

FILED / PRODUIT

Date: May 11, 2012

CT- 2011-004

Chantal Fortin for / pour
REGISTRAR / REGISTRAIRE

CT-2011-004

OTTAWA, ONT.

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THE COMPETITION TRIBUNAL

IN THE MATTER OF the *Competition Act*, R.S.C. 1985, c.C-34, as amended;

IN THE MATTER OF the proposed transborder joint venture between Air Canada and United Continental Holdings, Inc.;

AND IN THE MATTER OF the "Marketing Cooperation Agreement" between Air Canada and United Air Lines, Inc.;

AND IN THE MATTER OF the "Alliance Expansion Agreement" between Air Canada and United Air Lines, Inc.;

AND IN THE MATTER OF the "Air Canada/Continental Alliance Agreement" between Air Canada and Continental Airlines Inc.;

AND IN THE MATTER OF an Application by the Commissioner of Competition for one or more Orders pursuant to sections 90.1 and 92 of the *Competition Act*.

BETWEEN:

THE COMMISSIONER OF COMPETITION

Applicant

-AND-

**AIR CANADA, UNITED CONTINENTAL HOLDINGS, INC., UNITED AIR LINES, INC.,
and CONTINENTAL AIRLINES INC.**

Respondents

WESTJET (an Alberta Partnership)

Intervenor

AFFIDAVIT OF SHEILA HYATT

I, Sheila Hyatt, of Calgary, Alberta, lawyer, swear that:

1. Introduction

1. I am a lawyer employed by Burnet, Duckworth and Palmer LLP (**BDP**), outside counsel for the Intervenor WestJet (an Alberta Partnership). I have personal knowledge of the matters deposed to and am authorized to swear this Affidavit.
2. Capitalized words used in this Affidavit that have not been defined have the meaning given to them in the Commissioner's Notice of Application and the Confidentiality Order dated January 24, 2012 (the **Confidentiality Order**).
3. Pursuant to paragraph 9 of the Confidentiality Order, BDP and WestJet's initial Independent Expert may review the Protected Documents of the Parties to assess whether BDP believes any of the Parties' Protected Documents relate to the WestJet Topics.
4. I have been responsible for coordinating and supervising that review. The review was conducted by a team of lawyers and articling students employed by BDP, and assisted by Dr. Douglas West, WestJet's initial Independent Expert. The review was completed, with minor exceptions, by April 5, 2012.

2. The WestJet Topics

5. The WestJet Topics, as defined in paragraph 5 of the Order Granting WestJet Leave to Intervene dated October 20, 2011, are:
 - (a) the Structural Barriers and their impact on WestJet's ability to provide viable transborder air passenger services on the Transborder Overlap Routes;
 - (b) the Contractual Barriers and their impact on WestJet's ability to provide viable transborder air passenger services on the Transborder Overlap Routes;
 - (c) the relationship between the Structural Barriers and the Contractual Barriers and how these impact competition in the airline industry generally and WestJet in particular;
 - (d) the competitive impacts of the Alliance Agreements and the likely competitive impacts of the Proposed Merger on WestJet's expansion plans involving the WestJet Served Transborder Overlap Routes;
 - (e) the competitive impacts on WestJet's ability to offer viable non-stop transborder air passenger services on the Transborder Routes;

- (f) the competitive impacts of the Alliance Agreements and the likely competitive impacts of the Proposed Merger on WestJet's entry and expansion plans involving the WestJet Considered Transborder Overlap Routes;
- (g) the competitive impacts on Other Competing Routes that affect or are likely to affect WestJet;
- (h) the significant adverse effects on Canadian consumers if WestJet is unable to provide effective, viable air passenger services in competition with Air Canada, United and Continental;
- (i) the nature of the competitive landscape in transborder markets as it affects WestJet; and
- (j) the statements made and conclusions drawn by Air Canada concerning WestJet specifically and non-legacy carriers (to the extent they apply to WestJet), generally in the AC Response and adopted by United and Continental in the United/Continental Response.

3. Documents Received From Air Canada, UCH And the Commissioner

6. The Scheduling Order dated March 6, 2012 (the **Scheduling Order**) required the service of affidavits of documents and delivery of documents of all Parties and the Intervenor by March 2, 2012. WestJet received the following documents from the Parties:

- (a) from Air Canada, 15,314 documents were received on March 2, 2012. 92% of these documents were marked as Level A Protected Documents. Less than 1% were marked as Level B Protected Documents;
- (b) from UCH, a total of 8,443 documents were received on March 2, March 15 and March 20, 2012. 100% were marked as Level A Protected Documents; and
- (c) from the Commissioner, 3,426 documents were received on March 1, 2012. 83% were marked as Level A Protected Documents. None was marked as a Level B Protected Document.

7. In total, WestJet received 27,183 documents from the Parties, of which 25,440 or 93.5% were marked as Level A Protected Documents, and 85 or less than 1% were marked as Level B Protected Documents.

8. WestJet produced 2,697 documents. 68% were marked as Level A Protected Documents. 8% were marked as Level B Protected Documents.

4. Review Process

9. During our review of the Parties' documents, we observed that many documents that were identified as Protected Documents did not contain confidential information. For example, bank analysts' reports, news updates, press releases, innocuous emails and aggregated information available from the Official Airline Guide Database were often marked as Protected Documents.

10. We encountered technical difficulties during our review. One difficulty arose because the Commissioner uses database software called Ringtail which is not always compatible with our and the Respondents' database software called Summation. In addition, approximately 200 documents from Air Canada and UCH had associated technical problems that remain unresolved. This slowed the review process and made it more difficult.

11. A high percentage of the documents produced by the Parties were designated as Level A Protected Documents. It became clear upon receipt of the documents that to review such a large number of documents in the one month period before the April 5, 2012 deadline in the Scheduling Order required us to establish an effective review procedure.

12. In establishing that procedure, we considered:

- (a) the Sedona Canada Principles and the law in Canada regarding electronic document searches and production, and related thereto;
 - (i) the use of appropriate search terms for reviewing electronic data is an accepted practice in Canada;
 - (ii) it was possible to use specific search terms or attributes in a manner designed to capture relevant documents;
- (b) WestJet's obligations under the Confidentiality Order are different from its and the Parties' document production obligations, where a party must produce all documents relevant to any matter in issue;

- (c) the fact that the documents we were to review had already been determined by the Parties to be relevant to a matter in issue in the proceedings as a whole; and
- (d) that considerations of proportionality were appropriate. Among other things:
 - (i) a Parties' production of a document or WestJet's identification of a document as related to the WestJet Topics was not a final determination but would be subject to the Tribunal's determination of relevancy generally or to the WestJet Topics specifically at the hearing;
 - (ii) the harm that could arise from a failure to manually review all the Level A Protected Documents that had already been determined by the Parties to be relevant to the proceedings as a whole was not significant;
 - (iii) the time and costs of a manual review of over 25,000 Level A Protected Documents would have been substantial and disproportionate to the perceived harm of inadvertent disclosure of a document to a WestJet Independent Expert who would be subject to strict confidentiality obligations; and
 - (iv) Level B Protected Documents could easily be reviewed manually because there were so few of them.

