UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

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Phoenix, AZ 85007

DISTRICT OF COLUMBIA
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STATE OF FLORIDA
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STATE OF MICHIGAN
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COMMONWEALTH OF PENNSYLVANIA
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STATE OF TENNESSEE
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Nashville, TN 37202

STATE OF TEXAS
300 W.15th Street, 7th Floor
Austin, TX 78701

and

COMMONWEALTH OF VIRGINIA
900 East Main Street
Richmond, VA 23219

Plaintiffs,

v.

US AIRWAYS GROUP, INC.
111 W. Rio Salado Parkway
Tempe, AZ 85281

and

AMR CORPORATION
4333 Amon Carter Boulevard
Fort Worth, TX 76155

Defendants.

AMENDED COMPLAINT

The United States of America, acting under the direction of the Attorney General of the United States, and the States of Arizona, Florida, Michigan, Tennessee, Texas, the Commonwealths of Pennsylvania and Virginia, and the District of Columbia ("Plaintiff States"), acting by and through their respective Attorneys General, bring this civil action under federal antitrust law to enjoin the planned merger of two of the nation's five major airlines, US Airways Group, Inc. ("US Airways") and AMR Corporation ("American"), and to obtain equitable and other relief as appropriate.

I. INTRODUCTION

1. Millions of passengers depend on the airline industry to travel quickly, efficiently, and safely between various cities in the United States and throughout the world. Since 1978, the nation has relied on competition among airlines to promote affordability, innovation, and service and quality improvements. In recent years, however, the major airlines have, in tandem, raised fares, imposed new and higher fees, and reduced service. Competition has diminished and consumers have paid a heavy price. This merger—by creating the world's largest airline—would, in the words of US Airways' management, "finish[ ] industry evolution." It would reduce the number of major domestic airlines from five to four, and the number of "legacy" airlines—today, Delta, United, American, and US Airways—from four to three. In so doing, it threatens substantial harm to consumers. Because of the size of the airline industry, if this merger were approved, even a small increase in the price of airline tickets, checked bags, or flight change fees would cause hundreds of millions of dollars of harm to American consumers annually.

2. American and US Airways compete directly on thousands of heavily traveled nonstop and connecting routes. Millions of passengers benefit each year from head-to-head competition that this merger would eliminate. With less competition, airlines can cut service and raise prices with less fear of competitive responses from rivals.

3. This merger will leave three very similar legacy airlines—Delta, United, and the new American—that past experience shows increasingly prefer tacit coordination over full-throated competition. By further reducing the number of legacy airlines and aligning the economic incentives of those that remain, the merger of US Airways and American would make it easier for the remaining airlines to cooperate, rather than compete, on price and service. That enhanced

cooperation is unlikely to be significantly disrupted by Southwest and JetBlue, which, while offering important competition on the routes they fly, have less extensive domestic and international route networks than the legacy airlines.

4. US Airways' own executives—who would run the new American—have long been "proponents of consolidation." US Airways believes that the industry—before 2005—had "too many" competitors, causing an "irrational business model." Since 2005, there has been a wave of consolidation in the industry. US Airways has cheered these successive mergers, with its CEO stating in 2011 that "fewer airlines" is a "good thing." US Airways' President explained this thinking that same year: "Three successful fare increases – [we are] able to pass along to customers *because of consolidation*." (emphasis added). Similarly, he boasted at a 2012 industry conference: "Consolidation has also . . . allowed the industry to do things like ancillary revenues [e.g., checked bag and ticket change fees] . . . . That is a structural permanent change to the industry and one that's impossible to overstate the benefit from it." In essence, industry consolidation has left fewer, more-similar airlines, making it easier for the remaining airlines to raise prices, impose new or higher baggage and other ancillary fees, and reduce capacity and service. This merger positions US Airways' management to continue the trend—at the expense of consumers.

5. US Airways intends to do just that. If this merger were approved, US Airways would no longer need to offer low-fare options for certain travelers. For example, US Airways employs "Advantage Fares," an aggressive discounting strategy aimed at undercutting the other legacy airlines' nonstop fares with cheaper connecting service. US Airways' hubs are in cities that generate less lucrative nonstop traffic than the other legacy airlines' hubs. To compensate, US

Airways uses its Advantage Fares to attract additional passengers on flights connecting through its hubs.

6. The other legacy airlines take a different approach. If, for example, United offers nonstop service on a route, and Delta and American offer connecting service on that same route, Delta and American typically charge the same price for their connecting service as United charges for its nonstop service. As American executives observed, the legacy airlines "generally respect the pricing of the non-stop carrier [on a given route]," even though it means offering connecting service at the same price as nonstop service. But American, Delta, and United frequently *do* charge lower prices for their connecting service on routes where US Airways offers nonstop service. They do so to respond to US Airways' use of Advantage Fares on other routes.

7. If the merger were approved, US Airways' economic rationale for offering Advantage Fares would likely go away. The merged airline's cost of sticking with US Airways' one-stop, low-price strategy would increase. Delta and United would likely undercut the merged firm on a larger number of nonstop routes. At the same time, the revenues generated from Advantage Fares would shrink as American's current nonstop routes would cease to be targets for Advantage Fares. The bottom line is that the merged airline would likely abandon Advantage Fares, eliminating significant competition and causing consumers to pay hundreds of millions of dollars more.

8. Consumers will likely also be harmed by the planned merger because American had a standalone plan to emerge from bankruptcy poised to grow. American planned to expand domestically and internationally, adding service on nearly 115 new routes. To support its plan, American recently made the largest aircraft order in industry history.

9. American's standalone plan would have bucked current industry trends toward capacity reductions and less competition. US Airways called American's growth plan "industry destabilizing" and worried that American's plan would cause other carriers to react "with their own enhanced growth plans . . . ." The result would be to increase competitive pressures throughout the industry. After the merger, US Airways' current executives—who would manage the merged firm—would be able to abandon American's efforts to expand and instead continue the industry's march toward higher prices and less service. As its CEO candidly stated earlier this year, US Airways views this merger as "the last major piece needed to fully rationalize the industry."

10. Passengers to and from the Washington, D.C. area are likely to be particularly hurt. To serve Ronald Reagan Washington National Airport ("Reagan National"), a carrier must have "slots," which are government-issued rights to take off and land. US Airways currently holds 55% of the slots at Reagan National and the merger would increase the percentage of slots held by the combined firm to 69%. The combined airline would have a monopoly on 63% of the nonstop routes served out of the airport. Competition at Reagan National cannot flourish where one airline increasingly controls an essential ingredient to competition. Without slots, other airlines cannot enter or expand the number of flights that they offer on other routes. As a result, Washington, D.C. area passengers would likely see higher prices and fewer choices if the merger were approved.

11. Notwithstanding their prior unequivocal statements about the effects of consolidation, the defendants will likely claim that the elimination of American as a standalone competitor will benefit consumers. They will argue that Advantage Fares will continue, existing capacity levels and growth plans will be maintained, and unspecified or unverified "synergies" will materialize,

creating the possibility of lower fares. The American public has seen this before. Commenting on a commitment to maintain service levels made by two other airlines seeking approval for a merger in 2010, the CEO of US Airways said: "I'm hopeful they're just saying what they need . . . to get this [transaction] approved." By making claims about benefits that are at odds with their prior statements on the likely effects of this merger, that is precisely what the merging parties' executives are doing here—saying what they believe needs to be said to pass antitrust scrutiny.

12. There is no reason to accept the likely anticompetitive consequences of this merger. Both airlines are confident they can and will compete effectively as standalone companies. A revitalized American is fully capable of emerging from bankruptcy proceedings on its own with a competitive cost structure, profitable existing business, and plans for growth. US Airways today is competing vigorously and earning record profits. Executives of both airlines have repeatedly stated that they do not need this merger to succeed.

13. The merger between US Airways and American would likely substantially lessen competition, and tend to create a monopoly, in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18. Therefore, this merger should be permanently enjoined.

II. JURISDICTION, INTERSTATE COMMERCE, AND VENUE

14. The United States brings this action, and this Court has subject-matter jurisdiction over this action, under Section 15 of the Clayton Act, as amended, 15 U.S.C. § 25, to prevent and restrain US Airways and American Airlines from violating Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18.

15. The Plaintiff States bring this action under Section 16 of the Clayton Act, 15 U.S.C. § 26, to prevent and restrain US Airways and American Airlines from violating Section 7 of the

Clayton Act, as amended, 15 U.S.C. § 18. The Plaintiff States, by and through their respective Attorneys General, bring this action as *parens patriae* on behalf of the citizens, general welfare, and economy of each of their states.

16. The defendants are engaged in, and their activities substantially affect, interstate commerce, and commerce in each of the Plaintiff States. US Airways and American Airlines each annually transport millions of passengers across state lines throughout this country, generating billions of dollars in revenue while doing so.

17. Venue is proper under Section 12 of the Clayton Act, 15 U.S.C. § 22. This Court also has personal jurisdiction over each defendant. Both defendants are found and transact business in this judicial district.

III. THE DEFENDANTS AND THE TRANSACTION

18. Defendant US Airways Group, Inc., is a Delaware corporation headquartered in Tempe, Arizona. Last year, it flew over fifty million passengers to approximately 200 locations worldwide, taking in more than $13 billion in revenue. US Airways operates hubs in Phoenix, Charlotte, Philadelphia, and Washington, D.C.

19. US Airways is performing exceptionally well. In 2012, it enjoyed record profits. It is operating at high load factors—the percentage of seats sold on its flights—and has a national and international route network, alliances with international airlines, a strong brand name, modern equipment, and a competitive cost structure. In mid-2012, US Airways' CEO, touting the airline's "record second quarter results," told Dow Jones that the company "has a great business model that works and we certainly don't need to merge with another airline."

20. Defendant AMR Corporation is a Delaware corporation headquartered in Fort Worth, Texas. AMR Corporation is the parent company of American Airlines. Last year, American

flew over eighty million passengers to approximately 250 locations worldwide, taking in more than $24 billion in revenue. American operates hubs in New York, Los Angeles, Chicago, Dallas, and Miami. The American Airlines brand is "one of the most recognized . . . in the world."

21. In November 2011, American filed for bankruptcy reorganization and is currently under the supervision of the Bankruptcy Court for the Southern District of New York. American adopted and implemented a standalone business plan designed "to restore American to industry leadership, profitability and growth." While in bankruptcy, American management "pursued and successfully implemented" key provisions of this plan, including revenue and network enhancements, as well as "restructuring efforts [that] have encompassed labor cost savings, managerial efficiencies, fleet reconfiguration, and other economies . . . ." That work has paid off. American reported that its revenue growth has "outpaced" the industry since entering bankruptcy and in its most recent quarterly results reported a company record-high $5.6 billion in revenues, with $357 million in profits. Under experienced and sophisticated senior management, American's restructuring process has positioned it to produce "industry leading profitability." As recently as January 8, 2013, American's management presented plans to emerge from bankruptcy that would increase the destinations American serves in the United States and the frequency of its flights, and position American to compete independently as a profitable airline with aggressive plans for growth.

22. US Airways sees American the same way. Its CEO observed in December 2011 that "A[merican] is not going away, they will be stronger post-bankruptcy because they will have less debt and reduced labor costs." A US Airways' executive vice president similarly wrote in July 2012 that "[t]here is <u>NO</u> question about AMR's ability to survive on a standalone basis."

23. US Airways and American agreed to merge on February 13, 2013. US Airways shareholders would own 28 percent of the combined airline, while American shareholders, creditors, labor unions, and employees would own 72 percent. The merged airline would operate under the American brand name, but the new American would be run by US Airways management.

IV. THE RELEVANT MARKETS

A. Scheduled Air Passenger Service Between Cities

24. Domestic scheduled air passenger service enables consumers to travel quickly and efficiently between various cities in the United States. Air travel offers passengers significant time savings and convenience over other forms of travel. For example, a flight from Washington, D.C. to Detroit takes just over an hour of flight time. Driving between the two cities takes at least eight hours. A train between the two cities takes more than fifteen hours.

25. Due to time savings and convenience afforded by scheduled air passenger service, few passengers would substitute other modes of transportation (car, bus, or train) for scheduled air passenger service in response to a small but significant industry-wide fare increase. Another way to say this, as described in the *Fed. Trade Comm'n & U.S. Dep't of Justice Horizontal Merger Guidelines* (2010), and endorsed by courts in this Circuit, is that a hypothetical monopolist of all domestic scheduled air passenger service likely would increase its prices by at least a small but significant and non-transitory amount. Scheduled air passenger service, therefore, constitutes a line of commerce and a relevant product market within the meaning of Section 7 of the Clayton Act.

26. A "city pair" is comprised of a flight's departure and arrival cities. For example, a flight departing from Washington and arriving in Chicago makes up the Washington-Chicago city pair.

Passengers seek to depart from airports close to where they live and work, and arrive at airports close to their intended destinations. Most airline travel is related to business, family events, and vacations. Thus, most passengers book flights with their origins and destinations predetermined. Few passengers who wish to fly from one city to another would likely switch to flights between other cities in response to a small but significant and non-transitory fare increase.

27. Airlines customarily set fares on a city pair basis. For each city pair, the degree and nature of the competition from other airlines generally plays a large role in an airline's pricing decision.

28. Therefore, a hypothetical monopolist of scheduled air passenger service between specific cities likely would increase its prices by at least a small but significant and non-transitory amount. Accordingly, each city pair is a relevant geographic market and section of the country under Section 7 of the Clayton Act.

29. Consumer preferences also play a role in airline pricing and are relevant for the purpose of analyzing the likely effects of the proposed merger. Some passengers prefer nonstop service because it saves travel time; some passengers prefer buying tickets at the last minute; others prefer service at a particular airport within a metropolitan area. For example, most business customers traveling to and from downtown Washington prefer service at Reagan National over other airports in the Washington, D.C. metropolitan area. Through a variety of fare restrictions and rules, airlines can profitably raise prices for some of these passengers without raising prices for others. Thus, the competitive effects of the proposed merger may vary among passengers depending on their preferences for particular types of service or particular airports.

B. Takeoff and Landing Slots at Reagan National Airport

30. Reagan National is one of only four airports in the country requiring slots for takeoffs and landings. Slots are expensive (often valued at over $2 million per slot), difficult to obtain, and only rarely change hands between airlines. There are no alternatives to slots for airlines seeking to enter or expand their service at Reagan National.

31. Reagan National is across the Potomac River from Washington, D.C., and, due to its proximity to the city and direct service via the Metro, airlines actively seek to serve passengers flying into and out of Reagan National. Airlines do not view service at other airports as adequate substitutes for service offered at Reagan National for certain passengers, and thus they are unlikely to switch away from buying or leasing slots at Reagan National in response to a small but significant increase in the price of slots. Airlines pay significant sums for slots at Reagan National, despite having the option of serving passengers through the region's other airports. A hypothetical monopolist of slots at Reagan National likely would increase its prices by at least a small but significant and non-transitory amount. Thus, slots at Reagan National Airport constitute a line of commerce, section of the country, and relevant market within the meaning of Section 7 of the Clayton Act.

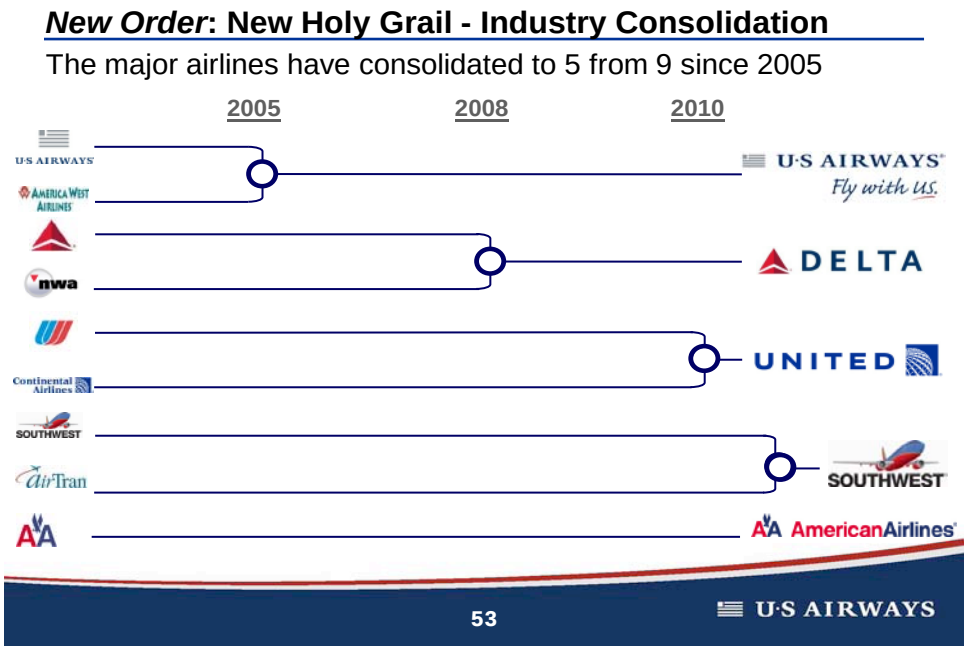
V. THE MERGER IS LIKELY TO RESULT IN ANTICOMPETITIVE EFFECTS

A. Industry Background

32. Today, four network or "legacy" airlines remain in the United States: American, US Airways, United, and Delta. These four have extensive national and international networks, connections to hundreds of destinations, established brand names, and strong frequent flyer reward programs. In addition, there are non-network airlines, including Southwest Airlines and a handful of smaller firms, which typically do not offer "hub-and-spoke" service.

