of an affiliated CRS. Indeed, Section 255.8(c) of the Department's rules already provides that, "No system owner may require use of its system by the subscriber in any sale of its transportation services." Amadeus asks only that the Department apply these terms to prohibit the widespread practice whereby system owners leverage their market power to require the use of affiliated systems in the sale of a substantial volume of their discount fares.

Second, to the extent that tying violates the antitrust laws, the antitrust remedies relied upon by United are slow, cumbersome and expensive, in contrast to a clearly enforceable DOT rule. Further, the Department of Justice may be unlikely to take enforcement action since DOT has thus far declined to do so.

Third, United overlooks that the widespread practice about which Amadeus complains seriously distorts competition in the CRS industry because carriers that dominate a regional air transportation market can use their market power to coerce travel agencies and their corporate customers to purchase affiliated CRS services (and cease using competitive services), whether or

¹⁹ See 57 Fed. Reg. at 43801.

not they would otherwise have done so in a competitive market. Because this practice is anticompetitive, the Department should make clear that its regulations do not allow it.²⁰

CONCLUSION

For all of the above reasons, the Department should decline United's invitation to eliminate the obligations that the rules impose on system owners, including the non-discriminatory participation rule, and should move forward to act on Amadeus' Petition for Interpretation consistent with the views set forth above and in that Petition.

Respectfully submitted,

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²⁰ In its July 6, 1999 reply to the Amadeus Petition in Docket No. OST 99-5888, Delta Air Lines, Inc. argues that Amadeus' proposal would inject the Department into commercial relationships between airlines and their corporate accounts. Amadeus proposes nothing so intrusive: DOT's current rules prohibit a system owner from tying the use of a particular CRS to the ability of a subscriber to sell air transportation services offered by that owner airline and require that all commonly available fares offered by a system owner be made available to all systems. Amadeus proposes only that the Department pronounce that these proscriptions extend to corporate discount fares. The EU's Code of Conduct for CRSs, like the Canadian CRS regulations, already prohibit tying of CRS services to such discounts (*see* page 15 of Amadeus's June 24, 1999 Petition), and it would hardly raise new or difficult problems if DOT's rules were appropriately harmonized in that regard.

CERTIFICATE OF SERVICE

I hereby certify that I have this 13th day of December, 1999 served a copy of the foregoing Supplemental Reply Comments of Amadeus Global Travel Distribution, S.A. on all of the parties of record in these proceedings as identified on the attached service list.

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