13. Based on these considerations, we developed a three-step review process to identify documents that BDP believed were related to the WestJet Topics:

- (a) **Electronic search:** Documents were searched electronically for particular key words or attributes and were marked as "related to" or "not related to" if they contained those key words or attributes. The search terms and attributes are listed on a document attached as **Exhibit A** hereto.

The search terms or attributes were selected to relate specifically to one or more of the subparagraphs (a) to (j) in the definition of WestJet Topics in paragraph 5 of the Confidentiality Order. We selected the search terms by looking carefully through the WestJet Topics and determining search terms that would elicit information specific to each topic but should also avoid the inclusion of non-

related documents. For example, we excluded all Outlook appointments from our review, because neither meetings between people nor the whereabouts of individuals are at issue in this case. We included all documents that discussed WestJet. We included all documents that discussed any of the Transborder Overlap Routes.

Before marking documents as related based on any search term, I first reviewed a sample of the documents brought up by each proposed search term to see whether the results were responsive. As part of the sampling process, I manually reviewed different types of documents and documents from different dates. If results appeared correct based on that manual sampling, we applied a procedure to mark the documents identified by that search term as "related". If the samples I reviewed for a particular search term brought up documents that were unrelated to the WestJet Topics, we did not apply the search term and left those documents for manual review.

- (b) **Manual review:** All documents that were not marked as "related to" the WestJet Topics by the electronic search and all Level B Protected Documents were reviewed manually and then either marked as "related" or "not related". The manual review was conducted by a team of BDP lawyers and articling students. In conjunction with the review team, I developed a summary sheet of topics that the reviewers should consider when determining whether a document was related to the WestJet Topics, a copy of which is attached as **Exhibit B** hereto. The review team used this as a guide, but with specific reference to the WestJet Topics. For example, WestJet Topic (j) deals with the competitive landscape in transborder markets as it affects WestJet. WestJet, as Canada's second largest airline and the Respondents' main competitor or potential competitor in transborder markets, is affected by the nature of the competitive landscape in transborder markets. As a result, documents that dealt with competition in the transborder air passenger context were to be included as "related".

- (c) **Attachments:** Documents that were attached to documents marked related were also marked as related.

5. Correspondence Between Counsel

14. By letter dated April 5, 2012 from BDP to counsel for the Parties, BDP advised counsel that the documents listed on Schedule A to that letter are the documents that BDP believes relate to the WestJet Topics. A copy of that letter is attached as **Exhibit C** hereto, except that Schedule A to the letter is hundreds of pages long and only the first 10 pages are included as part of the exhibit for illustration.

15. The review process to identify documents that BDP believes relate to the WestJet Topics was described in the letter as follows:

- (1) Documents were searched electronically for particular key words or attributes and were marked as "related to" or "not related to" on a global basis if they contained those key words or attributes. The search terms or attributes are listed on Schedule B. 11,633 out of 27,188 documents were marked as related to the WestJet Topics on the basis of the electronic search.
- (2) All Documents that were not marked as "related to" the WestJet Topics by the electronic search or that were designated as Confidential – Level B were reviewed manually and then either marked as "related to" or "not related to". Based on the manual review, an additional 5,082 documents were marked as related to the WestJet Topics.
- (3) Documents that were attached to documents marked as "related" were also marked as related. This resulted in a very small number of additional inclusions, with the result that we marked a total of 16,718 documents as related to the WestJet Topics.

16. By letters dated April 12 and 19, 2012 from BDP to counsel for the Parties, BDP provided additional information regarding the documents it believed related to the WestJet Topics. Copies of these letters are attached as **Exhibits D** and **E** hereto.

17. By letter dated May 6, 2012, a copy of which is attached as **Exhibit F**, Stikeman Elliott LLP (**Stikeman**), outside counsel for Air Canada, wrote to BDP on behalf of all Respondents, and advised that the Respondents do not agree with the identification of the documents by BDP. Stikeman disagreed with the designations of a substantial number of documents that had been identified as related to WestJet Topics on the basis of individual review. Stikeman

objected to all of the documents identified by key word searching and stated that none of them should be treated as related to the WestJet Topics. A spreadsheet was attached to Exhibit D which listed 1,724 documents that the Respondents agree are related to the WestJet Topics. An initial review of the listed documents shows that the Respondents did not consistently include documents that are attached to the listed documents.

18. In the May 6, 2012 letter, Stikeman noted that of the documents identified by manual review, not all of which are easily classified, Stikeman had identified some "categories" into which a significant number of documents that the Respondents have identified as not being related to the WestJet Topics fit. I have considered those categories and am prepared to agree that documents that relate only to those categories should not be considered as related to the WestJet Topics. However, Stikeman did not identify which documents fall within those categories, so BDP is unable to determine whether we agree or disagree with respect to any particular document.

6. Practical Considerations

19. Pursuant to paragraph 11 of the Confidentiality Order, Level A Protected Documents identified as relevant to the WestJet Topics, as agreed to by the Parties or as determined by the Tribunal, may be disclosed to WestJet's other Independent Experts.


20. WestJet does not have and does not intend to retain other Independent Experts.

21. This motion, contemplated by paragraph 10 of the Confidentiality Order, will have no practical effect on the proceedings. BDP and WestJet's initial Independent Expert, Dr. Douglas West, have already reviewed the Parties' Protected Documents. The Level A Protected Documents agreed to by the parties or as determined by the Tribunal to be related to the WestJet Topics, which is a subset of those documents, will not be disclosed to any other person on behalf of WestJet.


22. As stated above, there are only 85 Level B Protected Documents. Of these, BDP identified 62 that were related to the WestJet Topics. The Stikeman letter agreed with 13 of those, leaving only 49 in dispute. Pursuant to paragraph 12 of the Confidentiality Order,

Level B Protected Documents as agreed to by the Parties or as determined by the Tribunal, may be also disclosed to the Designated WestJet Representatives.

SWORN BEFORE ME at Calgary, Alberta, on
May 11, 2012.



Notary Public for the Province of Alberta



SHEILA HYATT

The document that is being electronically submitted to the Tribunal is an electronic version of a paper document that has been signed by the affiant. The signed document in paper copy is available and will be produced if requested by the Tribunal.