33. Airlines compete in many ways. One is the price of a ticket. Airlines also compete based on: nonstop versus connecting flights; number of destinations served; convenient flight schedules; passenger comfort and seating policies; choices for classes of service; carry-on baggage policies; the degree of personal service at ticket counters and boarding areas; onboard meal and drink service; in-flight entertainment; and the quality and generosity of frequent flyer programs.

34. Since 2005, the U.S. airline industry has undergone significant consolidation. The consolidation "wave" started with the 2005 merger between US Airways and America West, creating today's US Airways. In 2008, Delta and Northwest Airlines merged; in 2010, United and Continental merged; and in 2011, Southwest Airlines and AirTran merged. The chart below, in which one of US Airways' executive vice presidents referred to industry consolidation as the "New Holy Grail," demonstrates that since 2005 the number of major airlines has dropped from nine to five.



35. Increasing consolidation among large airlines has hurt passengers. The major airlines have copied each other in raising fares, imposing new fees on travelers, reducing or eliminating service on a number of city pairs, and downgrading amenities. An August 2012 presentation from US Airways observes that consolidation has resulted in "Fewer and Larger Competitors." The structural change to "fewer and larger competitors" has allowed "[t]he industry" to "reap the benefits." Those benefits to the industry are touted by US Airways in the same presentation as including "capacity reductions" and new "ancillary revenues" like bag fees.

B. Many Relevant Markets Are Highly Concentrated and the Planned Merger Would Significantly Increase that Concentration

36. In 2005, there were nine major airlines. If this merger were approved, there would be only four. The three remaining legacy airlines and Southwest would account for over 80% of the domestic scheduled passenger service market, with the new American becoming the biggest airline in the world.

37. Market concentration is one useful indicator of the level of competitive vigor in a market, and the likely competitive effects of a merger. The more concentrated a market, and the more a transaction would increase concentration in a market, the more likely it is that a transaction would result in a meaningful reduction in competition. Concentration in relevant markets is typically measured by the Herfindahl-Hirschman Index ("HHI"). Markets in which the HHI exceeds 2,500 points are considered highly concentrated. Post-merger increases in HHI of more than 200 points are considered to be significant increases in concentration.

38. In more than 1,000 of the city pair markets in which American and US Airways currently compete head-to-head, the post-merger HHI would exceed 2,500 points and the merger would increase the HHI by more than 200 points. For example, on the Charlotte-Dallas city pair, the post-merger HHI will increase by 4,653 to 9,324 (out of 10,000). In these markets, US Airways

and American annually serve more than 14 million passengers and collect more than $6 billion in fares. The substantial increases in concentration in these highly concentrated markets demonstrate that in these relevant markets, the merger is presumed, as a matter of law, to be anticompetitive. The relevant markets described in this paragraph are listed in Appendix A.

39. Other city pairs across the country would likely be affected by the loss of competition stemming from this planned merger. In some of these markets, US Airways and American compete head-to-head, often offering consumers discounted fares. If approved, this merger will likely end much of that discounting, significantly harming consumers in the process. Moreover, the loss of competition in these markets would increase the likelihood that the remaining airlines can coordinate to raise price, reduce output, and diminish the quality of their services. In these relevant markets, the merger is likely also to substantially lessen competition.

40. In the market for slots at Reagan National, the merger would result in a highly concentrated market, with a post-merger HHI of 4,959. The merger would also significantly increase concentration by 1,493 points. As a result, the merger should be presumed, as a matter of law, to be anticompetitive.

C. This Merger Would Increase the Likelihood of Coordinated Behavior Among the Remaining Network Airlines Causing Higher Fares, Higher Fees, and More Limited Service

41. The structure of the airline industry is already conducive to coordinated behavior: Few large players dominate the industry; each transaction is small; and most pricing is readily transparent.

42. For example, the legacy airlines closely watch the pricing moves of their competitors. When one airline “leads” a price increase, other airlines frequently respond by following with price increases of their own. The initiating carrier will lead the price increase and then see if the

other carriers will match the increase. If they do not, the initiating carrier will generally withdraw the increase shortly thereafter.

43. The legacy airlines also use what they call "cross-market initiatives," or "CMIs," to deter aggressive discounting and prevent fare wars. A CMI occurs where two or more airlines compete against each other on multiple routes. If an airline offers discounted fares in one market, an affected competitor often responds with discounts in another market—a CMI—where the discounting airline prefers a higher fare. CMIs often cause an airline to withdraw fare discounts. For example, in the fall of 2009, US Airways lowered fares and relaxed restrictions on flights out of Detroit (a Delta stronghold) to Philadelphia. Delta responded by offering lower fares and relaxed restrictions from Boston to Washington (a US Airways stronghold). US Airways' team lead for pricing observed Delta's move and concluded "[w]e have more to lose in BOSWAS . . . I think we need to bail on the [Detroit-Philadelphia] changes."

44. There is also past express coordinated behavior in the industry. For example, all airlines have complete, accurate, and real-time access to every detail of every airline's published fare structure on every route through the airline-owned Airline Tariff Publishing Company ("ATPCO"). US Airways' management has called ATPCO "a dedicated price-telegraph network for the industry." The airlines use ATPCO to monitor and analyze each other's fares and fare changes and implement strategies designed to coordinate pricing. Airlines have previously used ATPCO to engage in coordinated behavior. In 1992, the United States filed a lawsuit to stop several airlines, including both defendants, from using their ATPCO filings as a signaling device to facilitate agreements on fares. That lawsuit resulted in a consent decree, now expired.

45. US Airways also has communicated directly with a competitor when it was upset by that competitor's efforts to compete more aggressively. In 2010, one of US Airways' larger rivals

extended a "triple miles" promotion that set off a market share battle among legacy carriers. The rival airline was also expanding into new markets and was rumored to be returning planes to its fleet that had been mothballed during the recession. US Airways' CEO complained about these aggressive maneuvers, stating to his senior executives that such actions were "hurting [the rival airline's] profitability – and unfortunately everyone else's." US Airways' senior management debated over email about how best to get the rival airline's attention and bring it back in line with the rest of the industry. In that email thread, US Airways' CEO urged the other executives to "portray[ ] these guys as idiots to Wall Street and anyone else who'll listen." Ultimately, to make sure the message was received, US Airways' CEO forwarded the email chain—and its candid discussion about how aggressive competition would be bad for the industry—directly to the CEO of the rival airline. (The rival's CEO immediately responded that it was an inappropriate communication that he was referring to his general counsel.)

46. Coordination becomes easier as the number of major airlines dwindles and their business models converge. If not stopped, the merger would likely substantially enhance the ability of the industry to coordinate on fares, ancillary fees, and service reductions by creating, in the words of US Airways executives, a "Level Big 3"of network carriers, each with similar sizes, costs, and structures.

47. Southwest, the only major, non-network airline, and other smaller carriers have networks and business models that differ significantly from the legacy airlines. Traditionally, Southwest and other smaller carriers have been less likely to participate in coordinated pricing or service reductions. For example, Southwest does not charge customers for a first checked bag or ticket change fees. Yet that has not deterred the legacy carriers from continuing, and even increasing, those fees. In November 2011, a senior US Airways executive explained to her boss the reason:

"Our employees know full well that the real competition for us is [American], [Delta], and [United]. Yes we compete with Southwest and JetBlue, but the product is different and the customer base is also different."

1. The Merger Would Likely Result in the Elimination of US Airways' Advantage Fares

48. On routes where one legacy airline offers nonstop service, the other legacies "generally respect the pricing of the non-stop carrier," as American has put it. Thus, if American offers nonstop service from Washington to Dallas at $800 round-trip, United and Delta will, "[d]espite having a service disadvantage," price their connecting fares at the level of American's nonstop fares. The legacy carriers do this because if one airline, say Delta, were to undercut fares in markets where American offers nonstop service, American would likely do the same in Delta's nonstop markets. To Delta, the cost of being undercut in its nonstop markets exceeds the benefit it would receive from winning additional passengers in American nonstop markets.

49. US Airways, alone among the legacy carriers, has a different cost-benefit analysis for pricing connecting routes. Although it too is a national network carrier, US Airways has hubs in cities that generate less revenue from passengers flying nonstop than the other legacy airlines' hubs. Because US Airways' hubs generate less revenue from passengers flying nonstop, US Airways must gain more revenue from connecting passengers. It gets that revenue by offering connecting service that is up to 40% cheaper than other airlines' nonstop service. US Airways calls this program "Advantage Fares."

50. Millions of consumers have benefitted. Advantage Fares offer consumers, especially those who purchase tickets at the last minute, meaningfully lower fares. The screenshot below from ITA Software, Airfare Matrix ("ITA"), taken on August 12, 2013, for travel departing on

August 13 and returning August 14 from Miami to Cincinnati, shows the benefits of US Airways' Advantage Fare program to passengers[1]:

All flights	US Airways, Inc.	Multiple Airlines	American Airlines Inc.	United Airlines, Inc.	Delta Air Lines Inc.
Nonstop	--	--	From $740	--	--
1 stop	From $471	From $686	From $751	From $762	From $762

American is the only airline on this route to offer nonstop service, charging $740. Delta and United do not meaningfully compete. Both charge more for their connecting service than American charges for nonstop service. Thus, on this particular route, a passenger who chose Delta or United would pay more for an inferior product. In contrast, US Airways' fares today are significantly lower than American's fares, and offer consumers a real choice. Those consumers who are more price conscious receive the benefit of a substantially lower-fare option. In this case, a customer who purchased a US Airways one-stop ticket would save $269 compared to American's nonstop service.

51. The benefits from Advantage Fares extend to hundreds of other routes, including those where more than one carrier offers nonstop service. The screenshot below from ITA, taken on August 12, 2013, for travel departing on August 13 and returning August 14 from New York to Houston, demonstrates just how dramatic the savings can be:

[1] "Multiple Airlines" refers to an itinerary where a passenger uses different airlines for their departing and returning flights.

All flights	US Airways, Inc.	Jetblue Airways Corporation	AirTran Airways, Inc.	Multiple Airlines	United Airlines, Inc.	Delta Air Lines Inc.	American Airlines Inc.
Nonstop	--	From $907	--	--	From $1,445	From $1,457	From $1,477
1 stop	From **$575**	From $1,618	From $909	From $1,006	From $1,331	From $1,467	From $1,467

US Airways' connecting fare is $870 cheaper than the other legacy carriers' nonstop flights, and beats JetBlue and AirTran's fares by more than $300. Although Southwest does not participate in the standard online travel sites, a cross-check against the Southwest website demonstrates that US Airways also beats Southwest's $887 nonstop fare by more than $300.

52. Other airlines have chosen to respond to Advantage Fares with their own low connecting fares in markets where US Airways has nonstop service. That is, the other legacy airlines undercut US Airways' nonstop fares the same way that US Airways undercuts their nonstop fares. The screenshot below from ITA, taken on August 12, 2013, for travel on August 13 and returning August 14 from Charlotte to Syracuse, shows how the other legacy carriers respond to Advantage Fares to the benefit of consumers:

All flights	Delta Air Lines Inc.	United Airlines, Inc.	Multiple Airlines	US Airways, Inc.	Jetblue Airways Corporation	American Airlines Inc.
Nonstop	--	--	--	From $685	--	--
1 stop	From **$375**	From $395	From $458	From $696	From $691	From $1,258

Here, US Airways is the only airline to offer nonstop service, charging $685. Delta and United undercut that price by charging $375 and $395, respectively, for connecting service. Once again,

consumers benefit by having the option of far less expensive connecting service. A customer who buys a Delta one-stop flight saves $310 over US Airways' nonstop service.

53. There are over 100 routes where other carriers offer nonstop service on which US Airways does not offer Advantage Fares. Consumers in these markets are not given the option of a low-cost connecting alternative and are forced to pay significantly more for service. For example, US Airways does not currently offer Advantage Fares on flights from Cincinnati to Pittsburgh. Without the option of a low connecting fare, consumers see significantly higher prices, as illustrated by a screenshot from ITA, taken on August 12, 2013, for travel on August 13 and returning August 14:

	Delta Air Lines Inc.	Multiple Airlines	US Airways, Inc.	United Airlines, Inc.	American Airlines Inc.
All flights					
Nonstop	From $892	--	--	--	--
1 stop	From $1,298	From $902	From $911	From $914	From $1,363

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54. Advantage Fares have proven highly disruptive to the industry's overall coordinated pricing dynamic. An American executive expressed her frustration in September 2011 with US Airways' Advantage Fares, noting that US Airways was "still way undercutting us [on flights from Boston and New York to Dallas] and getting significant share." One response American considered was to lower its fares on the same route. Another option was "to take up this battle w/them again," in an attempt to force US Airways to limit or abandon its strategy.

55. US Airways' President acknowledged in September 2010 that its Advantage Fare strategy "would be different if we had a different route network . . . ." Currently, US Airways'

network structure precludes Delta and United from preventing US Airways' aggressive "one-stop pricing." Because US Airways' hubs have relatively less nonstop traffic, the other legacy airlines cannot respond sufficiently to make Advantage Fares unprofitable. But by increasing the size and scope of US Airways' network, the merger makes it likely that US Airways will have to discontinue its Advantage Fares.

56. American's executives agree. American believes that Advantage Fares will be eliminated because of the merger. Internal analysis at American in October 2012 concluded that "[t]he [Advantage Fares] program would have to be eliminated in a merger with American, as American's large non-stop markets would now be susceptible to reactionary pricing from Delta and United." Another American executive observed that same month: "The industry will force alignment to a single approach—one that aligns with the large legacy carriers as it is revenue maximizing."

57. US Airways believes that it currently gains "most of its advantage fare value from AA," meaning that Advantage Fares provide substantial value for US Airways on routes where American is the legacy airline offering nonstop service. Post-merger, continuing Advantage Fares would mean that US Airways was taking that value away from itself by undercutting its own nonstop prices. Plainly, this would make no sense. Thus, for US Airways post-merger, the benefits of Advantage Fares would go down, and its costs would go up.

58. By ending Advantage Fares, the merger would eliminate lower fares for millions of consumers. Last year, more than 2.5 million round-trip passengers—including more than 250,000 passengers from the greater Washington, D.C. area; another 250,000 passengers in the Dallas-Fort Worth area; half a million passengers in the greater New York City area; and 175,000 passengers from Detroit—bought an Advantage Fare ticket. Hundreds of thousands of

other passengers flying nonstop on US Airways, particularly from their hubs in Phoenix, Charlotte, and Philadelphia, benefited from responsive fares offered by the legacy airlines.

2. The Merger Would Likely Lead to Increased Industry-Wide "Capacity Discipline," Resulting in Higher Fares and Less Service

59. Legacy airlines have taken advantage of increasing consolidation to exercise "capacity discipline." "Capacity discipline" has meant restraining growth or reducing established service. The planned merger would be a further step in that industry-wide effort. In theory, reducing unused capacity can be an efficient decision that allows a firm to reduce its costs, ultimately leading to lower consumer prices. In the airline industry, however, recent experience has shown that capacity discipline has resulted in fewer flights and higher fares.

60. Each significant legacy airline merger in recent years has been followed by substantial reductions in service and capacity. These capacity reductions have not consisted simply of cancellation of empty planes or empty seats; rather, when airlines have cut capacity after a merger, the number of passengers they carry on the affected routes has also decreased.

61. US Airways has recognized that it benefitted from this industry consolidation and the resulting capacity discipline. US Airways has long taken the position that the capacity cuts achieved through capacity discipline "enabled" fare increases and that "pricing power" results from "reduced industry capacity." US Airways' CEO explained to investors in 2006 that there is an "inextricable link" between removing seats and raising fares.

62. In 2005, America West—managed then by many of the same executives who currently manage US Airways—merged with US Airways. America West had hubs in Phoenix and Las Vegas while the former US Airways had hubs in Pittsburgh, Charlotte, and Philadelphia. Following the merger, the combined firm reduced capacity, including significant cuts in Pittsburgh and Las Vegas. In 2010, the Chief Financial Officer for US Airways explained:

> We believe in the hub system. I just think there's too many hubs. If you look across the country, you can probably pick a few that are smaller hubs and maybe duplicative to other hubs that airlines have that they could probably get out of. In our example, we merged with US Airways [and] . . . what we have done over time, which is unfortunate for the cities, but we couldn't hold a hub in Pittsburgh and we couldn't hold a hub in Las Vegas. So over time we have consolidated and condensed our operation back, which is really important, condensed it back to our major hubs.

