

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

Joint Application of)	
)	
UNITED AIR LINES, INC.)	
and)	Docket OST-97-3237
COMPANIA MEXICANA DE AVIACION,)	
S.A. DE C.V.)	
)	
for an exemption under 49 U.S.C. §40109 and a)	
statement of authorization under 14 C.F.R. §212)	
(U.S.-Mexico code sharing))	
)	

**SUPPLEMENT OF UNITED AIR LINES, INC. AND
COMPANIA MEXICANA DE AVIACION, S.A. DE C.V.**

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DATED: February 22, 1999

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United Air Lines, Inc. ("United") and Compania Mexicana de Aviacion, S.A. de C.V. ("Mexicana") hereby supplement their above-captioned joint application, as amended on February 12, 1999, as follows:

1. Pursuant to the January 26, 1999 U.S.-Mexico Air Transport Agreement Annex III on cooperative service arrangements, United and Mexicana amended their application pending in the above-referenced docket on February 12, 1999 to (1) enumerate the transborder markets for which they seek an immediate code-share designation, exemption and statement of authorization; and (2) seek blanket statements of authorization permitting interior starburst code-sharing beyond/behind the parties' gateways.

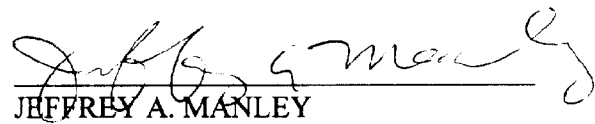
2. United and Mexicana file this supplement to clarify that they also seek the underlying exemption authority necessary to engage in interior starburst code-sharing. Although a request for underlying exemption authority for interior code sharing is effectively contained in the United/Mexicana initial application pending in Docket OST-97-3237, the original request detailed specific interior points to which the parties sought to code-share. If, however, the Department is prepared to grant blanket interior exemption authority for code-share purposes, such as that requested by American and Aero California in Dockets OST-97-2477 and OST-99-5113, the Department also should grant blanket exemption authority of the same scope to United and Mexicana, consistent with the terms of the U.S.-Mexico Air Transport Agreement, as amended.

WHEREFORE, United and Mexicana respectfully request that their joint application pending in Docket OST-97-3237, as amended February 12, 1999 and as supplemented herein, be granted immediately.

Respectfully submitted,


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