Trevor R. McDonald
Barrister and Solicitor

SCHEDULE B

Search term or attribute	Related to WestJet Topic?
All 19 transborder overlap routes (city /3 city or airport code /3 airport code)	Yes
(transborder or TB)/3 (JV or join*)	Yes
WestJet or WJ or WS	Yes
expan* /3 transborder	Yes
hub /3 (airport or network)	Yes
"load factor"	Yes
slot	Yes
clearance	Yes
market /3 (share or position)	Yes
(FFP or frequent) and "metal neutral"	Yes
alliance /3 (agreement or star)	Yes
Outlook appointments	No
Pac* /3 (JV or join*) or PacJV	

THIS IS EXHIBIT " A "

referred to in the Affidavit of

Sheila Hyatt

Sworn before me this 11th

day of May A.D. 2012



A Commissioner in and for the Province of Alberta

Trevor R. McDonald
Barrister and Solicitor

Generally related (With respect to transborder routes and traffic):

1. Contractual Barriers, including:

- Government contracts with Air Canada
- Corporate discounts
- Tied selling

2. Structural Barriers, including

- Slots
- Hubs
- Schedules
- Pre-clearance
- Post-clearance
- Immigration
- Behind & beyond market passengers

3. Strategic Planning

- Any documents re: planning for / preparing for / doing analysis for the joint venture

4. Capacity

- Capacity
- Load Factor
- Yield

5. Fares

6. Revenue

- Revenues
- Costs
- Profits
- RASM
- CASM
- Budgets

9. Market Share

10. Metrics where it is difficult to identify what the numbers mean – our expert will review these

11. FFPs

- Air Canada's Frequent Flyer Plans
- Aeroplan
- Metal neutrality on FFPs within North America

12. Transborder regulatory barriers

THIS IS EXHIBIT “ B ”
referred to in the Affidavit of

Sheila Hyatt

Sworn before me this 11th

day of May A.D. 20 12

Trevor R. McDonald

A Commissioner in and for the Province of Alberta

Trevor R. McDonald
Barrister and Solicitor

13. General Business Planning

- Business planning for the Air Canada / UCH JV, especially when it includes information regarding competition

14. Air Canada Transborder Agreements

- Air Canada 's transborder interline or codeshare agreements

15. US Anti-trust Immunity

Generally not related: (unless comparative or also discuss transborder elements)

1. International Agreements, including

- Pacific Joint Venture,
- Transatlantic Joint Venture (unless comparative to TBJV)
- Codeshare and interline agreements with international partners

2. Canadian Airlines (info re: CP / AC merger)

3. International metrics of any kind

4. International Anti-trust Immunity

5. UA / CO Merger

6. "Soft" issues, such as passenger comfort (e.g. seat angle, head rests, etc.)

7. Drafts, where there is a more fulsome later

Burnet,
Duckworth
& Palmer LLP
Law Firm

THIS IS EXHIBIT "C"
referred to in the Affidavit of

Sheila Hyatt

Sworn before me this 11th
day of May A.D. 2012


A Commissioner in and for the Province of Alberta

Reply to: Daniel J. McDonald, Q.C.
Direct Phone: (403) 260-5724
Direct Fax: (403) 260-0332
djm@bdplaw.com

Assistant: Lorie Graham
Direct Phone: (403) 260-0266
Our File: 57150-109

By Email

April 5, 2012

Trevor R. McDonald
Barrister and Solicitor

Competition Bureau – Legal Services

Jonathan Hood

151 Yonge Street, 3rd Floor
Toronto, ON M5C 2W7

Stikeman Elliott LLP

Eliot N. Kolers/Katherine L. Kay

5300 Commerce Court West
199 Bay Street
Toronto, ON M5L 1B9

Blake, Cassels & Graydon LLP

Ryder Gilliland/Randall Hofley

4000 Commerce Court West, 199 Bay Street
Toronto, ON M5L 1A9

**The Commissioner of Competition and Air Canada, United Continental Holdings, Inc., United Air Lines, Inc. and Continental Airlines Inc.
Court File No. CT-2011-004**

Pursuant to paragraph 9 of the Confidentiality Order, WestJet's outside counsel and WestJet's initial Independent Expert may review Protected Documents of the Parties, and WestJet's counsel shall identify any of the Parties' Protected Documents that they believe relate to the WestJet Topics. The Scheduling Order states that the deadline to do this is April 5, 2012.

We have conducted that review. The attached Schedule A is a list of the Applicant's and Respondents' documents that we believe relate to the WestJet Topics.

The Applicant and Respondents produced a total of 27,188 documents. 83% of the Commissioner's documents, 92% of Air Canada's Documents and 100% of UCH's Documents were marked as Level A Protected Documents. During our review, we observed that many documents were identified as Protected Documents that did not contain confidential information. For example, bank analysts' reports, news updates, press releases, innocuous emails and aggregated information available from the OAG database were often marked as Protected Documents.

Despite receiving some documents late and in an incompatible format, we completed our review of the documents, with the exception of approximately 224 documents that contained technical glitches. We are currently resolving these glitches with the Applicant's and Respondents' technical departments and, if we believe any of those documents relate to the WestJet Topics, we will notify you once those issues have been resolved.



The review process to identify documents that we believe relate to the WestJet Topics occurred in a three-step method.

1. Documents were searched electronically for particular key words or attributes and were marked as "related to" or "not related to" on a global basis if they contained those key words or attributes. The search terms or attributes are listed on Schedule B. 11,633 out of 27,188 documents were marked as related to the WestJet Topics on the basis of the electronic search.
2. All Documents that were not marked as "related to" the WestJet Topics by the electronic search or that were designated as Confidential - Level B were reviewed manually and then either marked as "related to" or "not related to". Based on the manual review, an additional 5,082 documents were marked as related to the WestJet Topics.
3. Documents that were attached to documents marked as "related" were also marked as related. This resulted in a very small number of additional inclusions, with the result that we marked a total of 16,718 documents as related to the WestJet Topics.

Paragraph 10 of the Confidentiality Order states that if the Parties do not agree with our assessment within 30 days, then we may seek a determination from the Tribunal about whether the identified Documents relate to the WestJet Topics.

We look forward to hearing from you.

Yours truly,

BURNET, DUCKWORTH & PALMER LLP



Daniel J. McDonald, Q.C.

DJM/lg

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00000002	AC00000001		Feb-28-2002	Fax Cover	Untitled
AC00000006			Fuz-00-0000	Agreement	Continental Airlines Inc. & Air Canada & Aeroplan Limited Partnership - Reciprocal FFP Term Sheet
AC00000013			Fuz-00-0000	Agreement	Continental Airlines Inc. & Air Canada & Aeroplan Limited Partnership - Reciprocal FFP Term Sheet
AC00000019			Fuz-00-0000	Agreement	Continental Airlines Inc. & Air Canada & Aeroplan Limited Partnership - Reciprocal FFP Term Sheet
AC00000028		AC00000031	Fuz-00-0000	Web Page	United Airlines
AC00000031	AC00000028		Fuz-00-0000		
AC00000034			Fuz-00-0000	Web Page	Continental Airlines
AC00000041		AC00000042	Fuz-00-0000	Report	FFP Negotiation
AC00000141			Fuz-00-0000	Agreement	Revenue Sharing Agreement - AC Flight Pass - UA Pass Plus
AC00000151			Fuz-00-0000	Report	Untitled
AC00000155			Fuz-00-0000	Report	Proposal for Options for Air Canada - United Airlines Alliance Expansion Joint Venture Options
AC00000158		AC00000165	Fuz-00-0000	Presentation	AC/UA Relationship Q1/Q2 2002: Network Perspective
AC00000165	AC00000158		Fuz-00-0000	Presentation	AC/UA Relationship Q1/Q2 2002: Network Perspective
AC00000172			Fuz-00-0000	Presentation	AC UA Joint Cooperation Meeting
AC00000186			Fuz-00-0000	Report	Star Alliance Nine-Party Antitrust Immunity Application
AC00000191			Fuz-00-0000	Report	United - Air Canada
AC00000192			Fuz-00-0000	Report	United - Air Canada
AC00000193			Fuz-00-0000	Presentation	Team Charter - Alliances
AC00000194			Fuz-00-0000	Presentation	Team Charter - Marketing
AC00000195			Fuz-00-0000	Agenda	Proposed path to reenergize teams to implement a UA/AC Transborder JV
AC00000196			Fuz-00-0000	Note	Next Steps
AC00000199			Fuz-00-0000	Presentation	Transborder Update - Air Canada/United Airlines
AC00000208			Fuz-00-0000	Presentation	United - Air Canada
AC00000214			Fuz-00-0000	Email	Untitled
AC00000216			Fuz-00-0000	Report	T/B Scope
AC00000219			Fuz-00-0000	Report	Basic formula
AC00000220			Fuz-00-0000	Presentation	Trans-Border Joint Venture (TBJV) - UA Scope Proposal
AC00000227			Fuz-00-0000	Report	Untitled
AC00000230			Fuz-00-0000	Presentation	Anti-Trust Immunity - Pricing Plan - Draft copy
AC00000241			Fuz-00-0000	Presentation	Post Anit-Trust Immunity - Pricing Plan