A post-merger US Airways analysis confirmed that it succeeded in obtaining a "3% to 4% capacity reduction."

63. In 2006, on the heels of the America West/US Airways merger, the combined firm submitted an ultimately unsuccessful hostile bid for Delta Air Lines. US Airways' management had concluded that a merged US Airways/Delta could reduce the combined carrier's capacity by 10 percent, which would lead to higher revenues for the combined firm and for the industry. In 2007, following the rejection of the hostile bid, US Airways' CEO explained to investors how the deal would have increased industry profits:

> It's part of what we tried to impress upon people as we were going through our run at Delta, was that . . . it was good for US Airways [and] good for the entire industry. We're going to take out 4% of the industry capacity as we did that. Everyone's 2008 numbers would look a (expletive) of a lot better had that transaction happened . . . .

64. In 2008, Delta merged with Northwest Airlines. Despite promises to the contrary, the combined airline reduced capacity, including significant cuts at its former hubs in Cincinnati and Memphis. US Airways' CEO was "quite happy" to see the merger and advocated for further consolidation. He explained that an industry structure of "five different hub and spoke airlines with who knows how many hubs across the United States . . . results in all of us fighting for the same connecting passengers over numerous hubs." Left unsaid was that fewer airlines meant less competition and higher fares.

65. In May 2010, United Airlines and Continental Airlines announced their planned merger. The announcement caused speculation about the future of each airline's hubs, including Continental's Cleveland hub. In Congressional testimony, an industry analyst stated that he did not believe the merger would cause reductions in Cleveland. On June 18, 2010, upon seeing the testimony, US Airways' CEO wrote an email to other US Airways executives stating, "[s]urely these guys [United/Continental] aren't really planning to keep Cleveland open. I'm hopeful they're just saying what they need to (including to [the analyst]) to get this approved." United and Continental closed their deal on October 1, 2010. The combined firm has reduced capacity at nearly all of its major hubs (including Cleveland) and at many other airports where the two airlines previously competed. Similarly, Southwest/AirTran has reduced service in a number of its focus cities and on many of AirTran's former routes following its 2011 merger.

66. The defendants are fully aware of these earlier mergers' effects. A 2012 American Airlines analysis concluded that "following a merger, carriers tend to remove capacity or grow more slowly than the rest of the industry." US Airways' management concluded that although industry consolidation has been a success, as its CEO stated publicly in 2010, the industry had yet to hit its "sweet spot," and additional consolidation was needed because the industry remained "overly fragmented."

67. A merger with American would allow US Airways to hit the "sweet spot." For consumers, however, it would be anything but sweet. US Airways believes that merging with American "finishes industry evolution" by accomplishing US Airways' goal of "reduc[ing] capacity more efficiently." When first considering a combination with American, US Airways projected that the merged firm could reduce capacity by as much as 10 percent. Similarly, American expects that the merger will lead to capacity reductions that would negatively impact

"communities," "people," "customers," and "suppliers." Higher fares would be right around the corner.

3. The Planned Merger Would Likely Block American's Standalone Expansion Plans, Thwarting Likely Capacity Increases

68. American does not need this merger to thrive, let alone survive. Before the announcement of this merger, a key component of American's standalone plan for exiting bankruptcy revolved around substantial expansion, including increases in both domestic and international flights. Thus, in 2011, American placed the largest order for new aircraft in the industry's history.

69. US Airways executives feared that American's standalone growth plan would disrupt the industry's capacity discipline "momentum." In a 2012 internal presentation, US Airways executives recognized that while "[i]ndustry mergers and capacity discipline expand margins," American's standalone "growth plan has potential to disrupt the new dynamic" and would "Reverse Industry Capacity Trends." Moreover, US Airways believed that if American implemented its growth plans, other airlines would "react to AMRs plans with their own enhanced growth plans destabilizing industry." US Airways believed that American's standalone capacity growth would "negatively impact" industry revenues and threaten industry pricing.

70. US Airways thought that a merger with American was a "lower risk alternative" than letting American's standalone plan come to fruition because US Airways management could maintain capacity discipline. American's executives have observed that "the combined network would likely need to be rationalized," especially given the merged carrier's numerous hubs, and that it is "unlikely that [a combined US Airways/American] would pursue growth . . . ."

4. The Merger Would Likely Result in Higher Fees

71. Since 2008, the airline industry has increasingly charged consumers fees for services that were previously included in the price of a ticket. These so-called ancillary fees, including those for checked bags and flight changes, have become very profitable. In 2012 alone, airlines generated over $6 billion in fees for checked bags and flight changes. Even a small increase in these fees would cost consumers millions.

72. Increased consolidation has likely aided the implementation of these fees. The levels of the ancillary fees charged by the legacy carriers have been largely set in lockstep. One airline acts as the "price leader," with others following soon after. Using this process, as a US Airways strategic plan observed, the airlines can raise their fees without suffering "market share impacts." For example, American announced that it would charge for a first checked bag on May 21, 2008. On June 12, 2008, both United and US Airways followed American's lead. Similarly, over a period of just two weeks this spring, all four legacy airlines increased their ticket change fee for domestic travel from $150 to $200.

73. The legacy airlines recognize that the success of any individual attempt to impose a new fee or fee increase depends on whether the other legacies follow suit. When, in July 2009, American matched the other legacy carriers by raising its checked bag fee to $20, but did not join the others in offering a $5 web discount, US Airways was faced with the decision of whether to "match" American by either eliminating its own web discount, or raising its price to $25, with a $5 discount. US Airways' CEO gave his view:

> I can't believe I'm saying this, but I think we should stand still on this for now. I recognize that increases the chances of everyone standing still . . . the [dollars] aren't compelling enough for us to stick our necks out first. I do think D[elta] or U[nited] won't let them have an advantage, so it'll get matched – I'm just not sure we should go first. If a couple weeks go by and no one's moved, we can always jump in.

74. Similarly, when US Airways was considering whether to raise its second checked bag fee to $100 to match Delta's fee, a US Airways executive observed: "Wow - $100 is a lot for second bag. I would think there's big passenger gag reflex associated with that, but if we can get it, we should charge it. Do you think we should wait for [United] or [American] to move first, though?"

75. Conversely, in 2008, when US Airways began charging passengers for soft drinks, the other legacy airlines did not follow its lead, and US Airways backed off. US Airways' CEO explained: "With US Airways being the only network carrier to charge for drinks, we are at a disadvantage." Had US Airways not rescinded this fee, it would have lost passengers to the other legacy airlines.

76. At times, the airlines consider new fees or fee increases, but hold off implementing them while they wait to see if other airlines will move first. For example, on April 18, United announced that it was increasing its ticket change fee from $150 to $200. American decided that "waiting for [Delta] and then moving to match if [Delta] comes along" would be its best strategy. Over the next two weeks, US Airways, Delta, and American each fell in line, leading a US Airways executive to observe on May 1: "A[merican] increased their change fees this morning. The network carriers now have the same $200 domestic . . . change fees."

77. Post-merger, the new American would likely lead new fee increases. A December 2012 discussion between US Airways executives included the observation that after the merger, "even as the world's largest airline we'd want to consider raising some of the baggage fees a few dollars in some of the leisure markets."

78. New checked bag fees on flights from the United States to Europe are a likely target. Both US Airways and American have considered imposing a first checked bag fee on flights to

Europe but have refrained from doing so. US Airways seriously considered leading such a price move but was concerned that other airlines would not match: "We would hope that [other airlines] would follow us right away . . . but there is no guarantee . . . ." Ultimately, US Airways concluded it was "too small" to lead additional checked bag fees for flights to Europe. Post-merger, that would no longer be true. The merged firm would be the world's largest airline, giving it sufficient size to lead industry fee and price increases across the board.

79. Some fee increases are likely to result from US Airways raising American's existing fees. Today, "US Airways generally charges higher bag fees than AA" for travel from the United States to international destinations. Post-merger, US Airways would likely raise American's ancillary fees to US Airways' higher fee levels as part of a "fee harmonization" process. US Airways' own documents estimate that "fee harmonization" would generate an additional $280 million in revenue annually—directly harming consumers by the same amount. A US Airways presentation from earlier this year analyzing the merger identifies American's lower bag fees as a "value lever" that US Airways "will likely manage differently with tangible financial upside." The analysis concludes that "[i]ncreasing AA baggage fees to match US creates significant revenue impact." US Airways also plans to institute its fees ($40 on average) for the redemption of frequent flyer tickets on American's existing frequent fliers, who currently are not charged for mileage redemption.

80. The merger would also likely reduce the quality and variety of ancillary services offered by the legacy airlines—a side effect of consolidation anticipated and embraced by US Airways' CEO. In a 2011 email exchange lamenting the need for US Airways to deploy wireless internet on all of its airplanes, a senior US Airways executive groused:

> [N]ext it will be more legroom. Then industry standard labor contracts. Then better wines. Then the ability to book on Facebook. Penultimately, television commercials. Then, finally, we will pay the NYSE an exorbitant fee to change our ticker symbol [from LCC].

US Airways' CEO responded: "Easy now. Consolidation will help stop much of the stupid stuff but inflight internet is not one of them."

81. If the planned merger is enjoined, both American and US Airways will have to compete against two larger legacy rivals, and against each other. The four legacy airlines will not look exactly the same. As the smallest of the legacy airlines, American and US Airways will have greater incentives to grow and compete aggressively through lower ancillary fees, new services, and lower fares.

D. The Merger Would Eliminate Head-to-Head Competition in Hundreds of Relevant Markets and Entrench US Airways' Dominance at Reagan National Airport

82. American and US Airways engage in head-to-head competition with nonstop service on 17 domestic routes representing about $2 billion in annual industry-wide revenues. American and US Airways also compete directly on more than a thousand routes where one or both offer connecting service, representing billions of dollars in annual revenues. The merger's elimination of this head-to-head competition would create strong incentives for the merged airline to reduce capacity and raise fares where they previously competed.

83. The combined firm would control 69% of the slots at Reagan National Airport, almost six times more than its closest competitor. This would eliminate head-to-head competition at the airport between American and US Airways. It would also effectively foreclose entry or expansion by other airlines that might increase competition at Reagan National.

84. The need for slots is a substantial barrier to entry at Reagan National. The FAA has occasionally provided a limited number of slots for new service. In almost all cases, however, a

carrier wishing to begin or expand service at Reagan National must buy or lease slots from an airline that already owns them.

85. This merger would thwart any prospect for future entry or expansion at Reagan National. US Airways, which already has 55% of the airport's slots, does not sell or lease them because any slot that goes to another airline will almost certainly be used to compete with US Airways. The merger would only increase US Airways' incentives to hoard its slots. Today, US Airways provides nonstop service to 71 airports from Reagan National, and it faces no nonstop competitors on 55 of those routes. After this merger, the number of US Airways routes with no nonstop competition would increase to 59, leaving, at best, only 21 routes at the entire airport with more than one nonstop competitor. Unsurprisingly, Reagan National is US Airways' second most-profitable airport.

86. Potential entrants would likely not be able to turn to other airlines to obtain slots. When allocating their slots, airlines prioritize their most profitable routes, typically those where they have a frequent, significant pattern of service. If a carrier has a small portfolio of slots, it is likely to allocate almost all of its slots to its most profitable routes. If it has additional slots beyond what is needed to serve those routes, a carrier will then work its way down to other routes or sell or lease those slots to other airlines. Over the last several years, US Airways has purchased nearly all of the slots that might otherwise be available to interested buyers. Thus, before this planned merger, American was the only airline at Reagan National with the practical ability to sell or lease additional slots.

87. In March 2010, American and JetBlue entered into an arrangement in which JetBlue traded slots at New York's JFK International Airport to American in exchange for American trading slots at Reagan National to JetBlue. And until American reached agreement with

US Airways to merge, it had been negotiating to sell those slots and ten other Reagan National slots to JetBlue.

88. JetBlue's entry on four routes, particularly Reagan National to Boston, has generated stiff price competition. Fares on the route have dropped dramatically. US Airways estimated that after JetBlue's entry, the last-minute fare for travel between Reagan National and Boston dropped by over $700. The combined firm will have the right to terminate the JetBlue leases and thereby eliminate, or at least diminish, JetBlue as a competitor on some or all of these routes.

89. The merger would also eliminate the potential for future head-to-head competition between US Airways and American on flights at Reagan National. In 2011, US Airways planned to start service from Reagan National to Miami and St. Louis, which would directly compete with American's existing service. US Airways argued to the Department of Transportation that this new competition would "substantial[ly] benefit[]" consumers, and so asked DOT to approve the purchase of slots from Delta that would make the service possible. DOT ultimately approved that purchase. When it developed its plan to merge with American, however, US Airways abandoned its plans to enter those markets and deprived consumers of the "substantial benefits" it had promised.

90. By acquiring American's slot portfolio, US Airways would eliminate existing and future head-to-head competition, and effectively block other airlines' competitive entry or expansion.

VI. ABSENCE OF COUNTERVAILING FACTORS

91. New entry, or expansion by existing competitors, is unlikely to prevent or remedy the merger's likely anticompetitive effects. New entrants into a particular market face significant barriers to success, including difficulty in obtaining access to slots and gate facilities; the effects of corporate discount programs offered by dominant incumbents; loyalty to existing frequent

flyer programs; an unknown brand; and the risk of aggressive responses to new entry by the dominant incumbent carrier. In addition, entry is highly unlikely on routes where the origin or destination airport is another airline's hub, because the new entrant would face substantial challenges attracting sufficient local passengers to support service.

92. United and Delta are unlikely to expand in the event of anticompetitive price increases or capacity reductions by the merged airline. Indeed, those carriers are likely to benefit from and participate in such conduct by coordinating with the merged firm.

93. The remaining airlines in the United States, including Southwest and JetBlue, have networks and business models that are significantly different from the legacy airlines. In particular, most do not have hub-and-spoke networks. In many relevant markets, these airlines do not offer any service at all, and in other markets, many passengers view them as a less preferred alternative to the legacy carriers. Therefore, competition from Southwest, JetBlue, or other airlines would not be sufficient to prevent the anticompetitive consequences of the merger.

94. There are not sufficient acquisition-specific and cognizable efficiencies that would be passed through to U.S. consumers to rebut the presumption that competition and consumers would likely be harmed by this merger.

VII. VIOLATION ALLEGED

95. The effect of the proposed merger, if approved, likely will be to lessen competition substantially, or tend to create a monopoly, in interstate trade and commerce in the relevant markets, in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18.

96. Unless enjoined, the proposed merger likely would have the following effects in the relevant markets, among others:

(a) actual and potential competition between US Airways and American Airlines would be eliminated;

(b) competition in general among network airlines would be lessened substantially;

(c) ticket prices and ancillary fees would be higher than they otherwise would;

(d) industry capacity would be lower than it otherwise would;

(e) service would be lessened; and

(f) the availability of slots at Reagan National would be significantly impaired.

VIII. REQUEST FOR RELIEF

97. Plaintiffs request:

(a) that US Airways' proposed merger with American Airlines be adjudged to violate Section 7 of the Clayton Act, 15 U.S.C. § 18;

(b) that Defendants be permanently enjoined from and restrained from carrying out the planned merger of US Airways and American or any other transaction that would combine the two companies;

(c) that Plaintiffs be awarded their costs of this action, including attorneys' fees to Plaintiff States; and

(d) that Plaintiffs be awarded such other relief as the Court may deem just and proper.

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APPENDIX A

CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

- HHIs in this appendix are calculated based on publicly available non-stop and one-stop airline ticket revenue data for 2012 from Department of Transportation's Airline Origin and Destination Survey (DB1B) database, available at: http://www.transtats.bts.gov/DatabaseInfo.asp?DB_ID=125&Link=0

- Routes are listed only once but include flights at all airports within the metropolitan area and in both directions. For example, the entry

CITY PAIR	Post-Merger HHI	HHI
Charlotte, NC (CLT) - Dallas, TX (DFW)	9,324	4,653

includes flights from Charlotte, North Carolina, to airports in and around Dallas, Texas, including both Dallas-Fort Worth International Airport (DFW) and Love Field (DAL), and it includes flights from both airports to Charlotte.

