



**UNITED STATES OF AMERICA
DEPARTMENT OF TRANSPORTATION
OFFICE OF THE SECRETARY
WASHINGTON, D.C.**

Issued by the Department of Transportation
on the 29th Day of December 2014

Application of

**VIRGIN ATLANTIC AIRWAYS, LTD.
DELTA AIR LINES, INC.
SOCIÉTÉ AIR FRANCE
KONINKLIJKE LUCHTVAART MAATSCHAPPIJ N.V.
ALITALIA COMPAGNIA AEREA ITALIANA S.P.A**

Docket DOT-OST-2013-0068

**under 49 U.S.C. §§ 41308 and 41309 for approval of
and antitrust immunity for alliance agreements**

Joint Application of

**Alitalia-Linee Aeree Italiane-S.p.A.,
Czech Airlines
Delta Air Lines, Inc.,
KLM Royal Dutch Airlines,
Northwest Airlines, Inc, and
Société Air France**

Docket DOT-OST-2007-28644

**for Approval of and Antitrust Immunity for Alliance
Agreements under 49 U.S.C. §§ 41308 and 41309**

Joint Application of

**DELTA AIR LINES, INC.
KOREAN AIR LINES CO., LTD.
SOCIÉTÉ AIR FRANCE
ALITALIA-LINEE AEREE ITALIANE-S.p.A.
CZECH AIRLINES**

**under 49 U.S.C. §§ 41308 and 41309 for approval of
and antitrust immunity for alliance agreements**

Docket DOT-OST-2002-11842

Joint Application of

**DELTA AIR LINES, INC.
SOCIÉTÉ AIR FRANCE
ALITALIA-LINEE AEREE ITALIANE-S.p.A.
CZECH AIRLINES**

**under 49 U.S.C. §§ 41308 and 41309 for approval of
and antitrust immunity for alliance agreements**

Docket DOT-OST-2001-10429

ORDER

The above-captioned carriers are members of alliances that are operating with grants of antitrust immunity.¹

One of the carriers, Alitalia, is transferring its entire business from one entity, Alitalia - Compagnia Aerea S.p.A.'s ("Old Alitalia") to a new entity, Alitalia – Società Aerea Italiana S.p.A. ("New Alitalia") as part of a restructuring and recapitalization. The details of the transaction are provided in the public proceeding in which the Department has tentatively approved Alitalia's request to transfer its foreign air carrier permit and related authorizations, and granted New Alitalia an exemption to permit the carrier to serve the United States pending the issuance of a new foreign air carrier permit.² On December 22nd, Alitalia's counsel sent a letter to the Department, providing an update on the status of

¹ See Order 2002-1-6 (January 18, 2002), Docket DOT-OST-2001-10429, Order 2002-6-18 (June 27, 2002), Docket DOT-OST-2002-11842, Order 2008-5-32 (May 22, 2008), Docket DOT-OST-2007-28644, and Order 2013-9-14 (September 23, 2013), Docket DOT-OST-2013-0068.

² See Order 2014-12-16 (Dec. 29, 2014), Docket DOT-OST-2014-0210.

the transfer. Counsel stated that, effective January 1, 2015, New Alitalia would succeed Old Alitalia with respect to the latter's existing business arrangements, including the alliance and joint business arrangements that were examined in the antitrust immunity proceeding. Counsel further state that the carriers have no plans to change the core commercial terms of the agreements as a result of the transfer, and that the carriers covered by the relevant orders have been consulted in connection with the letter and have agreed to the modification of the ordering paragraphs as requested.³

Based upon this information, we have decided to make a technical change in Alitalia's antitrust immunity to reflect the updated and correct legal name of the company. The change allows New Alitalia to become the holder of the authority upon the closing of the transaction, effective as soon as January 1st, 2015. We find that the transfer of Alitalia's assets to a new entity raises no new competitive or policy issues. Thus, the findings and conclusions in the underlying orders – Orders 2002-1-6, 2002-6-18, 2008-5-32, and 2013-9-14 – remain valid, and the antitrust immunity remains in effect.

We are placing a copy of the December 22nd letter from Alitalia's counsel in the dockets, and we will serve this order on interested parties.

ACCORDINGLY:

1. We amend Order 2013-9-4 by striking the phrase “Alitalia Compagnia Aerea S.P.A.” from ordering paragraphs 1, 2, 3, 4, and 6, and inserting in its place “Alitalia – Società Aerea Italiana S.p.A.”.
2. We amend Order 2009-6-26, amending Order 2008-5-32, by striking the phrase “Alitalia-Compagnia Aerea Italiana S.p.A.” from ordering paragraphs 1, 2, and 3, and inserting in its place “Alitalia – Società Aerea Italiana S.p.A.”.
3. We amend Order 2002-6-18 by striking the phrase “Alitalia-Linee Aeree Italiane-S.p.A.” from ordering paragraphs 1, 2, 3, 5, and 6, and inserting in its place “Alitalia – Società Aerea Italiana S.p.A.”.
4. We amend Order 2002-1-6 by striking the phrase “Alitalia-Linee Aeree Italiane S.p.A.” from ordering paragraphs 1, 3, 4, 5, 6, and 7, and inserting in its place “Alitalia – Società Aerea Italiana S.p.A.”.⁴

³ Letter from Jonathon Foglia, Richard Mathias, and David Endersbee, Attorneys for Alitalia, to Todd M. Homan, Director, DOT Office of Aviation Analysis (Dec. 22nd, 2014).

⁴ Effective as of the date of the issuance of this order, the Department considers the terms “ATI Applicants” and “Joint Applicants,” as used in the orders in Dockets DOT-OST-2013-0068, DOT-OST-2007-28644, DOT-OST-2002-11842, and DOT-OST-2001-10429, to include New Alitalia.

By:

SUSAN L. KURLAND
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