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00000263			Fuz-00-0000	Presentation	Post Anti-Trust Immunity - Pricing Plan
AC00000298			Fuz-00-0000	Presentation	Post Anti-Trust Immunity - Pricing Plan
AC00000333			Fuz-00-0000	Presentation	Post Anti-Trust Immunity - Pricing Plan
AC00000355		AC00000358 AC00000360 AC00000361	Fuz-00-0000	Report	Air Canada's Pricing Logic
AC00000358	AC00000355		Fuz-00-0000	Report	Air Canada On-Line Markets
AC00000363			Fuz-00-0000	Presentation	Anti-Trust Immunity - Pricing Plan
AC00000381			Fuz-00-0000	Presentation	Proposed TB Fare Structure - Option 3 - AC Pricing
AC00000412	AC00000409		Fuz-00-0000	Report	Yield vs. Cost/ASM on leading in Fare/Canada and Transborder Markets
AC00000414	AC00000409		Fuz-00-0000	Chart/Bar Graph	Yield vs. Cost by Mileage
AC00000417			Fuz-00-0000	Report	Montreal/Ottawa Agency Offer
AC00000419		AC00000422	Fuz-00-0000	Report	Action Summary for Transborder Share Loss Initiative
AC00000424	AC00000423		Fuz-00-0000	Report	Year-Over-Year Share Variance
AC00000428	AC00000423		Fuz-00-0000	Report	Online Markets - Year-Over-Year Share Variance
AC00000432	AC00000423		Dec-01-2003	Report	Market Share Analysis - Local and Beyonds
AC00000433	AC00000423		Sep-01-2003	Financial Document	AC vs UA Yield Comparison (September 2003)
AC00000434	AC00000423		Fuz-00-0000	Report	POS USA, Transborder Aug-Oct 2002 vs 2003 Booking Impact by Channel
AC00000435	AC00000423		Fuz-00-0000	Report	POS USA Oct Top 100 Transborder Routes
AC00000438		AC00000440 AC00000441	Fuz-00-0000	Chart/Bar Graph	Avg\$ Decline - Common Trend
AC00000442			Fuz-00-0000	Presentation	Executive Summary
AC00000459			Fuz-00-0000	Report	Advance Purchase Change Post Audit
AC00000461		AC00000462	Fuz-00-0000	Report	Appendix 1 - Total Ticket Analysis
AC00000462	AC00000461		Fuz-00-0000	Report	Appendix 2 - Total Ticket Analysis
AC00000473			Fuz-00-0000	Report	June YOY - Appendix 3
AC00000483		AC00000484 AC00000485 AC00000486	Fuz-00-0000	Chart/Bar Graph	Avg\$ YOY
AC00000484	AC00000483		Fuz-00-0000	Chart/Bar Graph	Avg\$ Sep YOY
AC00000485	AC00000483		Fuz-00-0000	Chart/Bar Graph	Cum Rev YOY
AC00000486	AC00000483		Fuz-00-0000	Chart/Bar Graph	Cum YOY
AC00000487			Fuz-00-0000	Presentation	Transborder Update - Air Canada/United Airlines - Pre-meeting with Montie Brewer & Greg Taylor
AC00000501	AC00000496		Nov-19-2004	Email	[Fwd: Update: AC vs UA accumulation]

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00000502	AC00000496		Fuz-00-0000	Report	Weekly Velocity Analysis by Class - Nov to Jan
AC00000506			Fuz-00-0000	Presentation	Web Pricing Comparison
AC00000518			Fuz-00-0000	Report	Review of Test Markets
AC00000527			Fuz-00-0000	Report	Tango to Fun...Quel Dilemma!
AC00000550			Fuz-00-0000	Report	AC OP
AC00000551			Fuz-00-0000	Presentation	Transborder Market
AC00000561			Fuz-00-0000	List	SWOT-AC/UA
AC00000563			Fuz-00-0000	Presentation	Transborder Market
AC00000574	AC00000573		Fuz-00-0000	List	SWOT - AC/UA
AC00000577			Fuz-00-0000	Presentation	Untitled
AC00000582		AC00000584	Fuz-00-0000	Report	AC Impact of removing AC* codeshare on 42 destinations in USA
AC00000584	AC00000582		Fuz-00-0000	Report	UA Impact of removing AC* codeshare on 42 destinations in USA
AC00000585			Fuz-00-0000	Presentation	A New Approach to Air Canada
AC00000627			Fuz-00-0000	Report	AC/UA Phase 2 Codeshare
AC00000633			Fuz-00-0000	Report	Transborder
AC00000645			Fuz-00-0000	Email	Codeshare Meeting - 22 July
AC00000650			Fuz-00-0000	Email	Codeshare Meeting June 18 Minutes
AC00000652			Mar-10-1995	Letter	Untitled
AC00000658			Mar-15-1995	Letter Agreement	Letter of Intent
AC00000661			Feb-24-1996	Report	Codeshare Routings
AC00000667			Aug-01-1996	Agreement	Alliance Agreement between Air Canada and All Nippon Airways Co., Ltd.
AC00000679			Aug-15-1996	Email	Re: UA/AC Booking Class Mapping
AC00000681			Sep-16-1996	Email	AC*SFO/LAX-YYC, UA*LAX-YVR
AC00000684			Nov-19-1996	Letter	AC-UA Codeshare Fare Class Mapping Expansion, November 1996
AC00000685			Jan-01-1997	Report	Transborder Codeshare Routes
AC00000691		AC00000692 AC00000694 AC00000695	Jan-22-1997	Letter	UA/AC codeshare expansion - Phase 2
AC00000692	AC00000691		Jan-21-1997	Report	AC New Codeshare TB Markets
AC00000694	AC00000691		Fuz-00-0000	Report	AC - FLT Range 5000-5999 - Transborder
AC00000695	AC00000691		Fuz-00-0000	Report	UA - FLT Range 3000-3374 - Transborder
AC00000696			Feb-27-1997	Report	Pricing Strategy - Open Skies - Year 3