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Charlotte, NC (CLT) - Durango, CO (DRO)	10,000	4,742
Charlotte, NC (CLT) - Dallas, TX (DFW)	9,324	4,653
Charlotte, NC (CLT) - St. Croix, VI (STX)	10,000	4,647
Dallas, TX (DFW) - Philadelphia, PA (PHL)	9,083	4,497
Kahului, HI (OGG) - Tampa, FL (TPA)	9,040	4,478
Kapaa, HI (LIH) - St. Louis, MO (STL)	8,930	4,448
Fresno, CA (FAT) - Tampa, FL (TPA)	8,659	4,259
Dallas, TX (DFW) - Phoenix, AZ (PHX)	8,921	4,205
Miami, FL (MIA) - Monterey, CA (MRY)	9,540	4,079
Indianapolis, IN (IND) - Kahului, HI (OGG)	8,174	4,006
El Paso, TX (ELP) - Fresno, CA (FAT)	8,320	3,866
Columbus, OH (CMH) - Palm Springs, CA (PSP)	7,704	3,703
Miami, FL (MIA) - Santa Barbara, CA (SBA)	8,042	3,634
Kapaa, HI (LIH) - Miami, FL (MIA)	8,439	3,619
El Paso, TX (ELP) - Monterey, CA (MRY)	8,415	3,612
Pittsburgh, PA (PIT) - St. Croix, VI (STX)	10,000	3,600
Dallas, TX (DFW) - Greensboro, NC (GSO)	8,120	3,557
Hilo, HI (KOA) - Miami, FL (MIA)	7,329	3,528
Hilo, HI (KOA) - St. Louis, MO (STL)	7,785	3,418
Kahului, HI (OGG) - St. Louis, MO (STL)	8,888	3,331
Dallas, TX (DFW) - Norfolk-Virginia Beach, VA (ORF)	7,786	3,312
Greensboro, NC (GSO) - St. Croix, VI (STX)	10,000	3,299
Monterey, CA (MRY) - St. Louis, MO (STL)	6,982	3,277
El Paso, TX (ELP) - Kapaa, HI (LIH)	9,185	3,206
Charlotte, NC (CLT) - Palm Springs, CA (PSP)	8,016	3,185
Charlotte, NC (CLT) - Fresno, CA (FAT)	7,903	3,165
Fresno, CA (FAT) - Milwaukee, WI (MKE)	7,185	3,164
Palm Springs, CA (PSP) - St. Louis, MO (STL)	6,753	3,085
Austin, TX (AUS) - Santa Barbara, CA (SBA)	6,499	3,068
Dallas, TX (DFW) - Richmond, VA (RIC)	8,372	3,048
Charleston, WV (CRW) - New York, NY (NYC)	6,407	3,034
Kahului, HI (OGG) - Omaha, NE (OMA)	6,897	3,033
Austin, TX (AUS) - Monterey, CA (MRY)	6,547	3,027
Charlotte, NC (CLT) - Kahului, HI (OGG)	10,000	3,022
Austin, TX (AUS) - Kapaa, HI (LIH)	6,499	3,006
Palm Springs, CA (PSP) - Tampa, FL (TPA)	6,968	2,985
Milwaukee, WI (MKE) - Palm Springs, CA (PSP)	6,319	2,966
Chicago, IL (CHI) - Charlottesville, VA (CHO)	8,865	2,949
Fresno, CA (FAT) - Miami, FL (MIA)	9,061	2,948

CITY PAIR	Post-Merger HHI	Δ HHI
Dallas, TX (DFW) - Monterey, CA (MRY)	7,448	2,938
Pittsburgh, PA (PIT) - Palm Springs, CA (PSP)	6,446	2,932
El Paso, TX (ELP) - Honolulu, HI (HNL)	8,116	2,923
Fresno, CA (FAT) - Indianapolis, IN (IND)	6,099	2,905
Fresno, CA (FAT) - San Antonio, TX (SAT)	6,197	2,895
Dallas, TX (DFW) - Kapaa, HI (LIH)	7,991	2,892
Raleigh-Durham, NC (RDU) - St. Thomas, VI (STT)	6,493	2,845
Phoenix, AZ (PHX) - St. Thomas, VI (STT)	6,178	2,843
Austin, TX (AUS) - Palm Springs, CA (PSP)	6,428	2,839
El Paso, TX (ELP) - Kahului, HI (OGG)	6,861	2,808
Columbus, OH (CMH) - Fresno, CA (FAT)	6,320	2,801
Austin, TX (AUS) - Fresno, CA (FAT)	7,074	2,795
Dallas, TX (DFW) - Fresno, CA (FAT)	8,423	2,774
Kansas City, MO (MCI) - Kahului, HI (OGG)	6,274	2,772
Dallas, TX (DFW) - Ontario, CA (ONT)	8,978	2,770
Des Moines, IA (DSM) - Kahului, HI (OGG)	6,793	2,753
Milwaukee, WI (MKE) - Kahului, HI (OGG)	6,867	2,717
Kapaa, HI (LIH) - Tucson, AZ (TUS)	6,680	2,700
Charlotte, NC (CLT) - Reno, NV (RNO)	6,887	2,672
Dallas, TX (DFW) - Hilo, HI (KOA)	6,671	2,664
Detroit, MI (DTW) - Fresno, CA (FAT)	6,057	2,662
Santa Barbara, CA (SBA) - St. Louis, MO (STL)	5,691	2,656
Columbus, OH (CMH) - St. Croix, VI (STX)	8,177	2,621
Albuquerque, NM (ABQ) - Monterey, CA (MRY)	6,759	2,575
El Paso, TX (ELP) - Hilo, HI (KOA)	9,515	2,574
Atlanta, GA (ATL) - Fresno, CA (FAT)	5,717	2,571
Charlotte, NC (CLT) - Tucson, AZ (TUS)	5,647	2,567
Charlotte, NC (CLT) - Ontario, CA (ONT)	5,750	2,503
Fresno, CA (FAT) - Pittsburgh, PA (PIT)	6,024	2,501
Detroit, MI (DTW) - Palm Springs, CA (PSP)	5,443	2,491
Albuquerque, NM (ABQ) - Kapaa, HI (LIH)	6,473	2,484
Charlotte, NC (CLT) - Grand Junction, CO (GJT)	6,077	2,475
Kansas City, MO (MCI) - Palm Springs, CA (PSP)	5,473	2,455
Albuquerque, NM (ABQ) - Santa Barbara, CA (SBA)	6,410	2,455
Hilo, HI (KOA) - Orlando, FL (MCO)	5,588	2,454
Hartford, CT (BDL) - St. Thomas, VI (STT)	5,373	2,444
Charlottesville, VA (CHO) - St. Louis, MO (STL)	6,691	2,438
Dallas, TX (DFW) - Palm Springs, CA (PSP)	8,959	2,428
Miami, FL (MIA) - Palm Springs, CA (PSP)	7,592	2,423

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Denver, CO (DEN) - St. Thomas, VI (STT)	5,838	2,407
Minneapolis, MN (MSP) - St. Croix, VI (STX)	5,878	2,402
Miami, FL (MIA) - Kahului, HI (OGG)	7,973	2,388
Columbus, OH (CMH) - Kahului, HI (OGG)	7,136	2,383
Philadelphia, PA (PHL) - St. Thomas, VI (STT)	9,203	2,362
Indianapolis, IN (IND) - St. Croix, VI (STX)	8,140	2,349
Dallas, TX (DFW) - Raleigh-Durham, NC (RDU)	7,889	2,341
Palm Springs, CA (PSP) - San Antonio, TX (SAT)	5,514	2,313
Albuquerque, NM (ABQ) - Fresno, CA (FAT)	5,708	2,305
Greensboro, NC (GSO) - Miami, FL (MIA)	5,699	2,278
Charlotte, NC (CLT) - Key West, FL (EYW)	5,573	2,268
Charlotte, NC (CLT) - Orange County, CA (SNA)	5,196	2,265
Albuquerque, NM (ABQ) - Hilo, HI (KOA)	7,026	2,237
Albuquerque, NM (ABQ) - Honolulu, HI (HNL)	5,692	2,227
Monterey, CA (MRY) - Tucson, AZ (TUS)	7,706	2,199
Indianapolis, IN (IND) - Palm Springs, CA (PSP)	5,055	2,198
Dallas, TX (DFW) - Pittsburgh, PA (PIT)	8,393	2,191
Fresno, CA (FAT) - St. Louis, MO (STL)	5,756	2,185
Dallas, TX (DFW) - Westchester County, NY (HPN)	5,037	2,168
Philadelphia, PA (PHL) - Palm Springs, CA (PSP)	6,764	2,137
Atlanta, GA (ATL) - Palm Springs, CA (PSP)	5,169	2,119
Hartford, CT (BDL) - Dallas, TX (DFW)	8,326	2,118
Columbia, SC (CAE) - Dallas, TX (DFW)	7,648	2,113
Raleigh-Durham, NC (RDU) - San Juan, PR (SJU)	4,765	2,109
Philadelphia, PA (PHL) - Tucson, AZ (TUS)	4,757	2,098
Miami, FL (MIA) - Phoenix, AZ (PHX)	4,928	2,090
Phoenix, AZ (PHX) - San Juan, PR (SJU)	4,755	2,075
Chicago, IL (CHI) - Charlotte, NC (CLT)	5,982	2,051
Detroit, MI (DTW) - St. Croix, VI (STX)	8,834	2,039
Chattanooga, TN (CHA) - Chicago, IL (CHI)	6,818	2,039
Charleston, SC (CHS) - Miami, FL (MIA)	5,380	2,037
St. Thomas, VI (STT) - Washington, DC (WAS)	4,617	2,022
Austin, TX (AUS) - Hilo, HI (KOA)	5,363	2,008
Santa Barbara, CA (SBA) - Tucson, AZ (TUS)	7,273	2,004
Boston, MA (BOS) - Key West, FL (EYW)	6,327	1,984
Norfolk-Virginia Beach, VA (ORF) - St. Thomas, VI (STT)	5,239	1,968
Dallas, TX (DFW) - Reno, NV (RNO)	8,668	1,953
San Juan, PR (SJU) - Sacramento, CA (SMF)	4,709	1,950
Boston, MA (BOS) - Palm Springs, CA (PSP)	4,922	1,947

CITY PAIR	Post-Merger HHI	Δ HHI
Kapaa, HI (LIH) - Orlando, FL (MCO)	5,457	1,946
Greensboro, NC (GSO) - St. Thomas, VI (STT)	5,466	1,944
Dallas, TX (DFW) - Savannah, GA (SAV)	7,094	1,936
Hartford, CT (BDL) - Key West, FL (EYW)	4,983	1,931
Dallas, TX (DFW) - Santa Barbara, CA (SBA)	6,048	1,909
Kahului, HI (OGG) - San Antonio, TX (SAT)	5,275	1,901
Las Vegas, NV (LAS) - San Juan, PR (SJU)	4,883	1,885
Nashville, TN (BNA) - St. Thomas, VI (STT)	5,903	1,877
Charlotte, NC (CLT) - Honolulu, HI (HNL)	5,637	1,845
Charleston, SC (CHS) - St. Thomas, VI (STT)	5,230	1,844
Orlando, FL (MCO) - Kahului, HI (OGG)	4,514	1,834
Dallas, TX (DFW) - Sacramento, CA (SMF)	7,494	1,833
Fresno, CA (FAT) - Philadelphia, PA (PHL)	5,844	1,831
Cincinnati, OH (CIN) - St. Croix, VI (STX)	8,601	1,831
Charlotte, NC (CLT) - San Jose, CA (SJC)	5,038	1,815
El Paso, TX (ELP) - Santa Barbara, CA (SBA)	8,179	1,805
Miami, FL (MIA) - Norfolk-Virginia Beach, VA (ORF)	4,355	1,801
Kahului, HI (OGG) - Pittsburgh, PA (PIT)	5,506	1,800
Omaha, NE (OMA) - Palm Springs, CA (PSP)	4,635	1,799
Austin, TX (AUS) - Kahului, HI (OGG)	5,961	1,791
Anchorage, AK (ANC) - El Paso, TX (ELP)	7,220	1,789
Boston, MA (BOS) - Tucson, AZ (TUS)	5,168	1,780
Houston, TX (HOU) - St. Thomas, VI (STT)	7,185	1,771
Dallas, TX (DFW) - Greenville, SC (GSP)	6,372	1,759
Fresno, CA (FAT) - Orlando, FL (MCO)	5,123	1,750
Kahului, HI (OGG) - Tucson, AZ (TUS)	5,099	1,728
Boston, MA (BOS) - Fresno, CA (FAT)	5,173	1,713
Fresno, CA (FAT) - Minneapolis, MN (MSP)	4,959	1,705
Charlottesville, VA (CHO) - Fayetteville, AR (XNA	5,258	1,702
Key West, FL (EYW) - Philadelphia, PA (PHL)	4,530	1,697
Austin, TX (AUS) - Charlotte, NC (CLT)	5,600	1,693
Austin, TX (AUS) - Tucson, AZ (TUS)	5,300	1,687
San Diego, CA (SAN) - San Juan, PR (SJU)	4,198	1,678
Charlottesville, VA (CHO) - Minneapolis, MN (MSP)	4,883	1,669
Fresno, CA (FAT) - Tucson, AZ (TUS)	7,380	1,667
Las Vegas, NV (LAS) - St. Thomas, VI (STT)	7,530	1,665
Charlotte, NC (CLT) - Miami, FL (MIA)	7,087	1,646
San Juan, PR (SJU) - St. Louis, MO (STL)	4,512	1,599
San Antonio, TX (SAT) - Tucson, AZ (TUS)	4,923	1,597

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Dallas, TX (DFW) - Knoxville, TN (TYS)	7,796	1,589
Greensboro, NC (GSO) - San Juan, PR (SJU)	4,835	1,574
Orlando, FL (MCO) - Palm Springs, CA (PSP)	4,336	1,571
Buffalo, NY (BUF) - Fayetteville, AR (XNA)	4,703	1,555
Syracuse, NY (SYR) - Fayetteville, AR (XNA)	4,609	1,545
Miami, FL (MIA) - Philadelphia, PA (PHL)	5,610	1,543
Honolulu, HI (HNL) - San Antonio, TX (SAT)	4,711	1,541
St. Louis, MO (STL) - St. Thomas, VI (STT)	6,580	1,541
Albuquerque, NM (ABQ) - Charlotte, NC (CLT)	4,986	1,540
Honolulu, HI (HNL) - Omaha, NE (OMA)	4,545	1,531
Charlotte, NC (CLT) - San Antonio, TX (SAT)	5,158	1,519
Norfolk-Virginia Beach, VA (ORF) - San Juan, PR (SJU)	5,474	1,517
Miami, FL (MIA) - Reno, NV (RNO)	4,566	1,502
Orlando, FL (MCO) - Monterey, CA (MRY)	5,045	1,492
Dallas, TX (DFW) - San Jose, CA (SJC)	9,421	1,489
Chattanooga, TN (CHA) - Dallas, TX (DFW)	6,641	1,489
Westchester County, NY (HPN) - Phoenix, AZ (PHX)	4,437	1,484
Charlottesville, VA (CHO) - Dallas, TX (DFW)	4,745	1,476
Richmond, VA (RIC) - St. Thomas, VI (STT)	5,002	1,466
Little Rock, AR (LIT) - Syracuse, NY (SYR)	4,209	1,462
Savannah, GA (SAV) - St. Croix, VI (STX)	5,215	1,462
Seattle, WA (SEA) - San Juan, PR (SJU)	3,824	1,462
Charleston, SC (CHS) - Dallas, TX (DFW)	5,316	1,457
Cleveland, OH (CLE) - St. Croix, VI (STX)	7,993	1,449
Chicago, IL (CHI) - Huntsville, AL (HSV)	4,974	1,446
Cleveland, OH (CLE) - St. Thomas, VI (STT)	4,286	1,431
Minneapolis, MN (MSP) - Kahului, HI (OGG)	4,426	1,430
Chicago, IL (CHI) - St. Thomas, VI (STT)	4,065	1,425
Chicago, IL (CHI) - Palm Springs, CA (PSP)	6,637	1,420
New Orleans, LA (MSY) - St. Thomas, VI (STT)	5,276	1,418
Durango, CO (DRO) - Miami, FL (MIA)	5,283	1,417
Dallas, TX (DFW) - Syracuse, NY (SYR)	4,010	1,409
Charlottesville, VA (CHO) - Des Moines, IA (DSM)	5,161	1,397
Denver, CO (DEN) - San Juan, PR (SJU)	3,816	1,381
Honolulu, HI (HNL) - Tucson, AZ (TUS)	4,340	1,380
Philadelphia, PA (PHL) - Fayetteville, AR (XNA)	4,537	1,377
Des Moines, IA (DSM) - Honolulu, HI (HNL)	4,983	1,371
Minneapolis, MN (MSP) - St. Thomas, VI (STT)	4,568	1,370
Des Moines, IA (DSM) - Reno, NV (RNO)	4,282	1,350

