

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of :
 :
THE AUSTRIAN GROUP :
BRITISH MIDLAND AIRWAYS LIMITED :
DEUTSCHE LUFTHANSA AG :
POLSKIE LINIE LOTNICZE LOT S.A. :
SWISS INTERNATIONAL AIR LINES LTD. :
TAP AIR PORTUGAL : OST-2005-22922
and :
UNITED AIR LINES, INC. :
 :
 :
under 49 U.S.C. §§ 41308 and 41309 for :
approval of and antitrust immunity for :
Alliance Expansion Agreements and an :
Amended Coordination Agreement :

CONFIDENTIALITY AFFIDAVIT FOR AMERICAN AIRLINES, INC.

District of Columbia)
City of Washington) ss:

CARL B. NELSON, JR., being first duly sworn, deposes and says:

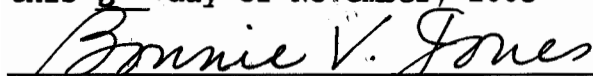
1. I am currently employed as an Associate General Counsel for American Airlines, Inc. I am an attorney at law, and need to examine certain information made available by the parties to this proceeding which is or may be deemed to be confidential.

2. I promise to use the confidential information filed in this proceeding only for the purpose of participating in this proceeding, and will disclose such information only to other persons who have filed valid affidavits in this docket.



CARL B. NELSON, JR.
Associate General Counsel
American Airlines, Inc.
1101 17th Street, N.W., Ste. 600
Washington, D.C. 20036
(202) 496-5647
carl.nelson@aa.com

Subscribed to and sworn to before me
this 8th day of November, 2005



Notary Public

My Commission expires: _____

My Commission Expires May 14, 2007

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of :
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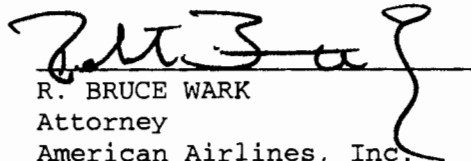
CONFIDENTIALITY AFFIDAVIT FOR AMERICAN AIRLINES, INC.

State of Texas)
County of Tarrant) ss:

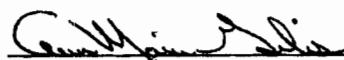
R. BRUCE WARK, being first duly sworn, deposes and says:

1. I am currently employed as an Associate General Counsel for American Airlines, Inc. I am an attorney at law, and need to examine certain information made available by the parties to this proceeding which is or may be deemed to be confidential.

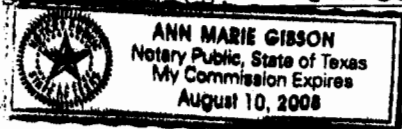
2. I promise to use the confidential information filed in this proceeding only for the purpose of participating in this proceeding, and will disclose such information only to other persons who have filed valid affidavits in this docket.


R. BRUCE WARK
Attorney
American Airlines, Inc.
P.O. Box 619616, MD 5675
DFW Airport, Texas 75261

Subscribed to and sworn to before me
this 7th day of November, 2005



Notary Public
My Commission Expires: 8-10-2008



BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Joint Application of :
: THE AUSTRIAN GROUP :
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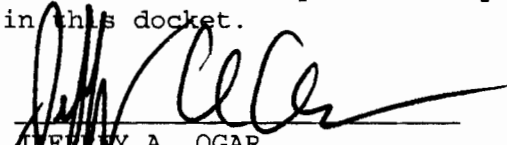
CONFIDENTIALITY AFFIDAVIT FOR AMERICAN AIRLINES, INC.

State of Texas)
County of Tarrant) ss:

JEFFREY A. OGAR, being first duly sworn, deposes and says:


1. I am currently employed as an Attorney for American Airlines, Inc. I am an attorney at law, and need to examine certain information made available by the parties to this proceeding which is or may be deemed to be confidential.

2. I promise to use the confidential information filed in this proceeding only for the purpose of participating in this proceeding, and will disclose such information only to other persons who have filed valid affidavits in this docket.



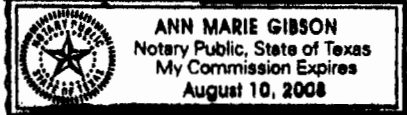
JEFFREY A. OGAR
Attorney
American Airlines, Inc.
P.O. Box 619616, MD 5675
DFW Airport, Texas 75261

Subscribed to and sworn to before me
this 7th day of November, 2005



Notary Public

My Commission expires: 8-10-2008



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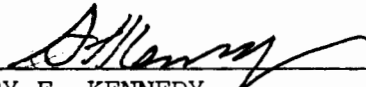
CONFIDENTIALITY AFFIDAVIT FOR AMERICAN AIRLINES, INC.

State of Texas)
County of Tarrant) ss:

GARY F. KENNEDY, being first duly sworn, deposes and says:

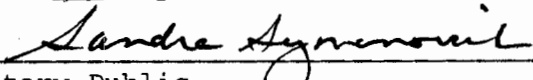
1. I am Senior Vice President and General Counsel of American Airlines, Inc. I am an attorney at law, and need to examine certain information made available by the parties to this proceeding which is or may be deemed to be confidential.

2. I promise to use the confidential information filed in this proceeding only for the purpose of participating in this proceeding, and will disclose such information only to other persons who have filed valid affidavits in this docket.

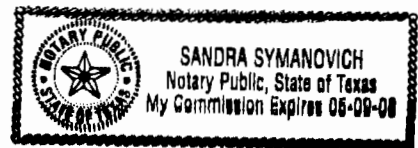


 GARY F. KENNEDY
 Senior Vice President &
 General Counsel
 American Airlines, Inc.
 P.O. Box 619616, MD 5675
 DFW Airport, Texas 75261

Subscribed to and sworn to before me
this 7th day of November, 2005



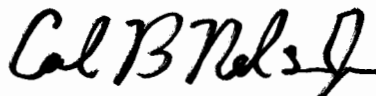
 Notary Public
 My Commission expires: 5-9-08



CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document by email on the following persons:

bruce.rabinovitz@wilmerhale.com
david.heffernan@wilmerhale.com
jonathan.moss@wilmerhale.com
esahr@condonlaw.com
erin.sweeney@swiss.com
bkeiner@crowell.com
recohn@hhlaw.com
sascha.vanderbellen@hhlaw.com
megan.rosia@nwa.com
jeffrey.manley@wilmerhale.com
msinick@ssd.com
anbird@fedex.com
dvaughan@kelleydrye.com
jrichardson@johnrichardson.com
lhalloway@crowell.com
bill.evans@piperrudnick.com
efaberman@wrf.com
mroller@rollerbauer.com
howard_kass@usairways.com
youngj@gtlaw.com
kirsteind@gtlaw.com
jhill@dlalaw.com
mgoldman@sbgdc.com
rsilverberg@sbgdc.com
dhainbach@ggh-airlaw.com
mcmillin@woa.com
mchopra@jamhoff.com
donna.kooperstein@usdoj.gov
patrick.nickens@hq.transcom.mil
jim.ballough@faa.gov



CARL B. NELSON, JR.

November 8, 2005