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00000711			Mar-18-1997	Email	UA Expansion Phase 2
AC00000715		AC00000716 AC00000718	Apr-24-1997	Letter	ORD Expansion - June 1997
AC00000718	AC00000715		Fuz-00-0000	Report	AC/UA - Phase 3 Codeshare Expansion
AC00000734			Jun-20-1997	Letter	AC-UA Codeshare Fare Class Mapping Expansion, June 1997
AC00000736			Jun-20-1997	Report	Proposed Expansion - (AC-Operating / UA-Marketing)
AC00000739			Jul-02-1997	Letter	AC-UA Codeshare Fare Class Mapping Expansion, July 1997
AC00000741			Jul-02-1997	Letter	AC-UA Codeshare Fare Class Mapping Expansion, July 1997
AC00000747			Jul-30-1997	Presentation	Air Canada's Commercial Post Antitrust Priorities
AC00000767			Sep-15-1997	Presentation	Commercial Post Antitrust Priorities
AC00000782			Oct-09-1997	Report	Transborder Pricing Logic
AC00000788			Oct-29-1997	Presentation	Commercial Post Antitrust Priorities
AC00000797			Jan-01-1998	Presentation	Transborder Pricing - Net fares and alternate channels of distribution
AC00000804			Jan-28-1998	Email	AC/UA Market Leadership Strategy
AC00000807			Jan-28-1998	Email	AC/UA Market Leadership Strategy
AC00000810			Jan-28-1998	Email	AC/UA Market Leadership Strategy
AC00000816			Jan-29-1998	Minutes	Minutes UA/AC Meeting held Thursday, January 29, 1998 in Montreal.
AC00000820		AC00000824 AC00000827	Jan-29-1998	Minutes	Minutes UA/AC Meeting held Thursday, January 29, 1998 in Montreal.
AC00000824	AC00000820		Jan-28-1998	Email	AC/UA Market Leadership Strategy
AC00000827	AC00000820		Fuz-00-0000	Report	Untitled
AC00000830			Jan-29-1998	Email	AC/UA Market Leadership Strategy
AC00000833			Jan-29-1998	Report	Topics for Discussion AC/UA Meeting
AC00000835			Apr-07-1998	Letter	Revised AC/UA Codeshare Fare Class Mapping Expansion, 07 April 1998
AC00000837			Jul-09-1998	Presentation	Price Leadership Proposal for Transborder Markets
AC00000838		AC00000839 AC00000840	Jul-16-1998	Email	July 28th meeting
AC00000839	AC00000838		Jul-16-1998	Report	AC/UA Pricing - Pricing Leadership Proposal
AC00000840	AC00000838		Jul-28-1998	Agenda	AC/UA Pricing Meeting
AC00000841			Jun-01-1999	Presentation	United Airlines Codeshare Fare Class Mapping
AC00000862			Oct-15-1999	Agreement	United Mileage Plus and Air Canada International Carrier Participation Agreement - United Contract No. 147124
AC00000883			Dec-16-1999	Agreement	Strategic Alliance Agreement - Air Canada and Air New Zealand

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00000904			Feb-22-2000	Microsoft Powerpoint Presentation	SUMMER00.PPT
AC00000978	AC00000975		Mar-26-2001	Text File	RFC822.TXT
AC00000982	AC00000975		Mar-08-2001	Microsoft Word Document	icaoATC5.doc
AC00000990	AC00000975		Mar-21-2001	Microsoft Word Document	WINGSLIST.doc
AC00000991	AC00000975		Mar-21-2001	Microsoft Word Document	WINGSCHANGE.doc
AC00000999	AC00000975		Mar-26-2001	Microsoft Word Document	DEC00MTGRPT.doc
AC00001027	AC00001020		Mar-08-2001	Microsoft Word Document	icaoATC5.doc
AC00001035	AC00001020		Mar-21-2001	Microsoft Word Document	WINGSLIST.doc
AC00001036	AC00001020		Mar-21-2001	Microsoft Word Document	WINGSCHANGE.doc
AC00001041	AC00001020		Nov-30-2000	Adobe Acrobat	ICAO's Role in Facilitating Air Transport Liberalization
AC00001044	AC00001020		Mar-26-2001	Microsoft Word Document	DEC00MTGRPT.doc
AC00001065			Apr-10-2001	Microsoft Word Document	speaker notes.doc
AC00001077			Jun-19-2001	Microsoft Outlook Email	Re negotiating priorities for summer/fall 2001
AC00001081	AC00001079		Dec-06-2001	Microsoft Word Document	FILESEG3.doc
AC00001086	AC00001079		Dec-06-2001	Microsoft Word Document	openskye.doc
AC00001091	AC00001089		Dec-06-2001	Microsoft Word Document	Dec6.doc
AC00001099	AC00001097		Dec-06-2001	Microsoft Word Document	Dec6.doc
AC00001105			Dec-12-2001	Report	Air Canada's "Open Skies Plus" Proposal: US-Model "Open Skies" with Full Competition Between US and Canadian Hubs
AC00001109			Jan-29-2002	Minutes	Minutes of Meeting 2002/01/16 in Vancouver Agenda in Meeting Called by Air Canada/United Airlines
AC00001111	AC00001110		Jan-30-2002	Microsoft Word Document	MinutesUAAC.doc
AC00001114	AC00001113		Fuz-00-0000	Map	Air Canada Transborder Routes prior to 1995 "Open Skies"
AC00001115	AC00001113		Fuz-00-0000	Map	Air Canada Transborder Routes - currently 58 cities (53 from YYZ), 244 daily flts.

Schedule A Documents that Relate to WestJet Topics

DocId	ParentId	Attachments	Docdate	Doctype	Description
AC00001119			Mar-15-2002	Chart/Bar Graph	US (excl. Sun) Seat Distribution - (yoy capacity comparison) - July 2002 vs 2001
AC00001120			Mar-20-2002	Article	Departures - Opinions on Current Issues in Aviation - Antitrust Immunity, Open Skies and First Principles
AC00001121			Apr-22-2002	Microsoft Powerpoint Presentation	Ground Handling Groups.ppt
AC00001145			Apr-24-2002	Microsoft Outlook Email	RJ summary
AC00001146			Apr-25-2002	Microsoft Powerpoint Presentation	Short Version for Ground Handling Groups.ppt
AC00001159	AC00001158		May-22-2002	Microsoft Excel Spreadsheet	abr_summ.xls
AC00001160			Jun-04-2002	Microsoft Powerpoint Presentation	Supportable Capacity 101.ppt
AC00001189		AC00001190	Jun-11-2002	Microsoft Outlook Email	2001 Star Alliance Value Model for AC
AC00001195	AC00001194		Jun-12-2002	Microsoft Word Document	June 10, 2002.doc
AC00001198	AC00001197		Jun-12-2002	Microsoft Word Document	June 10, 2002.doc
AC00001200			Jul-12-2002	Presentation	Winter 2003 Schedule - Mainline Brieffind Package - Transborder Markets
AC00001205			Aug-12-2002	Microsoft Powerpoint Presentation	BRU 200 Short.ppt
AC00001230		AC00001233	Aug-16-2002	Microsoft Outlook Email	[Fwd: Re: meeting proposal]
AC00001245	AC00001239		Feb-26-2002	Microsoft Excel Spreadsheet	UA_Summary00-01.xls
AC00001256			Sep-04-2002	Microsoft Powerpoint Presentation	CB presentationVersion September 4 final.ppt
AC00001269			Sep-05-2002	Microsoft Outlook Email	FW: Next Steps
AC00001274			Sep-15-2002	Microsoft Outlook Email	RE: RE: Comments to codeshare agreement
AC00001283			Sep-17-2002	Microsoft Outlook Email	RE: Comments to codeshare agreement
AC00001391	AC00001390		Oct-16-2002	Microsoft Excel Spreadsheet	Q3_Star2002.xls
AC00001392		AC00001397	Oct-23-2002	Microsoft Outlook Email	RE: FW: Domestic & Transborder Codeshare