CITY PAIR	Post-Merger HHI	Δ HHI
Philadelphia, PA (PHL) - St. Croix, VI (STX)	9,330	1,331
Honolulu, HI (HNL) - Indianapolis, IN (IND)	3,926	1,328
Boston, MA (BOS) - Fayetteville, AR (XNA)	4,474	1,327
Albuquerque, NM (ABQ) - Kahului, HI (OGG)	5,134	1,322
Charlottesville, VA (CHO) - Phoenix, AZ (PHX)	6,867	1,319
Charlotte, NC (CLT) - El Paso, TX (ELP)	5,268	1,317
Des Moines, IA (DSM) - Fresno, CA (FAT)	5,037	1,311
Dallas, TX (DFW) - San Diego, CA (SAN)	6,869	1,310
Dallas, TX (DFW) - Jacksonville, FL (JAX)	7,106	1,304
Dallas, TX (DFW) - San Juan, PR (SJU)	7,234	1,303
Palm Springs, CA (PSP) - Washington, DC (WAS)	4,360	1,300
Des Moines, IA (DSM) - Tucson, AZ (TUS)	4,786	1,292
Fresno, CA (FAT) - Omaha, NE (OMA)	3,874	1,292
St. Louis, MO (STL) - Tucson, AZ (TUS)	4,306	1,273
Nashville, TN (BNA) - San Juan, PR (SJU)	4,957	1,262
Austin, TX (AUS) - Honolulu, HI (HNL)	4,531	1,259
Key West, FL (EYW) - Raleigh-Durham, NC (RDU)	4,746	1,247
Charlottesville, VA (CHO) - Omaha, NE (OMA)	5,087	1,237
Chattanooga, TN (CHA) - San Francisco, CA (SFO)	5,000	1,225
Columbus, OH (CMH) - Honolulu, HI (HNL)	3,984	1,225
Des Moines, IA (DSM) - Palm Springs, CA (PSP)	4,797	1,223
Washington, DC (WAS) - Fayetteville, AR (XNA)	4,214	1,221
Dallas, TX (DFW) - Huntsville, AL (HSV)	8,135	1,218
Miami, FL (MIA) - Louisville, KY (SDF)	3,843	1,217
Philadelphia, PA (PHL) - San Jose, CA (SJC)	3,728	1,215
Boston, MA (BOS) - Kapaa, HI (LIH)	5,009	1,210
Kahului, HI (OGG) - Philadelphia, PA (PHL)	5,157	1,199
St. Thomas, VI (STT) - Tallahassee, FL (TLH)	5,006	1,192
Raleigh-Durham, NC (RDU) - Fayetteville, AR (XNA)	4,878	1,190
Honolulu, HI (HNL) - Milwaukee, WI (MKE)	4,656	1,187
Fresno, CA (FAT) - Kansas City, MO (MCI)	3,980	1,184
Des Moines, IA (DSM) - Ontario, CA (ONT)	4,661	1,179
Indianapolis, IN (IND) - St. Thomas, VI (STT)	4,761	1,179
Boston, MA (BOS) - Santa Barbara, CA (SBA)	5,013	1,174
New York, NY (NYC) - Palm Springs, CA (PSP)	3,955	1,174
Dallas, TX (DFW) - Washington, DC (WAS)	7,095	1,163
Dallas, TX (DFW) - Tallahassee, FL (TLH)	5,582	1,152
Columbus, OH (CMH) - St. Thomas, VI (STT)	4,530	1,146
Westchester County, NY (HPN) - Louisville, KY (SDF)	4,898	1,145

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Cincinnati, OH (CIN) - Dallas, TX (DFW)	6,098	1,143
Charlotte, NC (CLT) - New York, NY (NYC)	5,427	1,141
Hilo, HI (KOA) - Tucson, AZ (TUS)	4,981	1,138
Los Angeles, CA (LAX) - St. Thomas, VI (STT)	7,828	1,136
Dallas, TX (DFW) - Fort Myers, FL (RSW)	7,652	1,136
Dallas, TX (DFW) - Harrisburg, PA (MDT)	3,722	1,134
Tampa, FL (TPA) - Tucson, AZ (TUS)	3,663	1,128
Dallas, TX (DFW) - Lexington, KY (LEX)	7,647	1,128
El Paso, TX (ELP) - Minneapolis, MN (MSP)	5,393	1,121
Detroit, MI (DTW) - Kahului, HI (OGG)	4,623	1,115
Dallas, TX (DFW) - Tucson, AZ (TUS)	8,370	1,111
Orlando, FL (MCO) - Santa Barbara, CA (SBA)	4,729	1,110
Chicago, IL (CHI) - Philadelphia, PA (PHL)	3,773	1,110
Pittsburgh, PA (PIT) - St. Thomas, VI (STT)	6,199	1,105
Chicago, IL (CHI) - Phoenix, AZ (PHX)	3,835	1,105
Boston, MA (BOS) - Reno, NV (RNO)	3,228	1,097
Miami, FL (MIA) - Washington, DC (WAS)	3,354	1,097
Miami, FL (MIA) - Fayetteville, AR (XNA)	5,213	1,089
Tampa, FL (TPA) - Fayetteville, AR (XNA)	4,809	1,089
Chicago, IL (CHI) - Kapaa, HI (LIH)	4,812	1,089
Charlottesville, VA (CHO) - Seattle, WA (SEA)	3,998	1,073
Fort Myers, FL (RSW) - Fayetteville, AR (XNA)	4,835	1,066
Orlando, FL (MCO) - Tucson, AZ (TUS)	3,508	1,059
Dallas, TX (DFW) - Orange County, CA (SNA)	9,283	1,057
Charlottesville, VA (CHO) - San Diego, CA (SAN)	3,640	1,055
New York, NY (NYC) - Fayetteville, AR (XNA)	4,353	1,054
Dallas, TX (DFW) - St. Thomas, VI (STT)	6,531	1,050
Norfolk-Virginia Beach, VA (ORF) - Fayetteville, AR (XNA)	4,322	1,049
Dallas, TX (DFW) - Honolulu, HI (HNL)	6,579	1,049
Orlando, FL (MCO) - Fayetteville, AR (XNA)	4,751	1,047
Fresno, CA (FAT) - New York, NY (NYC)	4,255	1,046
Santa Barbara, CA (SBA) - Salt Lake City, UT (SLC	4,720	1,043
Austin, TX (AUS) - Columbia, SC (CAE)	4,351	1,043
Fresno, CA (FAT) - Washington, DC (WAS)	4,112	1,038
Fresno, CA (FAT) - Houston, TX (HOU)	4,575	1,036
Detroit, MI (DTW) - Tucson, AZ (TUS)	3,293	1,027
Chicago, IL (CHI) - San Juan, PR (SJU)	4,623	1,023
Philadelphia, PA (PHL) - Orange County, CA (SNA)	3,113	1,021
Phoenix, AZ (PHX) - Richmond, VA (RIC)	3,462	1,018

CITY PAIR	Post-Merger HHI	Δ HHI
Cleveland, OH (CLE) - Dallas, TX (DFW)	4,486	1,013
Indianapolis, IN (IND) - Tucson, AZ (TUS)	3,763	1,013
Los Angeles, CA (LAX) - San Juan, PR (SJU)	4,164	1,012
Dallas, TX (DFW) - West Palm Beach (PBI)	8,081	1,010
San Francisco, CA (SFO) - San Juan, PR (SJU)	3,252	1,009
Durango, CO (DRO) - San Antonio, TX (SAT)	5,052	1,007
San Juan, PR (SJU) - Fayetteville, AR (XNA)	4,985	1,000
San Francisco, CA (SFO) - St. Thomas, VI (STT)	4,846	995
Ontario, CA (ONT) - Tampa, FL (TPA)	3,341	992
Charlotte, NC (CLT) - Los Angeles, CA (LAX)	5,485	989
Boston, MA (BOS) - St. Thomas, VI (STT)	4,575	979
Boston, MA (BOS) - Little Rock, AR (LIT)	3,387	969
Key West, FL (EYW) - Phoenix, AZ (PHX)	5,114	968
Westchester County, NY (HPN) - San Diego, CA (SAN)	3,559	965
New York, NY (NYC) - Tucson, AZ (TUS)	3,967	963
Knoxville, TN (TYS) - Fayetteville, AR (XNA)	4,759	958
Harrisburg, PA (MDT) - St. Louis, MO (STL)	3,526	954
Louisville, KY (SDF) - San Juan, PR (SJU)	4,899	951
New York, NY (NYC) - Ontario, CA (ONT)	3,084	950
Boston, MA (BOS) - Ontario, CA (ONT)	3,066	928
Charlotte, NC (CLT) - San Diego, CA (SAN)	5,734	926
Honolulu, HI (HNL) - Philadelphia, PA (PHL)	3,978	925
Pittsburgh, PA (PIT) - Fayetteville, AR (XNA)	4,235	917
Ontario, CA (ONT) - San Antonio, TX (SAT)	4,014	914
Charleston, SC (CHS) - San Juan, PR (SJU)	5,048	912
Dallas, TX (DFW) - Rochester, NY (ROC)	3,776	910
Chicago, IL (CHI) - Fresno, CA (FAT)	4,549	908
Honolulu, HI (HNL) - St. Louis, MO (STL)	4,515	907
Atlanta, GA (ATL) - Grand Junction, CO (GJT)	3,588	893
Nashville, TN (BNA) - New York, NY (NYC)	3,481	892
Kansas City, MO (MCI) - Tucson, AZ (TUS)	3,780	890
St. Louis, MO (STL) - Syracuse, NY (SYR)	3,539	890
Birmingham, AL (BHM) - St. Thomas, VI (STT)	5,001	889
Huntsville, AL (HSV) - Phoenix, AZ (PHX)	3,944	885
Charlottesville, VA (CHO) - Kansas City, MO (MCI)	5,451	883
Dallas, TX (DFW) - Kahului, HI (OGG)	8,258	882
Detroit, MI (DTW) - St. Thomas, VI (STT)	3,512	879
Grand Junction, CO (GJT) - Philadelphia, PA (PHL)	4,499	878
Austin, TX (AUS) - Philadelphia, PA (PHL)	2,915	878

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Chicago, IL (CHI) - Santa Barbara, CA (SBA)	4,819	878
Boston, MA (BOS) - Dallas, TX (DFW)	5,606	877
Charlotte, NC (CLT) - San Juan, PR (SJU)	7,386	875
Philadelphia, PA (PHL) - San Antonio, TX (SAT)	2,927	874
Richmond, VA (RIC) - Fayetteville, AR (XNA)	4,157	873
Honolulu, HI (HNL) - Kansas City, MO (MCI)	3,287	869
Detroit, MI (DTW) - El Paso, TX (ELP)	4,561	864
New York, NY (NYC) - Santa Barbara, CA (SBA)	4,872	863
Westchester County, NY (HPN) - Fayetteville, AR (XNA)	4,657	863
Chicago, IL (CHI) - West Palm Beach (PBI)	6,093	860
Harrisburg, PA (MDT) - Fayetteville, AR (XNA)	4,567	860
Columbus, OH (CMH) - Orange County, CA (SNA)	3,066	855
Chicago, IL (CHI) - El Paso, TX (ELP)	5,120	853
Austin, TX (AUS) - Greensboro, NC (GSO)	4,490	852
Montgomery, AL (MGM) - Fayetteville, AR (XNA)	5,064	848
Montgomery, AL (MGM) - Phoenix, AZ (PHX)	5,152	846
El Paso, TX (ELP) - Philadelphia, PA (PHL)	3,902	843
Austin, TX (AUS) - Orange County, CA (SNA)	3,439	843
Phoenix, AZ (PHX) - Knoxville, TN (TYS)	3,700	838
Westchester County, NY (HPN) - St. Louis, MO (STL)	3,322	838
Miami, FL (MIA) - Ontario, CA (ONT)	3,305	837
Little Rock, AR (LIT) - Philadelphia, PA (PHL)	3,482	832
Dallas, TX (DFW) - Grand Junction, CO (GJT)	7,233	823
Birmingham, AL (BHM) - St. Croix, VI (STX)	10,000	821
Lexington, KY (LEX) - Phoenix, AZ (PHX)	4,181	819
Houston, TX (HOU) - Palm Springs, CA (PSP)	4,929	817
Charlotte, NC (CLT) - Fayetteville, AR (XNA)	5,930	816
Las Vegas, NV (LAS) - Santa Barbara, CA (SBA)	5,004	814
Little Rock, AR (LIT) - Miami, FL (MIA)	3,847	807
Orlando, FL (MCO) - Ontario, CA (ONT)	2,953	805
Fort Myers, FL (RSW) - St. Thomas, VI (STT)	5,127	801
New Orleans, LA (MSY) - San Juan, PR (SJU)	5,674	799
Little Rock, AR (LIT) - Rochester, NY (ROC)	3,500	799
Kapaa, HI (LIH) - Washington, DC (WAS)	4,887	796
Louisville, KY (SDF) - St. Thomas, VI (STT)	4,886	795
Columbus, OH (CMH) - Tucson, AZ (TUS)	3,397	785
Des Moines, IA (DSM) - Phoenix, AZ (PHX)	5,219	784
Charlottesville, VA (CHO) - Denver, CO (DEN)	4,302	784
Boston, MA (BOS) - Gainesville, FL (GNV)	5,346	783

CITY PAIR	Post-Merger HHI	Δ HHI
Charlottesville, VA (CHO) - Los Angeles, CA (LAX)	3,900	782
Charlotte, NC (CLT) - Sacramento, CA (SMF)	3,986	777
Austin, TX (AUS) - Richmond, VA (RIC)	3,835	776
Pittsburgh, PA (PIT) - Tucson, AZ (TUS)	3,255	773
Key West, FL (EYW) - Washington, DC (WAS)	3,876	772
Hartford, CT (BDL) - Fayetteville, AR (XNA)	4,199	772
Tucson, AZ (TUS) - Washington, DC (WAS)	3,981	767
Charlottesville, VA (CHO) - Milwaukee, WI (MKE)	5,375	764
Kahului, HI (OGG) - Washington, DC (WAS)	4,700	761
Dallas, TX (DFW) - Portland, OR (PDX)	4,765	756
Greensboro, NC (GSO) - San Antonio, TX (SAT)	4,719	751
Little Rock, AR (LIT) - Harrisburg, PA (MDT)	4,050	750
Seattle, WA (SEA) - St. Thomas, VI (STT)	4,204	748
San Antonio, TX (SAT) - Orange County, CA (SNA)	3,570	748
Dallas, TX (DFW) - Montgomery, AL (MGM)	8,376	746
Los Angeles, CA (LAX) - St. Louis, MO (STL)	4,736	744
Omaha, NE (OMA) - Tucson, AZ (TUS)	3,272	736
Birmingham, AL (BHM) - Miami, FL (MIA)	3,586	733
Honolulu, HI (HNL) - Pittsburgh, PA (PIT)	4,474	729
El Paso, TX (ELP) - Seattle, WA (SEA)	4,387	728
Honolulu, HI (HNL) - Miami, FL (MIA)	4,481	726
Honolulu, HI (HNL) - Tampa, FL (TPA)	3,403	725
Miami, FL (MIA) - Raleigh-Durham, NC (RDU)	3,319	724
Gainesville, FL (GNV) - San Juan, PR (SJU)	6,576	724
Dallas, TX (DFW) - New York, NY (NYC)	5,162	723
Westchester County, NY (HPN) - Indianapolis, IN (IND)	3,744	723
Des Moines, IA (DSM) - San Jose, CA (SJC)	3,651	718
Chattanooga, TN (CHA) - Phoenix, AZ (PHX)	5,224	718
Columbia, SC (CAE) - Fayetteville, AR (XNA)	5,277	716
Detroit, MI (DTW) - Grand Junction, CO (GJT)	3,495	714
Little Rock, AR (LIT) - New York, NY (NYC)	2,997	712
Chattanooga, TN (CHA) - Los Angeles, CA (LAX)	5,159	711
Buffalo, NY (BUF) - Dallas, TX (DFW)	3,590	708
Chicago, IL (CHI) - Hilo, HI (KOA)	4,809	708
Rochester, NY (ROC) - Fayetteville, AR (XNA)	4,513	705
Detroit, MI (DTW) - Ontario, CA (ONT)	2,905	699
Miami, FL (MIA) - Tucson, AZ (TUS)	4,278	696
Little Rock, AR (LIT) - Raleigh-Durham, NC (RDU)	3,707	693
Raleigh-Durham, NC (RDU) - Washington, DC (WAS)	3,411	692

