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7
8 **UNITED STATES DISTRICT COURT**
9 **NORTHERN DISTRICT OF CALIFORNIA**
10 **SAN FRANCISCO DIVISION**

11 Wayne Taleff, Katherine R. Arcell, Judy Bray,)
12 Jose' M. Brito, Jan Marie Brown, Robert D.)
Conway, Judy Crandell, Rosemary D'Augusta,)
13 Brenda K. Davis, Pamela Faust, Carolyn Fjord,)
Don Freeland, Ted Friedli, Donald V. Fry,)
14 Gabriel Garavanian, Harry Garavanian,)
Yvonne Jocelyn Gardner, Lee M. Gentry, Jay)
15 Glikman, Valarie Ann Jolly, Gail S. Kosach,)
John Lovell, Michael Malaney, Len Marazzo,)
16 Lisa McCarthy, Michele McKechnie, Patricia)
Ann Meeuwsen, Cynthia Prosterman, Deborah)
17 M. Pulfer, Dana L. Robinson, Robert A.)
Rosenthal, Bill Rubinsohn, Sondra K. Russell,)
18 Sylvia N. Sparks, June Stansbury, Clyde D.)
Stensrud, Gary Talewsky, Annette M. Tippetts,)
19 Diana Lynn Ultican, J. Michael Walker,)
Pamela S. Ward, David P. Wendell, Christine)
20 O. Whalen,)

21 Plaintiffs,)

22 v.)

23 SOUTHWEST AIRLINES CO.,)
GUADALUPE HOLDINGS CORP.,)
24 AIRTRAN HOLDINGS, INC.,)

25 Defendants.)
26)
27)
28)

CASE NO.:
FIRST AMENDED
COMPLAINT FOR
INJUNCTIVE RELIEF
AGAINST VIOLATIONS OF
SECTION 7 OF THE
CLAYTON ANTITRUST ACT

1 Plaintiffs are and will be direct purchasers of airline tickets for travel within the United
2 States. The plaintiffs bring this action under Section 16 of the Clayton Antitrust Act, 15 U.S.C.
3 §§ 18, 26, to enjoin and prohibit the merger of the defendants Southwest and AirTran. Plaintiffs
4 complain and allege as follows:

5
6 **INTRODUCTION**

7 1. On September 27, 2010, the defendants announced that they had agreed to combine
8 in an all stock transaction, valued at more than \$1.4 billion, merging Southwest Airlines Co.
9 (“Southwest”) and Southwest’s wholly owned subsidiary Guadalupe Holdings Corp.
10 (“Guadalupe”), with AirTran Airways (“AirTran”), eliminating the substantial competition
11 between them. It is proposed that the unlawful combine would operate under the Southwest
12 name.

13 2. “Low cost carriers” (LCCs) operate on a point-to-point basis and travel high
14 density routes rather than to and from small communities. The largest U.S. LCCs are Southwest
15 Airlines, JetBlue, Spirit Airlines, Virgin Airlines, Allegiant, AirTran, Frontier, and Sun Country
16 Airlines. In contrast, “network carriers,” operate on a “hub-and-spoke” business model. There
17 are six major U.S. network carriers: United, Continental, American Airlines, Delta Airlines, U.S.
18 Airways, and Alaska Airlines.

19 3. Defendants Southwest and AirTran are both low cost carriers.

20 4. The effect of the announced merger between Southwest and AirTran may be
21 substantially to lessen competition, or to tend to create a monopoly, in the transportation of airline
22 passengers in the United States and certain submarkets and in violation of Section 7 of the
23 Clayton Antitrust Act, 15 U.S.C. § 18.

24 5. The probable and planned anticompetitive effects of this unlawful combination
25 are increases in prices and fares, elimination and/or curtailment of services, elimination or
26 curtailment of frequency of flights, curtailment of capacity of aircraft and available seats for
27 passage, elimination of tens of thousands of jobs, the deterioration of quality of service, the
28 addition of charges for amenities otherwise considered part and parcel of the service, the

1 elimination or substantial cutback of traffic to hubs, the creation of monopolies for passenger
2 air traffic from and to major cities, and the encouragement and trend to further concentrate the
3 industry toward ultimate monopoly.

4 6. Plaintiffs are individuals who have purchased airline tickets for travel within the
5 United States in the past, and expect to continue to do so in the future. They are threatened with
6 loss or damage by the defendants' merger in violation of Section 7 in the form of higher ticket
7 prices and diminished service, and, accordingly, they bring this action for preliminary and
8 permanent injunctive relief against the merger pursuant to Section 16 of the Clayton Antitrust
9 Act, 15 U.S.C. § 26.