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Doctype	Description
AC00001397	AC00001392		Microsoft Excel Spreadsheet	AC-LY MARKETING FLIGHTS - WINTER 2002-03.xls
AC00001400	AC00001398		Microsoft Word Document	ET Industry trend and AC strategy analysis1.doc
AC00001405	AC00001404		Microsoft Word Document	International Aviation Club of Washington - Single Space - November 19.doc
AC00001419			Microsoft Powerpoint Presentation	Pilot presentation.ppt
AC00001467		AC00001470	Report	United Airlines on Air Canada
AC00001470	AC00001467		Report	Air Canada on United Airlines
AC00001483	AC00001482		Microsoft Excel Spreadsheet	AC T100.xls
AC00001484			Microsoft Powerpoint Presentation	Montie's changes to the feb 6 presentation.ppt
AC00001524			Microsoft Outlook Email	DL/NW/CO
AC00001526			Microsoft Powerpoint Presentation	Q4-final presentation to employees.ppt
AC00001531			Microsoft Outlook Email	Re: Canada/Japan relation - CONFIDENTIAL
AC00001535	AC00001534		Adobe Acrobat	Synthese_6fev.pdf
AC00001540	AC00001534		Adobe Acrobat	Cover_letter_fr.pdf
AC00001542	AC00001534		Adobe Acrobat	Memorandum_feb6.pdf
AC00001549			Microsoft Powerpoint Presentation	Q4-final-rev.ppt
AC00001554		AC00001557	Microsoft Outlook Email	[Fwd: AA and QF - CTA Decision]
AC00001570	AC00001567		Microsoft Excel Spreadsheet	03-06-03-CI-day time seaboard.xls
AC00001590	AC00001589		Report	POS Canada Commissionable - Air Canada Annual Flown Revenue
AC00001592			Email Message	Re: [Fwd: [Fwd: [Fwd: [Fwd: Re: [Fwd: [Fwd: Air Canada - United Airlines:textapproval]]]]]]
AC00001599	AC00001598		Microsoft Word Document	American Bar Association.doc
AC00001609			Microsoft Outlook Email	Re: MS bilateral Interline prorata agreement
AC00001622			Microsoft Powerpoint Presentation	Air Canada Labor Presentation v13.ppt

Apr-04-2012

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00001630	AC00001629		Apr-28-2003	Microsoft Powerpoint Presentation	Atlantic Plus-Sales 28.04.03.ppt
AC00001639			Apr-29-2003	Microsoft Powerpoint Presentation	Air Canada Labor Presentation (FINAL-ALL).ppt
AC00001649		AC00001651	May-07-2003	Microsoft Outlook Email	STAR Transborder Markets Analysis - 2002
AC00001651	AC00001649		May-07-2003	Microsoft Word Document	A review of Transborder Markets.doc
AC00001654			May-09-2003	Microsoft Outlook Email	May 8 Meeting Follow-up
AC00001658	AC00001657		May-09-2003	Microsoft Outlook Exported Email	May 8 Meeting Follow-up
AC00001660			May-12-2003	Microsoft Outlook Email	Codesharing with both US and UA
AC00001661			May-14-2003	Microsoft Outlook Email	Re: May 8 Meeting Follow-up
AC00001665		AC00001667 AC00001668	May-14-2003	Email Message	[Fwd: [Fwd: Airline Statistics March 2003]]
AC00001668	AC00001665		May-12-2003	Microsoft Excel Spreadsheet	Pasg by Airline March.xls
AC00001669			May-14-2003	Microsoft Powerpoint Presentation	New Product part of the board presentation.ppt
AC00001682	AC00001681		May-22-2003	Adobe Acrobat	Airlines 05.22.2003.pdf
AC00001693			Jun-05-2003	Microsoft Excel Spreadsheet	traffic.xls
AC00001694		AC00001696	Jun-19-2003	Microsoft Outlook Email	Next Steps
AC00001696	AC00001694		Jun-19-2003	Internet Hypertext Markup Language	att1.htm
AC00001697			Jun-25-2003	Microsoft Outlook Email	Shane refers to Sevenths at the AGM
AC00001701			Jul-07-2003	Microsoft Powerpoint Presentation	Slides for Lou Presentation.ppt
AC00001758			Jul-11-2003	Microsoft Powerpoint Presentation	Town Hall July 11.ppt
AC00001807			Jul-13-2003	Microsoft Powerpoint Presentation	Slides for Lou Presentation v2.ppt
AC00001845	AC00001844		Jul-14-2003	Microsoft Word Document	Quality Management

Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00001855			Jul-14-2003	Microsoft Powerpoint Presentation	Equity Roadshow v2.ppt
AC00001906			Jul-17-2003	Report	Problem Statement - Transborder Yields - What is happening and what can be done about it
AC00001930	AC00001929		Jul-15-2003	Microsoft Word Document	UALtr.doc
AC00001931			Jul-17-2003	Microsoft Powerpoint Presentation	Equity Roadshow_7-18_v91.ppt
AC00001964		AC00001965	Jul-21-2003	Microsoft Outlook Email	Revised comments sheet
AC00001965	AC00001964		Jul-21-2003	Microsoft Word Document	Comments on Q2 Star Alliance Network Revenue Model.doc
AC00001966			Jul-22-2003	Microsoft Powerpoint Presentation	Final Equity 07 21 03.ppt
AC00001978		AC00001980 AC00001981	Jul-23-2003	Email Message	Q2-2003 Star Alliance Network Value Model
AC00001980	AC00001978		Jul-23-2003	Adobe Acrobat	Q2_Star2003.pdf
AC00001981	AC00001978		Jul-23-2003	Adobe Acrobat	Q1_Star2003.pdf
AC00001983	AC00001982		Jul-25-2003	Microsoft Powerpoint Presentation	W03_04 review.ppt
AC00001991			Aug-06-2003	Email Message	Re: Transborder capacity
AC00001993			Aug-06-2003	Email Message	Re: Transborder capacity
AC00001997			Aug-06-2003	Email Message	Re: Transborder capacity
AC00002002			Aug-19-2003	Presentation	POS USA Sales Strategy
AC00002023		AC00002031 AC00002036	Aug-21-2003	Microsoft Outlook Email	RE: [Fwd: Re: Revised AC/NZ SPA]
AC00002055			Sep-04-2003	Microsoft Outlook Email	Re: Reviewing MS Bilateral Interline Agreement
AC00002060	AC00002057		Jul-31-2003	Microsoft Powerpoint Presentation	US Airways Org Charts.ppt
AC00002074	AC00002073		Sep-18-2003	Microsoft Powerpoint Presentation	LHAC_JAC_Part2.ppt
AC00002095	AC00002073		Sep-18-2003	Microsoft Powerpoint Presentation	LHAC_JAC_Part1.ppt
AC00002122		AC00002125 AC00002126 AC00002127 AC00002128	Sep-19-2003	Microsoft Outlook Email	US/AC Cooperation - FFP Model and Strategic Alliance Agreement