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
San Jose, CA (SJC) - St. Louis, MO (STL)	3,553	689
Pittsburgh, PA (PIT) - Orange County, CA (SNA)	2,862	687
Hartford, CT (BDL) - Phoenix, AZ (PHX)	3,045	687
Chicago, IL (CHI) - Tucson, AZ (TUS)	4,811	686
West Palm Beach (PBI) - San Francisco, CA (SFO)	3,238	684
Durango, CO (DRO) - Tampa, FL (TPA)	5,017	682
Boston, MA (BOS) - Kahului, HI (OGG)	4,044	682
Miami, FL (MIA) - San Diego, CA (SAN)	2,993	682
Richmond, VA (RIC) - St. Louis, MO (STL)	2,976	681
Chicago, IL (CHI) - Syracuse, NY (SYR)	4,598	678
Philadelphia, PA (PHL) - San Diego, CA (SAN)	4,906	676
Columbus, OH (CMH) - New York, NY (NYC)	3,140	674
Nashville, TN (BNA) - St. Croix, VI (STX)	9,444	671
Phoenix, AZ (PHX) - Fort Myers, FL (RSW)	2,711	670
Westchester County, NY (HPN) - Seattle, WA (SEA)	3,511	668
Reno, NV (RNO) - Tampa, FL (TPA)	3,854	663
Columbus, OH (CMH) - Dallas, TX (DFW)	7,592	662
Savannah, GA (SAV) - Fayetteville, AR (XNA)	4,952	659
Little Rock, AR (LIT) - Pittsburgh, PA (PIT)	3,419	659
Columbia, SC (CAE) - Los Angeles, CA (LAX)	3,605	657
New York, NY (NYC) - Reno, NV (RNO)	2,886	656
Orange County, CA (SNA) - Tampa, FL (TPA)	2,872	655
Albuquerque, NM (ABQ) - Philadelphia, PA (PHL)	3,204	655
Westchester County, NY (HPN) - Las Vegas, NV (LAS)	2,975	655
Cleveland, OH (CLE) - San Juan, PR (SJU)	3,338	653
San Juan, PR (SJU) - Tallahassee, FL (TLH)	5,177	651
Cincinnati, OH (CIN) - St. Thomas, VI (STT)	4,816	649
Des Moines, IA (DSM) - Philadelphia, PA (PHL)	3,270	645
Houston, TX (HOU) - Kahului, HI (OGG)	5,285	645
Richmond, VA (RIC) - San Francisco, CA (SFO)	3,125	645
Boston, MA (BOS) - Monterey, CA (MRY)	5,303	644
Atlanta, GA (ATL) - Kahului, HI (OGG)	4,665	643
Dallas, TX (DFW) - Indianapolis, IN (IND)	7,197	643
Detroit, MI (DTW) - Key West, FL (EYW)	5,219	641
Orlando, FL (MCO) - San Jose, CA (SJC)	2,754	640
Gainesville, FL (GNV) - Los Angeles, CA (LAX)	5,109	639
Huntsville, AL (HSV) - Syracuse, NY (SYR)	4,545	636
Columbus, OH (CMH) - San Jose, CA (SJC)	3,066	635
Cincinnati, OH (CIN) - Westchester County, NY (HPN)	4,686	634

CITY PAIR	Post-Merger HHI	Δ HHI
West Palm Beach (PBI) - Phoenix, AZ (PHX)	3,204	633
Boston, MA (BOS) - Lexington, KY (LEX)	4,454	630
Chicago, IL (CHI) - Richmond, VA (RIC)	4,250	628
San Juan, PR (SJU) - Knoxville, TN (TYS)	4,579	628
Jacksonville, FL (JAX) - Fayetteville, AR (XNA)	5,211	624
Pensacola, FL (PNS) - Fayetteville, AR (XNA)	4,492	622
Ontario, CA (ONT) - Philadelphia, PA (PHL)	3,569	620
Chattanooga, TN (CHA) - Denver, CO (DEN)	5,343	614
Kansas City, MO (MCI) - San Juan, PR (SJU)	3,085	612
Orange County, CA (SNA) - St. Louis, MO (STL)	3,356	609
Columbia, SC (CAE) - San Antonio, TX (SAT)	4,511	606
Boston, MA (BOS) - Orange County, CA (SNA)	3,047	606
Indianapolis, IN (IND) - San Juan, PR (SJU)	3,250	605
Charlottesville, VA (CHO) - San Francisco, CA (SF	4,599	605
Ontario, CA (ONT) - Washington, DC (WAS)	2,910	604
Milwaukee, WI (MKE) - Tucson, AZ (TUS)	2,533	602
Westchester County, NY (HPN) - Little Rock, AR (LIT)	4,494	601
Detroit, MI (DTW) - Orange County, CA (SNA)	2,798	601
Hartford, CT (BDL) - Little Rock, AR (LIT)	3,258	599
Westchester County, NY (HPN) - Minneapolis, MN (MSP)	3,448	596
Columbus, OH (CMH) - San Juan, PR (SJU)	3,131	594
Chicago, IL (CHI) - Monterey, CA (MRY)	5,356	591
Key West, FL (EYW) - San Francisco, CA (SFO)	6,164	591
Westchester County, NY (HPN) - Knoxville, TN (TYS)	4,688	589
Chattanooga, TN (CHA) - St. Louis, MO (STL)	5,385	587
Philadelphia, PA (PHL) - Reno, NV (RNO)	3,257	586
Detroit, MI (DTW) - San Juan, PR (SJU)	3,339	583
Chicago, IL (CHI) - Harrisburg, PA (MDT)	4,947	583
Kansas City, MO (MCI) - Knoxville, TN (TYS)	4,543	580
Des Moines, IA (DSM) - West Palm Beach (PBI)	5,020	580
Charlotte, NC (CLT) - St. Thomas, VI (STT)	9,177	579
Boston, MA (BOS) - Louisville, KY (SDF)	3,335	577
Charlotte, NC (CLT) - San Francisco, CA (SFO)	6,566	577
Miami, FL (MIA) - San Jose, CA (SJC)	3,313	577
Chicago, IL (CHI) - Knoxville, TN (TYS)	4,427	575
Lexington, KY (LEX) - Kansas City, MO (MCI)	3,795	570
Nashville, TN (BNA) - Rochester, NY (ROC)	3,840	567
West Palm Beach (PBI) - Fayetteville, AR (XNA)	5,232	566
Hilo, HI (KOA) - New York, NY (NYC)	2,683	565

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Nashville, TN (BNA) - Westchester County, NY (HPN)	4,351	565
St. Thomas, VI (STT) - Knoxville, TN (TYS)	5,261	564
Minneapolis, MN (MSP) - San Juan, PR (SJU)	3,176	564
Jacksonville, FL (JAX) - Phoenix, AZ (PHX)	3,050	564
Minneapolis, MN (MSP) - Ontario, CA (ONT)	2,857	563
Fort Myers, FL (RSW) - San Francisco, CA (SFO)	2,681	563
Pittsburgh, PA (PIT) - San Jose, CA (SJC)	2,903	560
Columbus, OH (CMH) - Westchester County, NY (HPN)	6,310	560
Detroit, MI (DTW) - Reno, NV (RNO)	3,275	558
Charleston, SC (CHS) - Key West, FL (EYW)	5,545	557
San Antonio, TX (SAT) - Savannah, GA (SAV)	4,287	555
Chattanooga, TN (CHA) - Seattle, WA (SEA)	5,320	555
Austin, TX (AUS) - Ontario, CA (ONT)	4,018	552
Los Angeles, CA (LAX) - Richmond, VA (RIC)	2,905	552
Monterey, CA (MRY) - New York, NY (NYC)	5,542	551
San Antonio, TX (SAT) - Knoxville, TN (TYS)	4,405	551
San Antonio, TX (SAT) - San Jose, CA (SJC)	4,077	548
Des Moines, IA (DSM) - Knoxville, TN (TYS)	4,300	548
Westchester County, NY (HPN) - Los Angeles, CA (LAX)	3,258	548
Charlotte, NC (CLT) - Denver, CO (DEN)	5,189	546
Phoenix, AZ (PHX) - Syracuse, NY (SYR)	3,298	544
Richmond, VA (RIC) - Seattle, WA (SEA)	3,084	544
Birmingham, AL (BHM) - San Juan, PR (SJU)	5,331	543
New York, NY (NYC) - Kahului, HI (OGG)	2,993	543
Norfolk-Virginia Beach, VA (ORF) - Phoenix, AZ (PHX)	3,132	541
Chicago, IL (CHI) - San Jose, CA (SJC)	4,802	539
Orlando, FL (MCO) - Orange County, CA (SNA)	2,750	537
Baton Rouge, LA (BTR) - Lexington, KY (LEX)	4,938	535
Dallas, TX (DFW) - Tampa, FL (TPA)	6,378	535
Austin, TX (AUS) - Reno, NV (RNO)	4,193	534
Santa Barbara, CA (SBA) - Washington, DC (WAS)	5,304	533
Gainesville, FL (GNV) - New York, NY (NYC)	4,830	533
Charlotte, NC (CLT) - Kansas City, MO (MCI)	5,296	533
Charlotte, NC (CLT) - Phoenix, AZ (PHX)	6,243	530
Montgomery, AL (MGM) - San Francisco, CA (SFO)	5,057	529
Hilo, HI (KOA) - Washington, DC (WAS)	4,514	529
San Diego, CA (SAN) - Tampa, FL (TPA)	2,600	528
Chicago, IL (CHI) - St. Croix, VI (STX)	9,841	528
Charlottesville, VA (CHO) - Little Rock, AR (LIT)	5,886	527

CITY PAIR	Post-Merger HHI	Δ HHI
Denver, CO (DEN) - Lexington, KY (LEX)	3,415	526
Kapaa, HI (LIH) - Phoenix, AZ (PHX)	4,543	526
San Antonio, TX (SAT) - Sacramento, CA (SMF)	3,274	524
Phoenix, AZ (PHX) - Tallahassee, FL (TLH)	5,470	523
Key West, FL (EYW) - Greensboro, NC (GSO)	5,612	523
Chicago, IL (CHI) - Jacksonville, FL (JAX)	2,959	520
Pittsburgh, PA (PIT) - San Juan, PR (SJU)	4,171	520
Greensboro, NC (GSO) - Fayetteville, AR (XNA)	4,916	519
Boston, MA (BOS) - Des Moines, IA (DSM)	2,605	518
Columbus, OH (CMH) - Fayetteville, AR (XNA)	4,343	517
Charlotte, NC (CLT) - Seattle, WA (SEA)	4,926	517
Dallas, TX (DFW) - Los Angeles, CA (LAX)	5,187	516
Denver, CO (DEN) - Richmond, VA (RIC)	2,855	516
Kapaa, HI (LIH) - New York, NY (NYC)	2,752	514
Phoenix, AZ (PHX) - Fort Walton Beach, FL (VPS)	3,529	512
Omaha, NE (OMA) - San Juan, PR (SJU)	3,521	508
Los Angeles, CA (LAX) - Tallahassee, FL (TLH)	5,315	504
Kansas City, MO (MCI) - Syracuse, NY (SYR)	3,349	504
Miami, FL (MIA) - Sacramento, CA (SMF)	2,774	503
Cincinnati, OH (CIN) - San Juan, PR (SJU)	3,442	502
Greenville, SC (GSP) - Fayetteville, AR (XNA)	5,272	501
Nashville, TN (BNA) - Washington, DC (WAS)	4,076	499
Dallas, TX (DFW) - Salt Lake City, UT (SLC)	4,506	499
Boston, MA (BOS) - Hilo, HI (KOA)	4,509	498
Dallas, TX (DFW) - Las Vegas, NV (LAS)	6,373	498
Des Moines, IA (DSM) - Raleigh-Durham, NC (RDU)	3,832	498
Dallas, TX (DFW) - Fort Walton Beach, FL (VPS)	9,022	496
Charlottesville, VA (CHO) - Las Vegas, NV (LAS)	5,346	495
Des Moines, IA (DSM) - Jacksonville, FL (JAX)	4,522	495
Ontario, CA (ONT) - St. Louis, MO (STL)	3,842	493
Omaha, NE (OMA) - Syracuse, NY (SYR)	3,346	491
San Jose, CA (SJC) - Tampa, FL (TPA)	3,037	490
Orlando, FL (MCO) - Reno, NV (RNO)	3,072	488
Charleston, SC (CHS) - St. Croix, VI (STX)	9,341	488
Raleigh-Durham, NC (RDU) - Seattle, WA (SEA)	2,590	487
Greensboro, NC (GSO) - Los Angeles, CA (LAX)	3,342	484
Los Angeles, CA (LAX) - Raleigh-Durham, NC (RDU)	2,869	481
Denver, CO (DEN) - Montgomery, AL (MGM)	5,661	476
Nashville, TN (BNA) - Charlottesville, VA (CHO)	6,270	476

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Columbus, OH (CMH) - Reno, NV (RNO)	4,533	476
Kahului, HI (OGG) - Phoenix, AZ (PHX)	4,623	475
El Paso, TX (ELP) - Milwaukee, WI (MKE)	3,620	474
Kansas City, MO (MCI) - Philadelphia, PA (PHL)	4,543	474
Harrisburg, PA (MDT) - Phoenix, AZ (PHX)	3,941	474
Cincinnati, OH (CIN) - Rochester, NY (ROC)	3,105	473
Kansas City, MO (MCI) - Orange County, CA (SNA)	2,507	472
Boston, MA (BOS) - Honolulu, HI (HNL)	4,142	472
Little Rock, AR (LIT) - Richmond, VA (RIC)	4,152	471
Chicago, IL (CHI) - Kahului, HI (OGG)	4,738	467
Richmond, VA (RIC) - San Diego, CA (SAN)	3,411	466
Durango, CO (DRO) - Philadelphia, PA (PHL)	5,257	466
Detroit, MI (DTW) - Gulfport, MS (GPT)	4,883	465
Cincinnati, OH (CIN) - Little Rock, AR (LIT)	4,541	461
Key West, FL (EYW) - St. Louis, MO (STL)	4,897	460
Atlanta, GA (ATL) - San Jose, CA (SJC)	3,691	458
Des Moines, IA (DSM) - Montgomery, AL (MGM)	5,393	456
Los Angeles, CA (LAX) - Montgomery, AL (MGM)	5,000	456
San Francisco, CA (SFO) - Tallahassee, FL (TLH)	5,781	455
Detroit, MI (DTW) - San Jose, CA (SJC)	2,931	454
Hartford, CT (BDL) - Los Angeles, CA (LAX)	2,629	451
Little Rock, AR (LIT) - Fort Myers, FL (RSW)	4,582	451
El Paso, TX (ELP) - New York, NY (NYC)	4,710	450
Chattanooga, TN (CHA) - Syracuse, NY (SYR)	5,225	450
Columbus, OH (CMH) - Los Angeles, CA (LAX)	2,829	450
Raleigh-Durham, NC (RDU) - San Francisco, CA (SFO)	2,659	447
Charlotte, NC (CLT) - St. Louis, MO (STL)	6,103	447
Denver, CO (DEN) - Fort Walton Beach, FL (VPS)	3,761	446
Los Angeles, CA (LAX) - West Palm Beach (PBI)	3,421	445
Miami, FL (MIA) - Orange County, CA (SNA)	3,141	442
Rochester, NY (ROC) - Louisville, KY (SDF)	3,431	441
Nashville, TN (BNA) - Syracuse, NY (SYR)	4,010	440
Houston, TX (HOU) - Lexington, KY (LEX)	3,989	440
Westchester County, NY (HPN) - Kansas City, MO (MCI)	3,029	439
New York, NY (NYC) - Raleigh-Durham, NC (RDU)	2,628	439
Indianapolis, IN (IND) - San Jose, CA (SJC)	3,193	437
Omaha, NE (OMA) - West Palm Beach (PBI)	4,576	436
Anchorage, AK (ANC) - Columbus, OH (CMH)	3,993	435
Key West, FL (EYW) - New York, NY (NYC)	3,735	434

