

Exhibit D Special Prorate Agreement

The Carriers agree to offer fares that will improve their respective market positions in each other's home country point-of-sale and fully leverage one another's route networks.

The attached Special Prorate Agreement document (Exhibit D-1) which are signed separately from the MCA addresses the following:

- a) Prorate Agreement for the period before July 1, 2003
- b) Prorate Agreement for the period beginning July 1, 2003 covering transpacific flight sectors

CA will be offered a preferred pricing for the Visit USA program upon signing of the Prorate Agreement referenced in (b) above.

GA
JK