Schedule A Documents that Relate to WestJet Topics

Docid	Parentid	Attachments	Docdate	Doctype	Description
AC00002126	AC00002122		Sep-19-2003	Text File	ATT19547.txt
AC00002128	AC00002122		Sep-19-2003	Microsoft Powerpoint Presentation	US AC FFP Diversion.ppt
AC00002135	AC00002133		Sep-29-2003	Adobe Acrobat	2004 Budget Assumptions.pdf
AC00002161			Oct-03-2003	Presentation	2004 Commercial Objectives and Tactics - Network Management (Transborder)
AC00002172			Oct-06-2003	Microsoft Excel Spreadsheet	Domestic Industry big WS.xls
AC00002175	AC00002173		Aug-29-2003	Microsoft Word Document	NBM - Asia-Pacific Summary.doc
AC00002177	AC00002173		Oct-07-2003	Microsoft Excel Spreadsheet	NBM Strategy - Asia Pacific.xls
AC00002178			Oct-14-2003	Presentation	Winter 2003/04 - Transborder Priorities
AC00002186	AC00002185		Oct-16-2003	Microsoft Powerpoint Presentation	2004 6 TB mth Commercial Objectives.ppt
AC00002198	AC00002197		Sep-12-2003	Microsoft Powerpoint Presentation	USA Strategy 2003.ppt
AC00002207		AC00002209 AC00002210 AC00002212	Oct-21-2003	Microsoft Outlook Email	Re: Objectives 2004 Workout Meeting Oct 22
AC00002209	AC00002207		Oct-17-2003	Microsoft Word Document	USA SOLUTION (October 22, 2003).doc
AC00002210	AC00002207		Oct-17-2003	Microsoft Word Document	Enhanced Transborder Cooperation - Sales Operating Principles (October 22, 2003).doc
AC00002212	AC00002207		Oct-17-2003	Microsoft Word Document	AC-UA Enhanced Cooperation - Sales Guidelines (October 22, 2003).doc
AC00002214		AC00002217	Oct-22-2003	Report	USA Solution - AC/UA Enhanced Transborder Cooperation
AC00002217	AC00002214		Oct-22-2003	Report	Air Canada/United Airlines Enhanced Cooperation - Sales Guidelines
AC00002219		AC00002220	Oct-30-2003	Email Message	(no subject)
AC00002220	AC00002219		Oct-22-2003	Microsoft Powerpoint Presentation	TB sale.ppt
AC00002257	AC00002256		Oct-29-2003	Microsoft Powerpoint Presentation	TB_W04_Priorities.ppt
AC00002272			Nov-03-2003	Microsoft Powerpoint Presentation	customized travel v1.ppt
AC00002361		AC00002362	Nov-06-2003	Email Message	Re: NBM P2 Steering Committee Meeting - Oct 31 at 09 ET

SCHEDULE B

Search term or attribute	Related to WestJet Topic?
All 19 transborder overlap routes (city /3 city or airport code /3 airport code)	Yes
(transborder or TB)/3 (JV or join*)	Yes
WestJet or WJ or WS	Yes
expan* /3 transborder	Yes
hub /3 (airport or network)	Yes
"load factor"	Yes
slot	Yes
clearance	Yes
market /3 (share or position)	Yes
(FFP or frequent) and "metal neutral"	Yes
alliance /3 (agreement or star)	Yes
Outlook appointments	No
Pac* /3 (JV or join*) or PacJV	

Burnet,
Duckworth
& Palmer LLP
Law Firm

THIS IS EXHIBIT " D "
referred to in the Affidavit of
Sheila Hyatt
Sworn before me this 11th
day of May A.D. 2012

A Commissioner in and for the Province of Alberta

Reply to: Daniel J. McDonald, Q.C.
Direct Phone: (403) 260-5724
Direct Fax: (403) 260-0332
djm@bdplaw.com

Assistant: Lorie Graham
Direct Phone: (403) 260-0266
Our File: 57150-109

By Email and Courier

Trevor R. McDonald
Barrister and Solicitor

April 12, 2012

Competition Bureau – Legal Services

Jonathan Hood

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Toronto, ON M5C 2W7

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Blake, Cassels & Graydon LLP

Ryder Gilliland/Randall Hofley

4000 Commerce Court West, 199 Bay Street
Toronto, ON M5L 1A9

**The Commissioner of Competition and Air Canada, United Continental Holdings, Inc., United Air Lines, Inc. and Continental Airlines Inc.
Court File No. CT-2011-004**

We are writing in response to Randall Hofley's email request from earlier this week, in which he asked us to provide a list that showed which documents were identified by each method outlined in points 1 to 3 of our April 5 letter.

We are couriating each party a disc containing three schedules in PDF format. The first contains the list of documents that were marked as related based on the use of global search terms. The second contains the list of documents that were marked as related based on the manual review. The third contains the list of documents that were marked as related because they are attached to related documents.

You may notice that the number of documents in these lists do not correspond precisely with the numbers in the letter we sent previously. This is because we have done some additional manual review since April 5 without keeping our initial markings in Summation and cannot reproduce the data as it existed at that time. In addition, the numbers are now lower because in the first schedule we sent, a technical problem resulted in the inclusion of some documents that were actually part of WestJet's production. That was inadvertent and has been corrected in these schedules.

In the enclosed schedules:

1. 10,159 out of 27,188 documents are marked as related to the WestJet Topics on the basis of electronic searches.



2. 6,412 documents are marked as related to the WestJet Topics on the basis of manual review.
3. 2 documents are marked as related to the WestJet Topics on the basis of being attached to documents marked as "related" were also marked as related.

Please contact us if you have further questions.

Yours truly,

BURNET, DUCKWORTH & PALMER LLP

A handwritten signature in black ink, appearing to read "Daniel J. McDonald". The signature is cursive and somewhat stylized, with a large initial "D" and "M".

Daniel J. McDonald, Q.C.

DJM/lg
Enclosures

By Email and Courier

April 19, 2012

Competition Bureau – Legal Services

Jonathan Hood

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Toronto, ON M5L 1B9

**The Commissioner of Competition and Air Canada, United Continental Holdings, Inc., United Air Lines, Inc. and Continental Airlines Inc.
Court File No. CT-2011-004**

I am writing in response to an email request from Anne Glover of Blakes on April 16, 2012 and a similar request from Mark Walli of Stikeman Elliott on April 17, 2012. Both counsel asked us to provide them with what our litigation services department refers to as "tag lists" of the PDF schedules that we provided last week. I understand that a tag list is generally provided in .txt or .csv format and allows for electronic tagging of the documents in the list.