10 **JURISDICTION**

11 7. This action is brought under Section 16 of the Clayton Antitrust Act, 15 U.S.C.
12 §26, to prohibit the consummation and the effectuation of defendants' planned unlawful
13 merger in violation of Section 7 of the Clayton Antitrust Act, 15 U.S.C. §18. This Court has
14 subject matter jurisdiction of the federal antitrust claims asserted in this action under Section
15 16 of the Clayton Antitrust Act, 15 U.S.C. §26, and Title 28 United States Code Sections 1331
16 and 1337.

17 **THE PARTIES**

18 8. Each of the plaintiffs named herein below is an individual and a citizen of the
19 state listed as the address for each such plaintiff, and in the four years next prior to the filing
20 of this action, each plaintiff has purchased airline tickets for travel within the United States,
21 and each plaintiff expects to continue to purchase airline tickets for travel within the United
22 States in the future:

23 Katherine R. Arcell, 4427 S. Miro St., New Orleans, LA 70125;

24 Judy Bray, 1126 Hill Circle, Colorado Springs, CO 80904;

25 Jose' M. Brito, 100 California Avenue, Reno NV 89509;

26 Jan Marie Brown, 975 Kennedy Dr., Carson City, NV, 89706;

27 Robert D. Conway, 6160 W Brooks Ave., Las Vegas, NV 89108;

1 Judy Crandell, 9135 Rain Dance Way, Reno, NV 89506;
2 Rosemary D'Augusta, 347 Madrone St., Millbrae, CA 94030;
3 Brenda K. Davis, 11022 Old Military Trail, Forney, TX, 75126;
4 Pamela Faust, 6227 Whileaway Dr., Loveland, Ohio 45140;
5 Carolyn Fjord, 4405 Putah Creek Road, Winters, CA 95694;
6 Don Freeland, 73801 White Sands Dr., Thousand Palms, CA 92276;
7 Ted Friedli, 50 Atlantic Ave., Long Branch, NJ 07740;
8 Donald V. Fry, 6740 Northrim Ln., Colorado Springs, CO 80919;
9 Gabriel Garavanian, 104 Sequoia Road, Tyngsboro, MA 01879;
10 Harry H. Garavanian, 14 Stavely Street, Lowell, MA 01852;
11 Yvonne Jocelyn Gardner, 10-Gold Coin Ct., Colorado Springs, CO 80919;
12 Lee M. Gentry, 7021 Forestview Dr., West Chester, OH 45069-3616;
13 Jay Glikman, 4265 Marina City Dr #809, Marina del Rey, CA 90292;
14 Valarie Ann Jolly, 2121 Dogwood Loop, Mabank, TX 75156;
15 Gail S. Kosach, 4085 Ramrod Cir., Reno, NV 89519;
16 John Iverson Lovell, 2581 Knightsbridge SE, Grand Rapids, MI 49546;
17 Michael C. Malaney, 5395 Egypt Creek NE., Ada, MI 49301;
18 Len Marazzo, 1260 Springer Ct., Reno, NV 89511;
19 Lisa Ruth McCarthy, 35 Lancashire Place, Naples, FL 34104;
20 Michele McKechnie, 411 Westover Dr., Euless, TX 76039;
21 Patricia Ann Meeuwsen, 1062 Wedgewood, Plainwell, MI 49080;
22 Cynthia Prosterman, 527 20th Ave., San Francisco, CA 94121;
23 Deborah M. Pulfer, 16264 E. Mason Rd., Sidney, OH 45365;
24 Dana L. Robinson, 127B Palm Bay Terrace, Palm Beach Gardens, FL 33418;
25 Robert A. Rosenthal, 4659 Bridle Pass Drive, Colorado Springs, CO 80923;
26 Bill Rubinsohn, 261 Old York Road, Jenkintown, PA 19046;
27 Sondra K. Russell, 1206 N. Loop 340, Waco, TX 76705;
28 Sylvia N. Sparks, 3320 Conte Drive, Carson City, NV 89701;