CITY PAIR	Post-Merger HHI	Δ HHI
Pittsburgh, PA (PIT) - San Diego, CA (SAN)	2,625	431
El Paso, TX (ELP) - Portland, OR (PDX)	4,077	431
Chicago, IL (CHI) - Mobile, AL (MOB)	4,718	431
Los Angeles, CA (LAX) - Lexington, KY (LEX)	3,480	431
Chattanooga, TN (CHA) - Las Vegas, NV (LAS)	5,739	431
Chicago, IL (CHI) - Reno, NV (RNO)	4,145	430
New York, NY (NYC) - St. Thomas, VI (STT)	4,727	430
Des Moines, IA (DSM) - Syracuse, NY (SYR)	3,540	430
Raleigh-Durham, NC (RDU) - San Antonio, TX (SAT)	2,819	429
Gainesville, FL (GNV) - Philadelphia, PA (PHL)	5,296	428
Norfolk-Virginia Beach, VA (ORF) - San Francisco, CA (SF(	2,619	427
San Francisco, CA (SFO) - Tampa, FL (TPA)	2,503	427
Raleigh-Durham, NC (RDU) - San Diego, CA (SAN)	2,545	426
Indianapolis, IN (IND) - Miami, FL (MIA)	3,367	426
Las Vegas, NV (LAS) - Miami, FL (MIA)	3,416	424
Pittsburgh, PA (PIT) - Reno, NV (RNO)	3,770	423
Indianapolis, IN (IND) - Ontario, CA (ONT)	4,118	421
Dallas, TX (DFW) - Orlando, FL (MCO)	6,437	419
Las Vegas, NV (LAS) - Richmond, VA (RIC)	2,632	418
Mobile, AL (MOB) - Phoenix, AZ (PHX)	3,393	415
Tallahassee, FL (TLH) - Fayetteville, AR (XNA)	5,582	415
Key West, FL (EYW) - Las Vegas, NV (LAS)	5,533	415
Mobile, AL (MOB) - St. Louis, MO (STL)	4,683	415
Ontario, CA (ONT) - Pittsburgh, PA (PIT)	3,463	414
Chattanooga, TN (CHA) - San Diego, CA (SAN)	5,736	413
Des Moines, IA (DSM) - San Diego, CA (SAN)	2,991	413
Montgomery, AL (MGM) - Seattle, WA (SEA)	5,549	412
Houston, TX (HOU) - Hilo, HI (KOA)	5,437	411
Nashville, TN (BNA) - Key West, FL (EYW)	4,663	404
Jacksonville, FL (JAX) - St. Thomas, VI (STT)	3,969	404
Charlotte, NC (CLT) - Omaha, NE (OMA)	4,495	404
Richmond, VA (RIC) - San Antonio, TX (SAT)	3,512	403
West Palm Beach (PBI) - St. Louis, MO (STL)	3,500	403
Boston, MA (BOS) - Huntsville, AL (HSV)	3,855	402
Philadelphia, PA (PHL) - San Juan, PR (SJU)	8,844	400
Columbus, OH (CMH) - Miami, FL (MIA)	3,540	399
Hartford, CT (BDL) - Baton Rouge, LA (BTR)	5,950	398
San Jose, CA (SJC) - Washington, DC (WAS)	2,594	397
Jackson, MS (JAN) - Phoenix, AZ (PHX)	2,850	397

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Las Vegas, NV (LAS) - Harrisburg, PA (MDT)	3,460	396
Austin, TX (AUS) - San Juan, PR (SJU)	2,692	396
Reno, NV (RNO) - Washington, DC (WAS)	2,700	395
Austin, TX (AUS) - Harrisburg, PA (MDT)	3,369	394
Monterey, CA (MRY) - Phoenix, AZ (PHX)	9,083	393
Boston, MA (BOS) - San Antonio, TX (SAT)	3,126	393
Phoenix, AZ (PHX) - Pensacola, FL (PNS)	3,086	392
Columbus, OH (CMH) - Ontario, CA (ONT)	3,863	390
Denver, CO (DEN) - West Palm Beach (PBI)	3,280	390
Baton Rouge, LA (BTR) - San Juan, PR (SJU)	5,023	390
Austin, TX (AUS) - Durango, CO (DRO)	3,946	389
Miami, FL (MIA) - Pittsburgh, PA (PIT)	4,372	389
Austin, TX (AUS) - Charlottesville, VA (CHO)	4,508	386
Baton Rouge, LA (BTR) - Columbus, OH (CMH)	4,922	386
Phoenix, AZ (PHX) - Tampa, FL (TPA)	4,075	385
Cleveland, OH (CLE) - Fayetteville, AR (XNA)	3,346	385
Chattanooga, TN (CHA) - Houston, TX (HOU)	5,565	384
Charlotte, NC (CLT) - Portland, OR (PDX)	3,828	381
Chicago, IL (CHI) - Fort Walton Beach, FL (VPS)	5,381	381
Atlanta, GA (ATL) - Reno, NV (RNO)	3,073	380
Austin, TX (AUS) - Raleigh-Durham, NC (RDU)	2,774	379
Miami, FL (MIA) - Richmond, VA (RIC)	3,155	378
Charlotte, NC (CLT) - Las Vegas, NV (LAS)	5,711	377
El Paso, TX (ELP) - Los Angeles, CA (LAX)	5,469	377
Lexington, KY (LEX) - Syracuse, NY (SYR)	4,516	377
Miami, FL (MIA) - Salt Lake City, UT (SLC)	3,320	375
Memphis, TN (MEM) - San Juan, PR (SJU)	4,175	372
New York, NY (NYC) - Washington, DC (WAS)	3,200	372
Minneapolis, MN (MSP) - Tucson, AZ (TUS)	4,208	372
Detroit, MI (DTW) - Fayetteville, AR (XNA)	5,675	371
Baton Rouge, LA (BTR) - Richmond, VA (RIC)	5,129	371
Des Moines, IA (DSM) - Orange County, CA (SNA)	3,145	371
Dallas, TX (DFW) - Louisville, KY (SDF)	6,997	370
Kahului, HI (OGG) - Salt Lake City, UT (SLC)	3,497	370
Boston, MA (BOS) - Phoenix, AZ (PHX)	3,563	369
Fort Myers, FL (RSW) - San Juan, PR (SJU)	4,369	368
Columbus, OH (CMH) - San Diego, CA (SAN)	2,702	366
Anchorage, AK (ANC) - Tampa, FL (TPA)	3,503	365
Buffalo, NY (BUF) - Little Rock, AR (LIT)	2,779	365

CITY PAIR	Post-Merger HHI	Δ HHI
Reno, NV (RNO) - San Antonio, TX (SAT)	4,524	361
Chattanooga, TN (CHA) - Fayetteville, AR (XNA)	6,035	360
Chicago, IL (CHI) - Tallahassee, FL (TLH)	5,407	358
Austin, TX (AUS) - Los Angeles, CA (LAX)	3,130	357
Austin, TX (AUS) - Sacramento, CA (SMF)	3,323	357
Chattanooga, TN (CHA) - Kansas City, MO (MCI)	5,869	356
Gulfport, MS (GPT) - Minneapolis, MN (MSP)	5,688	353
Houston, TX (HOU) - Kapaa, HI (LIH)	5,668	353
Boston, MA (BOS) - El Paso, TX (ELP)	5,456	352
Atlanta, GA (ATL) - Ontario, CA (ONT)	3,281	352
Columbus, OH (CMH) - Syracuse, NY (SYR)	3,973	352
Kansas City, MO (MCI) - Raleigh-Durham, NC (RDU)	3,046	351
Little Rock, AR (LIT) - West Palm Beach (PBI)	5,040	350
Des Moines, IA (DSM) - Sacramento, CA (SMF)	2,629	350
Seattle, WA (SEA) - Fort Walton Beach, FL (VPS)	3,723	349
Austin, TX (AUS) - Huntsville, AL (HSV)	3,718	349
Des Moines, IA (DSM) - Greenville, SC (GSP)	4,251	348
New York, NY (NYC) - Norfolk-Virginia Beach, VA (ORF)	3,091	346
Gainesville, FL (GNV) - Louisville, KY (SDF)	5,418	346
Chicago, IL (CHI) - Raleigh-Durham, NC (RDU)	3,326	346
Denver, CO (DEN) - Kapaa, HI (LIH)	5,728	345
St. Louis, MO (STL) - Knoxville, TN (TYS)	5,379	345
Rochester, NY (ROC) - St. Louis, MO (STL)	3,063	343
Harrisburg, PA (MDT) - Seattle, WA (SEA)	3,640	342
Charlotte, NC (CLT) - Des Moines, IA (DSM)	4,500	342
Fort Myers, FL (RSW) - San Diego, CA (SAN)	2,930	342
Jacksonville, FL (JAX) - San Francisco, CA (SFO)	2,638	342
Orange County, CA (SNA) - Washington, DC (WAS)	2,798	341
Reno, NV (RNO) - St. Louis, MO (STL)	3,938	340
West Palm Beach (PBI) - Seattle, WA (SEA)	3,470	339
Los Angeles, CA (LAX) - Fort Myers, FL (RSW)	2,683	339
Charlotte, NC (CLT) - Salt Lake City, UT (SLC)	5,011	338
Lexington, KY (LEX) - San Francisco, CA (SFO)	3,416	338
Austin, TX (AUS) - Lexington, KY (LEX)	4,331	337
Des Moines, IA (DSM) - Mobile, AL (MOB)	4,564	336
El Paso, TX (ELP) - Salt Lake City, UT (SLC)	4,641	336
Austin, TX (AUS) - Savannah, GA (SAV)	4,641	334
Houston, TX (HOU) - Norfolk-Virginia Beach, VA (ORF)	2,739	334
Baton Rouge, LA (BTR) - Cincinnati, OH (CIN)	4,797	333

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Key West, FL (EYW) - Richmond, VA (RIC)	5,833	332
San Jose, CA (SJC) - Tucson, AZ (TUS)	5,027	331
Dallas, TX (DFW) - Detroit, MI (DTW)	4,001	330
Little Rock, AR (LIT) - Washington, DC (WAS)	3,013	329
Kansas City, MO (MCI) - Ontario, CA (ONT)	3,922	328
Huntsville, AL (HSV) - Kansas City, MO (MCI)	5,947	328
Boston, MA (BOS) - Grand Junction, CO (GJT)	5,419	328
Omaha, NE (OMA) - Orange County, CA (SNA)	2,541	327
Pensacola, FL (PNS) - San Juan, PR (SJU)	4,740	327
El Paso, TX (ELP) - San Jose, CA (SJC)	5,326	327
Durango, CO (DRO) - Pittsburgh, PA (PIT)	6,192	326
Chicago, IL (CHI) - Rochester, NY (ROC)	5,020	326
Memphis, TN (MEM) - Miami, FL (MIA)	4,462	325
Des Moines, IA (DSM) - Miami, FL (MIA)	3,715	324
Kansas City, MO (MCI) - Mobile, AL (MOB)	3,917	323
Des Moines, IA (DSM) - Gulfport, MS (GPT)	4,617	323
Cleveland, OH (CLE) - Miami, FL (MIA)	3,748	321
Dallas, TX (DFW) - Miami, FL (MIA)	6,662	321
Kansas City, MO (MCI) - Fort Walton Beach, FL (VP	4,599	321
Anchorage, AK (ANC) - Charlotte, NC (CLT)	4,572	321
Pittsburgh, PA (PIT) - San Antonio, TX (SAT)	2,599	321
Los Angeles, CA (LAX) - Knoxville, TN (TYS)	3,201	320
Des Moines, IA (DSM) - Washington, DC (WAS)	3,420	320
Kansas City, MO (MCI) - Harrisburg, PA (MDT)	3,532	319
Baton Rouge, LA (BTR) - Raleigh-Durham, NC (RDU)	4,815	318
Columbus, OH (CMH) - San Francisco, CA (SFO)	2,615	317
Grand Junction, CO (GJT) - Tampa, FL (TPA)	5,003	317
Jacksonville, FL (JAX) - Omaha, NE (OMA)	5,067	317
St. Louis, MO (STL) - Tallahassee, FL (TLH)	5,690	316
Indianapolis, IN (IND) - Los Angeles, CA (LAX)	2,535	316
Greenville, SC (GSP) - Los Angeles, CA (LAX)	3,094	316
Greensboro, NC (GSO) - Phoenix, AZ (PHX)	4,397	315
Hartford, CT (BDL) - New Orleans, LA (MSY)	2,920	315
Los Angeles, CA (LAX) - Norfolk-Virginia Beach, VA (ORF	2,594	314
Chattanooga, TN (CHA) - San Antonio, TX (SAT)	5,910	313
Jacksonville, FL (JAX) - Seattle, WA (SEA)	2,844	313
Hartford, CT (BDL) - San Diego, CA (SAN)	2,509	312
San Antonio, TX (SAT) - San Juan, PR (SJU)	2,667	311
Baton Rouge, LA (BTR) - Washington, DC (WAS)	3,742	311

CITY PAIR	Post-Merger HHI	Δ HHI
Harrisburg, PA (MDT) - San Antonio, TX (SAT)	3,358	311
Nashville, TN (BNA) - Harrisburg, PA (MDT)	3,909	310
Cleveland, OH (CLE) - Westchester County, NY (HPN)	4,704	310
Harrisburg, PA (MDT) - Miami, FL (MIA)	5,288	310
Boston, MA (BOS) - Fort Walton Beach, FL (VPS)	4,955	309
San Juan, PR (SJU) - Salt Lake City, UT (SLC)	4,901	309
Austin, TX (AUS) - Hartford, CT (BDL)	2,809	309
Des Moines, IA (DSM) - Pittsburgh, PA (PIT)	3,185	308
Des Moines, IA (DSM) - Los Angeles, CA (LAX)	2,525	308
Chattanooga, TN (CHA) - Minneapolis, MN (MSP)	6,035	307
Des Moines, IA (DSM) - Richmond, VA (RIC)	3,387	307
Milwaukee, WI (MKE) - San Jose, CA (SJC)	3,322	307
Omaha, NE (OMA) - Tallahassee, FL (TLH)	6,189	307
Columbia, SC (CAE) - Kansas City, MO (MCI)	4,527	306
San Diego, CA (SAN) - Syracuse, NY (SYR)	2,797	306
Los Angeles, CA (LAX) - Pittsburgh, PA (PIT)	2,933	306
Westchester County, NY (HPN) - San Francisco, CA (SFO)	4,195	305
Boston, MA (BOS) - Tallahassee, FL (TLH)	5,024	304
Dallas, TX (DFW) - St. Croix, VI (STX)	10,000	303
Little Rock, AR (LIT) - Orlando, FL (MCO)	4,050	303
Seattle, WA (SEA) - Syracuse, NY (SYR)	2,852	301
Chicago, IL (CHI) - Key West, FL (EYW)	3,494	300
Sacramento, CA (SMF) - St. Louis, MO (STL)	2,582	299
Cincinnati, OH (CIN) - Miami, FL (MIA)	4,935	299
Austin, TX (AUS) - Norfolk-Virginia Beach, VA (ORF)	2,846	299
Seattle, WA (SEA) - Tallahassee, FL (TLH)	6,209	298
Gainesville, FL (GNV) - New Orleans, LA (MSY)	6,300	298
Phoenix, AZ (PHX) - Savannah, GA (SAV)	4,230	297
Huntsville, AL (HSV) - Las Vegas, NV (LAS)	3,885	297
Omaha, NE (OMA) - Raleigh-Durham, NC (RDU)	2,818	297
Miami, FL (MIA) - St. Louis, MO (STL)	3,803	297
Huntsville, AL (HSV) - Seattle, WA (SEA)	3,345	296
Westchester County, NY (HPN) - Memphis, TN (MEM)	4,067	295
Hilo, HI (KOA) - Phoenix, AZ (PHX)	4,454	295
Monterey, CA (MRY) - Washington, DC (WAS)	5,619	295
Austin, TX (AUS) - Pittsburgh, PA (PIT)	2,609	295
Gulfport, MS (GPT) - New York, NY (NYC)	4,484	295
Boston, MA (BOS) - Baton Rouge, LA (BTR)	4,280	293
El Paso, TX (ELP) - Pittsburgh, PA (PIT)	3,986	293

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Little Rock, AR (LIT) - Tampa, FL (TPA)	3,930	293
Key West, FL (EYW) - Louisville, KY (SDF)	6,170	293
Greensboro, NC (GSO) - San Diego, CA (SAN)	4,099	293
San Francisco, CA (SFO) - St. Louis, MO (STL)	2,810	293
San Francisco, CA (SFO) - Fort Walton Beach, FL (	3,454	293
Hartford, CT (BDL) - San Juan, PR (SJU)	5,673	292
Fort Myers, FL (RSW) - San Antonio, TX (SAT)	2,676	291
Fresno, CA (FAT) - Phoenix, AZ (PHX)	9,574	290
Philadelphia, PA (PHL) - Sacramento, CA (SMF)	2,877	290
Chicago, IL (CHI) - Gulfport, MS (GPT)	4,618	289
Memphis, TN (MEM) - Phoenix, AZ (PHX)	4,808	289
Charleston, SC (CHS) - Los Angeles, CA (LAX)	3,071	289
Los Angeles, CA (LAX) - Harrisburg, PA (MDT)	3,884	288
Honolulu, HI (HNL) - Orlando, FL (MCO)	2,888	288
Denver, CO (DEN) - Greensboro, NC (GSO)	3,382	287
St. Louis, MO (STL) - St. Croix, VI (STX)	9,073	287
Harrisburg, PA (MDT) - Louisville, KY (SDF)	3,581	287
Lexington, KY (LEX) - Fayetteville, AR (XNA)	4,320	287
Jackson, MS (JAN) - Minneapolis, MN (MSP)	4,719	287
Hartford, CT (BDL) - Fort Walton Beach, FL (VPS)	5,478	287
Gulfport, MS (GPT) - Phoenix, AZ (PHX)	4,028	286
Montgomery, AL (MGM) - Minneapolis, MN (MSP)	6,343	286
Syracuse, NY (SYR) - Knoxville, TN (TYS)	4,611	286
West Palm Beach (PBI) - San Diego, CA (SAN)	3,433	286
Sacramento, CA (SMF) - Tampa, FL (TPA)	2,501	285
Little Rock, AR (LIT) - Norfolk-Virginia Beach, VA (ORF)	3,660	285
Omaha, NE (OMA) - Pensacola, FL (PNS)	4,733	285
Orlando, FL (MCO) - Phoenix, AZ (PHX)	4,009	283
Dallas, TX (DFW) - Gainesville, FL (GNV)	6,248	283
Indianapolis, IN (IND) - Syracuse, NY (SYR)	3,346	283
New York, NY (NYC) - Tallahassee, FL (TLH)	4,681	282
Jackson, MS (JAN) - New York, NY (NYC)	3,886	282
St. Louis, MO (STL) - Washington, DC (WAS)	3,562	281
Westchester County, NY (HPN) - Lexington, KY (LEX)	4,864	280
Denver, CO (DEN) - Mobile, AL (MOB)	3,366	280
Philadelphia, PA (PHL) - Seattle, WA (SEA)	4,261	280
San Antonio, TX (SAT) - San Francisco, CA (SFO)	3,404	279
Jacksonville, FL (JAX) - Little Rock, AR (LIT)	5,509	278
Des Moines, IA (DSM) - Huntsville, AL (HSV)	5,237	278