In complying with the requests for these tag lists, we discovered that the procedure we used to mark the documents that were attached to related documents was not applied to our database until April 12. For that reason, the number of documents that were marked as related because they are attached to related documents was wrong. This has now been corrected. I apologise for any confusion and inconvenience this has caused. The correct number of documents that are marked as related to the WestJet Topics because they are attached to documents that are related to the WestJet Topics is 3,424.

Therefore, to ensure clarity, and to accommodate your most recent requests, we have verified and re-created the three PDF schedules and have created three corresponding tag lists. We are sending each party: 1) a disc of the PDF schedules and the corresponding tag lists; and 2) the tag lists by email.

Please contact us if you have further questions.

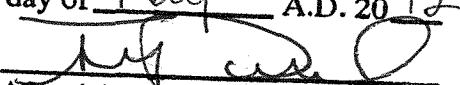
Yours truly,

BURNET, DUCKWORTH & PALMER LLP



Daniel J. McDonald, Q.C.

DJM/lg

THIS IS EXHIBIT " E "
referred to in the Affidavit of
 Sheila Hyatt
Sworn before me this 11th
day of May A.D. 20 12

A Commissioner in and for the Province of Alberta

Trevor R. McDonald
Barrister and Solicitor

STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors

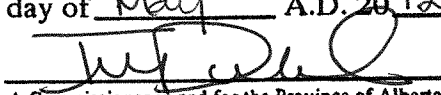
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

Direct: (416) 869-5637
E-mail: ekolers@stikeman.com

BY E-MAIL

May 6, 2012
File No. 021070-1771

Daniel J. MacDonald, Q.C.
Burnet, Duckworth & Palmer LLP
Law Firm
525 - 8th Avenue SW
Suite 2400
Calgary, AB
T2P 1G1

THIS IS EXHIBIT "F"
referred to in the Affidavit of
Sheila Hyatt
Sworn before me this 11th
day of May A.D. 2012

A Commissioner in and for the Province of Alberta

Dear Mr. MacDonald:

Trevor R. McDonald
Barrister and Solicitor

Re: Commissioner of Competition v. Air Canada and UCH

Further to our letter of April 19, 2012, we write on behalf of both Air Canada and UCH to set out the Respondents' joint position on documents designated by WestJet as related to the WestJet topics.

We have individually reviewed each of the 6,412 documents which you indicated had been designated as related to WestJet topics on the basis of your individual review. The Respondents disagree with your designations in respect of a substantial number of those documents. We have attached a spreadsheet listing those documents which the Respondents agree are related to the WestJet topics. We disagree with your assessment that the remainder of the documents on your list are related to the WestJet topics and therefore object to WestJet's designation of those documents.

Although the list contained a very wide variety of documents, not all of which are easily classified, we felt it might be of some assistance to identify for you some of the "categories" into which a significant number of documents that the Respondents have identified as not being related to the WestJet topics fit. Those document categories include:

- Communications between AC and UCH constituting negotiation of minor details regarding the proposed TBJV which

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OTTAWA
CALGARY
VANCOUVER
NEW YORK
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SYDNEY

STIKEMAN ELLIOTT

do not involve any substantive issue about the structure of the arrangement

- Documents concerning the A++ joint venture and UCH's Pacific joint venture which do not relate to the principle of metal neutrality and have no specific connection to transborder service
- Spreadsheets with revenue data for various products/sectors and for various periods which have no connection to transborder service
- Documents concerning the regulatory landscape which are unrelated to transborder service
- Documents concerning strategic initiatives which are unrelated to transborder service

As we stated in our April 19 letter, it is the Respondents' position that key word searching was not an appropriate way to designate documents as being related to the WestJet topics (a position only reinforced by our disagreement with WestJet's designation of a substantial number of the documents which were individually reviewed). The Respondents maintain their objection to all of the 10,159 documents designated by key word searching and state that none of them should be treated as related to the WestJet topics.

As an additional matter, pursuant to paragraph 13 of the Confidentiality Order, UCH hereby re-designates the following documents it has produced as not confidential (public):

UCH-TBJV00001994

UCH-TBJV00011384

UCH-TBJV00011698

UCH-TBJV00013023

UCH-TBJV00013432

UCH-TBJV00014298

UCH-TBJV00014325

STIKEMAN ELLIOTT

UCH-TBJV00016594

UCH-TBJV00021926

UCH-TBJV00023280

UCH-TBJV00025677

UCH-TBJV00025678

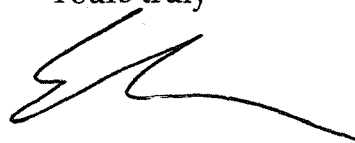
UCH-TBJV00025680

UCH-TBJV00031020

UCH-TBJV00036839

UCH-TBJV00036853

Yours truly



Eliot N. Kolers

/lp

c.c. Ryder Gilliland
Jason Gudofsky
Randall Hofley
Blake, Cassels & Graydon LLP

Katherine L. Kay
Mark Walli
Stikeman Elliott LLP

David Wingfield
Jonathan Hood
Competition Bureau - Legal Services

**LIST OF DOCUMENTS WHICH THE RESPONDENTS AGREE ARE RELATED TO THE
WESTJET TOPICS**

AC00000141
AC00000191
AC00000192
AC00000193
AC00000196
AC00000214
AC00000412
AC00000414
AC00000417
AC00000424
AC00000428
AC00000434
AC00000435
AC00000442
AC00000461
AC00000462
AC00000473
AC00000501
AC00000551
AC00000563
AC00000582
AC00000584
AC00000658
AC00000679
AC00000816
AC00000820
AC00000833
AC00000840
AC00000904
AC00001121
AC00001200
AC00001245
AC00001484
AC00001660
AC00001694
AC00001696
AC00001701
AC00001930
AC00002207

AC00002209
AC00002210
AC00002214
AC00002219
AC00002220
AC00002368
AC00002488
AC00002489
AC00002498
AC00002505
AC00002506
AC00002508
AC00002519
AC00002521
AC00002537
AC00002595
AC00002626
AC00002704
AC00002749
AC00002764
AC00002795
AC00002868
AC00002904
AC00002937
AC00002939
AC00002984
AC00003045
AC00003054
AC00003082
AC00003110
AC00003123
AC00003130
AC00003382
AC00003384
AC00003392
AC00003495
AC00003502
AC00003569
AC00003571

AC00003662
AC00003665
AC00003710
AC00003851
AC00003939
AC00004209
AC00004224
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AC00004317
AC00004329
AC00004435
AC00004452
AC00004455
AC00004457
AC00004471
AC00004473
AC00004637
AC00004638
AC00004641
AC00004644
AC00004646
AC00005010
AC00005012
AC00005021
AC00005023
AC00005057
AC00005058
AC00005072
AC00005074
AC00005085
AC00005651
AC00005652
AC00006093
AC00006094
AC00006343
AC00006976
AC00007156
AC00008963
AC00009019

AC00009157
AC00009255
AC00009724
AC00010127
AC00010284
AC00010287
AC00010289
AC00010292
AC00010295
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