1 June Stansbury, 363 Smithridge Park, Reno, NV 89502;
2 Clyde D. Stensrud, 1529 10th St W., Kirkland, WA 98033;
3 Wayne Taleff, 768 Farmsworth Ct., Cincinnati, OH 45255;
4 Gary Talewsky, 12 Courtland Dr., Sharon, MA 02067;
5 Annette M. Tippetts, 2783 East Canyon Crest Dr., Spanish Fork, Utah 84660;
6 Diana Lynn Ultican, 9039 NE Juanita Dr, #102, Kirkland, WA 98034;
7 J. Michael Walker, 11865 Heather Ln., Grass Valley, CA 95949;
8 Pamela S. Ward, 1322 Creekwood Dr., Garland, TX 75044;
9 David P. Wendell, 100 Vine St., Reno, NV 89503;
10 Christine O. Whalen, 1131 Pine St., New Orleans, L, 70118;

11 9. Defendant Southwest Airlines Co. (“Southwest”) is a corporation incorporated
12 under the laws of the State of Texas with its principal place of business in Dallas, Texas.

13 10. As of September 30, 2010, Southwest was the largest air carrier in the United
14 States, as measured by the number of *domestic passengers carried*.

15 11. Southwest had a market share of approximately 14.2% in 2010, the 2nd largest
16 domestic market share, as measured by *revenue passenger miles*.

17 12. Southwest is engaged in the business of transporting passengers and cargo and
18 has approximately 35,000 full-time employees.

19 13. Southwest uses the “Point to Point” flight routing system, serving 72 cities in 37
20 states, with more than 3,400 flights a day coast-to-coast.

21 14. Defendant Guadalupe Acquisition Corp., (“Guadalupe”) is a Nevada corporation
22 and wholly-owned subsidiary of Southwest. Southwest and/or Guadalupe may be collectively
23 referred to herein as Southwest.

24 15. Defendant AirTran Holdings, Inc. (“AirTran”) is a corporation incorporated
25 under the laws of the State of Nevada with its principal place of business in Orlando, Florida.
26 AirTran through its wholly-owned subsidiary AirTran Airways, Inc., operates scheduled
27 airline service throughout the United States.
28

1 28. The behavior of AirTran is constrained by the actual and potential competition
2 from Southwest throughout the entire relevant market and submarkets.

3 29. The market for the transportation of airline passengers in the United States is in
4 and part of interstate commerce, makes extensive use of the instrumentalities of interstate
5 commerce, and substantially affects interstate commerce. Airline passengers travel in a
6 continuous and uninterrupted flow of interstate commerce. Airline travel is a continuous and
7 uninterrupted flow of interstate commerce. Materials used in the construction of airplanes are
8 purchased and shipped in a continuous and uninterrupted flow of interstate commerce.

9 30. Any restraint of trade in the transportation of airline passengers in the United
10 States, including the restraints specifically alleged in this complaint, directly and substantially
11 restrains and affects interstate commerce.

12 **CONDUCT GIVING RISE TO VIOLATIONS OF LAW**

13 31. On September 27, 2010, Southwest and AirTran announced that they had
14 entered into a definitive merger agreement for Southwest to acquire AirTran, in a deal valued
15 at approximately \$1.4 billion, or \$3.4 billion including AirTran's debt and capitalized aircraft-
16 operating leases.

17 32. The new airline will operate under the Southwest name.

18 33. The merging companies are AirTran and Guadalupe Holdings Corp., a Nevada
19 corporation and wholly owned subsidiary of Southwest Airlines. Guadalupe will be merged
20 into AirTran, which will then become a wholly owned subsidiary of Southwest Airlines.

21 34. After the merger closes, AirTran will be merged into a new limited liability
22 company set up as a Texas company, LLC Sub, which will become a wholly owned subsidiary
23 of Southwest.

24 35. The chief executive officer of the combined company will be Gary Kelly, the
25 current chairman, president, and CEO of Southwest.

26 36. Bob Fornaro, chairman, president, and CEO of defendant AirTran, will continue
27 to be involved in the integration of the two companies.
28

1 37. Through secret and private meetings, Mr. Kelly of Southwest met on more than
2 one occasion with Mr. Fornaro of AirTran.

3 38. One or more the secret and private meetings of Mr. Kelly and Mr. Fornaro were
4 carried on outside of their offices, including hotels.

5 39. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
6 discussed the purposes and probable effects of the merger.

7 40. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
8 discussed airline fares in general and specifically.

9 41. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
10 discussed the frequency of flights.

11 42. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
12 discussed the elimination or curtailment of the use of hubs.

13 43. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
14 discussed the curtailment of capacity.

15 44. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
16 discussed the firing of employees.

17 45. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
18 discussed the type of aircraft to be eliminated.