CITY PAIR	Post-Merger HHI	Δ HHI
Key West, FL (EYW) - Pittsburgh, PA (PIT)	3,483	277
Houston, TX (HOU) - San Juan, PR (SJU)	4,844	277
Columbus, OH (CMH) - El Paso, TX (ELP)	4,590	276
Louisville, KY (SDF) - Syracuse, NY (SYR)	3,612	275
Greenville, SC (GSP) - Phoenix, AZ (PHX)	2,929	274
Harrisburg, PA (MDT) - San Diego, CA (SAN)	4,131	272
Phoenix, AZ (PHX) - Rochester, NY (ROC)	2,756	272
Kansas City, MO (MCI) - Rochester, NY (ROC)	2,970	271
Baton Rouge, LA (BTR) - Philadelphia, PA (PHL)	3,775	271
El Paso, TX (ELP) - Indianapolis, IN (IND)	4,014	270
Columbus, OH (CMH) - Little Rock, AR (LIT)	3,273	270
Hartford, CT (BDL) - San Francisco, CA (SFO)	2,657	269
St. Thomas, VI (STT) - Tampa, FL (TPA)	4,436	269
Kansas City, MO (MCI) - West Palm Beach (PBI)	3,537	269
Huntsville, AL (HSV) - Minneapolis, MN (MSP)	5,458	268
El Paso, TX (ELP) - Palm Springs, CA (PSP)	6,530	268
Columbus, OH (CMH) - Seattle, WA (SEA)	2,515	267
Lexington, KY (LEX) - New York, NY (NYC)	4,373	267
Houston, TX (HOU) - Tucson, AZ (TUS)	4,456	267
Charlottesville, VA (CHO) - Indianapolis, IN (IND	4,591	266
Nashville, TN (BNA) - Miami, FL (MIA)	4,483	266
Anchorage, AK (ANC) - Indianapolis, IN (IND)	5,094	266
Milwaukee, WI (MKE) - Knoxville, TN (TYS)	4,213	265
Minneapolis, MN (MSP) - West Palm Beach (PBI)	4,823	264
Philadelphia, PA (PHL) - St. Louis, MO (STL)	4,659	264
Gainesville, FL (GNV) - Washington, DC (WAS)	4,883	263
Gulfport, MS (GPT) - Los Angeles, CA (LAX)	3,661	262
Fort Myers, FL (RSW) - Seattle, WA (SEA)	2,839	262
Charlottesville, VA (CHO) - Louisville, KY (SDF)	7,869	261
Cincinnati, OH (CIN) - Phoenix, AZ (PHX)	4,029	261
Dallas, TX (DFW) - San Francisco, CA (SFO)	4,011	261
Austin, TX (AUS) - Fort Myers, FL (RSW)	2,913	261
Phoenix, AZ (PHX) - Pittsburgh, PA (PIT)	4,126	261
Richmond, VA (RIC) - San Juan, PR (SJU)	2,720	261
Mobile, AL (MOB) - San Francisco, CA (SFO)	3,410	261
New Orleans, LA (MSY) - Philadelphia, PA (PHL)	4,232	260
Salt Lake City, UT (SLC) - Tampa, FL (TPA)	2,876	260
Omaha, NE (OMA) - San Diego, CA (SAN)	2,766	260
Columbia, SC (CAE) - Seattle, WA (SEA)	3,457	259

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Austin, TX (AUS) - Chattanooga, TN (CHA)	5,587	258
Kansas City, MO (MCI) - Fort Myers, FL (RSW)	2,777	258
Harrisburg, PA (MDT) - Omaha, NE (OMA)	3,604	257
Fort Walton Beach, FL (VPS) - Fayetteville, AR (X	4,338	257
Boston, MA (BOS) - Pensacola, FL (PNS)	3,307	257
Minneapolis, MN (MSP) - Fort Walton Beach, FL (VP	6,289	256
Omaha, NE (OMA) - Richmond, VA (RIC)	3,508	256
El Paso, TX (ELP) - Tampa, FL (TPA)	3,311	255
Des Moines, IA (DSM) - Rochester, NY (ROC)	3,396	255
Philadelphia, PA (PHL) - Tallahassee, FL (TLH)	5,014	255
Austin, TX (AUS) - Cincinnati, OH (CIN)	3,879	254
Omaha, NE (OMA) - Savannah, GA (SAV)	5,733	254
Cleveland, OH (CLE) - Little Rock, AR (LIT)	2,934	254
Greensboro, NC (GSO) - Omaha, NE (OMA)	3,827	253
Huntsville, AL (HSV) - Indianapolis, IN (IND)	5,972	252
Des Moines, IA (DSM) - El Paso, TX (ELP)	5,590	252
Raleigh-Durham, NC (RDU) - Tallahassee, FL (TLH)	5,133	249
Boston, MA (BOS) - Mobile, AL (MOB)	4,940	249
Grand Junction, CO (GJT) - Miami, FL (MIA)	5,388	249
Austin, TX (AUS) - Knoxville, TN (TYS)	4,141	249
Gainesville, FL (GNV) - Indianapolis, IN (IND)	5,173	248
El Paso, TX (ELP) - San Francisco, CA (SFO)	5,400	248
Jacksonville, FL (JAX) - Los Angeles, CA (LAX)	2,916	248
Greensboro, NC (GSO) - Houston, TX (HOU)	4,051	248
Miami, FL (MIA) - New Orleans, LA (MSY)	4,060	247
Birmingham, AL (BHM) - Key West, FL (EYW)	4,205	247
Hartford, CT (BDL) - Jackson, MS (JAN)	3,698	247
Detroit, MI (DTW) - Jackson, MS (JAN)	4,440	247
Philadelphia, PA (PHL) - Phoenix, AZ (PHX)	5,660	247
Indianapolis, IN (IND) - Reno, NV (RNO)	3,892	246
Charleston, SC (CHS) - Fayetteville, AR (XNA)	5,979	246
Columbia, SC (CAE) - San Francisco, CA (SFO)	3,428	245
Nashville, TN (BNA) - Boston, MA (BOS)	3,105	245
Los Angeles, CA (LAX) - Tampa, FL (TPA)	3,488	245
St. Louis, MO (STL) - Fort Walton Beach, FL (VPS)	5,733	245
El Paso, TX (ELP) - Orlando, FL (MCO)	3,146	244
Atlanta, GA (ATL) - El Paso, TX (ELP)	4,450	244
Minneapolis, MN (MSP) - Knoxville, TN (TYS)	4,920	243
Las Vegas, NV (LAS) - Lexington, KY (LEX)	3,493	243

CITY PAIR	Post-Merger HHI	Δ HHI
Boston, MA (BOS) - Jackson, MS (JAN)	3,999	243
Houston, TX (HOU) - Knoxville, TN (TYS)	4,051	243
Milwaukee, WI (MKE) - Reno, NV (RNO)	3,832	243
Gulfport, MS (GPT) - Kansas City, MO (MCI)	3,887	242
Huntsville, AL (HSV) - New York, NY (NYC)	4,033	242
San Francisco, CA (SFO) - Knoxville, TN (TYS)	3,400	242
Miami, FL (MIA) - Omaha, NE (OMA)	2,831	240
Lexington, KY (LEX) - Rochester, NY (ROC)	4,466	240
Montgomery, AL (MGM) - San Diego, CA (SAN)	5,257	239
Huntsville, AL (HSV) - San Francisco, CA (SFO)	3,449	239
Savannah, GA (SAV) - San Francisco, CA (SFO)	3,791	239
Los Angeles, CA (LAX) - Philadelphia, PA (PHL)	4,082	239
Gainesville, FL (GNV) - Raleigh-Durham, NC (RDU)	5,092	239
Detroit, MI (DTW) - Honolulu, HI (HNL)	4,822	238
Dallas, TX (DFW) - Seattle, WA (SEA)	4,298	237
Boston, MA (BOS) - Miami, FL (MIA)	3,909	237
Milwaukee, WI (MKE) - Ontario, CA (ONT)	4,742	237
Huntsville, AL (HSV) - Los Angeles, CA (LAX)	3,441	237
Minneapolis, MN (MSP) - Syracuse, NY (SYR)	4,097	236
Phoenix, AZ (PHX) - San Antonio, TX (SAT)	4,728	236
Chicago, IL (CHI) - Montgomery, AL (MGM)	6,507	236
Birmingham, AL (BHM) - Des Moines, IA (DSM)	4,292	235
Hartford, CT (BDL) - San Antonio, TX (SAT)	2,916	235
Cincinnati, OH (CIN) - Fayetteville, AR (XNA)	5,927	235
Baton Rouge, LA (BTR) - Greensboro, NC (GSO)	5,054	234
Los Angeles, CA (LAX) - Savannah, GA (SAV)	4,517	234
Pensacola, FL (PNS) - San Diego, CA (SAN)	3,713	234
Hartford, CT (BDL) - Seattle, WA (SEA)	2,772	233
Pensacola, FL (PNS) - San Francisco, CA (SFO)	2,909	233
Austin, TX (AUS) - Grand Junction, CO (GJT)	4,674	233
Hartford, CT (BDL) - Pensacola, FL (PNS)	4,929	233
Omaha, NE (OMA) - Fort Myers, FL (RSW)	3,008	233
Indianapolis, IN (IND) - Knoxville, TN (TYS)	3,945	232
Baton Rouge, LA (BTR) - Pittsburgh, PA (PIT)	4,397	232
Minneapolis, MN (MSP) - Palm Springs, CA (PSP)	3,824	231
Los Angeles, CA (LAX) - Miami, FL (MIA)	3,410	231
Greenville, SC (GSP) - Little Rock, AR (LIT)	4,770	231
Grand Junction, CO (GJT) - Orlando, FL (MCO)	4,457	231
Key West, FL (EYW) - Los Angeles, CA (LAX)	6,973	230

APPENDIX A -- CITY PAIRS WHERE THE MERGER IS PRESUMPTIVELY ILLEGAL

CITY PAIR	Post-Merger HHI	Δ HHI
Charlottesville, VA (CHO) - San Antonio, TX (SAT)	4,463	230
Jacksonville, FL (JAX) - Kansas City, MO (MCI)	3,399	230
Key West, FL (EYW) - Norfolk-Virginia Beach, VA (ORF)	5,747	230
Dallas, TX (DFW) - Durango, CO (DRO)	4,052	230
Key West, FL (EYW) - Minneapolis, MN (MSP)	6,277	229
Miami, FL (MIA) - Knoxville, TN (TYS)	3,304	229
Indianapolis, IN (IND) - Philadelphia, PA (PHL)	6,700	229
St. Croix, VI (STX) - Washington, DC (WAS)	8,150	229
Des Moines, IA (DSM) - Tallahassee, FL (TLH)	6,416	229
Boston, MA (BOS) - Knoxville, TN (TYS)	5,003	228
Los Angeles, CA (LAX) - Syracuse, NY (SYR)	2,935	227
Columbia, SC (CAE) - San Diego, CA (SAN)	4,515	227
Baton Rouge, LA (BTR) - Norfolk-Virginia Beach, VA (ORF	5,156	226
Memphis, TN (MEM) - Syracuse, NY (SYR)	4,421	226
Austin, TX (AUS) - Phoenix, AZ (PHX)	4,891	226
Indianapolis, IN (IND) - Rochester, NY (ROC)	3,666	226
Charleston, SC (CHS) - Seattle, WA (SEA)	3,380	226
San Diego, CA (SAN) - Knoxville, TN (TYS)	3,233	226
Seattle, WA (SEA) - Knoxville, TN (TYS)	3,046	225
Sacramento, CA (SMF) - Washington, DC (WAS)	2,898	225
Denver, CO (DEN) - Tallahassee, FL (TLH)	5,975	225
Los Angeles, CA (LAX) - Fort Walton Beach, FL (VP	3,815	223
Denver, CO (DEN) - Westchester County, NY (HPN)	3,819	223
Phoenix, AZ (PHX) - Raleigh-Durham, NC (RDU)	3,573	223
Hartford, CT (BDL) - Lexington, KY (LEX)	4,745	222
Atlanta, GA (ATL) - Tucson, AZ (TUS)	4,916	222
Monterey, CA (MRY) - Salt Lake City, UT (SLC)	6,650	221
Little Rock, AR (LIT) - San Juan, PR (SJU)	6,569	220
San Diego, CA (SAN) - Tallahassee, FL (TLH)	6,434	219
Key West, FL (EYW) - Memphis, TN (MEM)	6,557	219
Des Moines, IA (DSM) - Westchester County, NY (HPN)	3,464	219
Baton Rouge, LA (BTR) - Phoenix, AZ (PHX)	4,389	219
Baton Rouge, LA (BTR) - New York, NY (NYC)	3,718	218
Jackson, MS (JAN) - Miami, FL (MIA)	4,304	218
Mobile, AL (MOB) - New York, NY (NYC)	4,452	218
Albuquerque, NM (ABQ) - Tampa, FL (TPA)	3,054	218
Boston, MA (BOS) - Gulfport, MS (GPT)	5,213	218
Houston, TX (HOU) - Reno, NV (RNO)	3,525	217
Norfolk-Virginia Beach, VA (ORF) - Seattle, WA (SEA)	3,247	217

CITY PAIR	Post-Merger HHI	Δ HHI
Mobile, AL (MOB) - Minneapolis, MN (MSP)	5,888	217
Denver, CO (DEN) - Norfolk-Virginia Beach, VA (ORF)	2,598	215
Kansas City, MO (MCI) - Tallahassee, FL (TLH)	6,205	215
Des Moines, IA (DSM) - Harrisburg, PA (MDT)	3,556	215
Columbia, SC (CAE) - Houston, TX (HOU)	3,634	214
Gulfport, MS (GPT) - Washington, DC (WAS)	4,647	214
San Francisco, CA (SFO) - Syracuse, NY (SYR)	3,547	214
Jackson, MS (JAN) - Milwaukee, WI (MKE)	5,568	213
New York, NY (NYC) - San Jose, CA (SJC)	3,002	213
Omaha, NE (OMA) - Knoxville, TN (TYS)	3,596	213
Baton Rouge, LA (BTR) - Indianapolis, IN (IND)	4,240	212
Charleston, WV (CRW) - Dallas, TX (DFW)	4,244	212
Des Moines, IA (DSM) - Fort Myers, FL (RSW)	3,859	211
Houston, TX (HOU) - Santa Barbara, CA (SBA)	6,373	211
Pittsburgh, PA (PIT) - St. Louis, MO (STL)	3,179	211
Westchester County, NY (HPN) - Milwaukee, WI (MKE)	3,142	210
Pensacola, FL (PNS) - St. Thomas, VI (STT)	5,346	210
Harrisburg, PA (MDT) - Minneapolis, MN (MSP)	3,659	208
Pittsburgh, PA (PIT) - Seattle, WA (SEA)	2,610	207
Austin, TX (AUS) - Greenville, SC (GSP)	2,984	207
Albuquerque, NM (ABQ) - Boston, MA (BOS)	3,294	207
Las Vegas, NV (LAS) - Syracuse, NY (SYR)	2,755	207
Houston, TX (HOU) - Monterey, CA (MRY)	6,287	206
Jackson, MS (JAN) - San Juan, PR (SJU)	6,244	205
Chattanooga, TN (CHA) - New York, NY (NYC)	5,046	205
Miami, FL (MIA) - Pensacola, FL (PNS)	5,066	204
Indianapolis, IN (IND) - Harrisburg, PA (MDT)	3,462	203
Gulfport, MS (GPT) - Greenville, SC (GSP)	4,923	203
Norfolk-Virginia Beach, VA (ORF) - Tallahassee, FL (TLH)	5,030	203
Phoenix, AZ (PHX) - Washington, DC (WAS)	3,416	202
Chicago, IL (CHI) - Orange County, CA (SNA)	3,726	201
Austin, TX (AUS) - Charleston, SC (CHS)	3,275	201
Baton Rouge, LA (BTR) - Detroit, MI (DTW)	5,080	201