19 46. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
20 discussed the charges for services previously given to passengers for free.

21 47. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
22 discussed the potential fare increases in the monopoly submarkets that would be created by the
23 combine.

24 48. At one or more of the secret and private meetings, Messrs. Kelly and Fornaro
25 discussed the potential fare increases in the duopoly submarkets created by the combine.

26 49. The combined company will carry over 113 million passengers per year, provide
27 access to more than 106 destinations from coast to coast, Mexico and the Caribbean, with 685
28 all-Boeing aircraft, and employ approximately 43,000 employees.

1 50. Defendants Southwest and AirTran are both low cost carriers (“LCCs”).

2 51. Only seven true low-cost carriers now compete in the U.S. market.

3 52. Of the seven LCCs, Southwest is by far the dominant carrier, accounting for
4 approximately 60% of the combined market share of the *low-cost carriers* that report data to
5 the DOT.

6 53. AirTran controls almost 15 percent of the LCC’s combined market share of the
7 *low-cost carriers* that report data to the DOT.

8 54. The combined company would account for approximately 75% of the combined
9 market share of the low cost carriers.

10 55. Pre-merger, Southwest’s *overall* domestic market share is approximately 14.2%.

11 56. Pre-merger, AirTran’s *overall* domestic market share is approximately 3.4%.

12 57. Combined, Southwest and AirTran will have more than 98 billion RPMs.
13 Domestically, their combined market share as measured by RPM’s would be 17.7%.

14 58. If the merger is consummated, it will result in lower capacity; that is, fewer seats
15 in the sky, which, in turn, will result in higher ticket fares for consumers.

16 59. Defendants’ merger would take place in and further concentrate an already
17 highly concentrated market, characterized by mergers, including the most recent merger of
18 United and Continental Airlines in 2010, which made United the world’s largest carrier.

19 60. The top 9 competitors will have concentrated into 6 – controlling a full 90% of
20 the market – in just 24 months. The recent United-Continental merger has further
21 concentrated the market with an acquisition of major participants: United was the third largest
22 airline in the United States measured by 2009 operating revenue, with 14.2% of the market,
23 while Continental was the fourth largest airline, with 10.7% of the market. The combined
24 airline, with 25.0% share of the market, is now effectively the largest airline in the world,
25 along with Delta.

26 61. In addition, defendants themselves are the products of mergers and acquisitions.

27 62. In 1985, Southwest bought MuseAir, renamed it TranStar Airlines.
28

1 63. In 1993, Southwest bought MorrisAir, a competing airline based on Salt Lake
2 City, Utah; and in 2008, Southwest acquired assets from bankrupt ATA airlines.

3 57. In 1997, ValuJet announced it would merge with the much smaller Airways
4 Corporation, parent of AirTran Airways. The merged company would retain the AirTran
5 name.

6 64. Others mergers include that between Northwest and Republic Airlines in 1986,
7 and between U.S. Airways and America West in 2005.

8 65. According to Jeffrey Breen, President of Cambridge Aviation Research, "We
9 find more airports and routes red-flagged in our analysis of this proposed merger than for
10 United-Continental."

11 66. A recent report by Cambridge Aviation Research on the Southwest-AirTran
12 merger, red-flagged 33 routes, including 16 pushed into monopoly status as a result of the
13 merger.

14 67. Jeffrey Breen of Cambridge Aviation Research notes that, "We find the most
15 cause for concern in Baltimore and Orlando which together account for more than 80% of
16 passengers traveling along red-flagged routes."

17 68. At the airport level, 18 U.S. airports are red-flagged for increases in market
18 concentration exceeding DOJ guidelines. From most-affected to least: Baltimore (BWI),
19 Chicago Midway (MDW), Orlando International (MCO), Houston Hobby (HOU), Tampa
20 (TPA), Indianapolis (IND), Fort Meyers (RSW), Columbus (CMH), Buffalo (BUF),
21 Milwaukee (MKE), Jacksonville (JAX), Fort Lauderdale (FLL), San Antonio (SAT), New
22 Orleans (MSY), Kansas City (MCI), St. Louis (STL), Palm Beach (PBI), and Las Vegas
23 (LAS).

24 69. The new combined company's dominance at the airports listed above is
25 substantially likely to result in higher fare prices for flights to or from those airports.

26 70. Of the 33 routes red-flagged, 16 are pushed into monopoly status. The red-
27 flagged route list includes the combined carrier's second-busiest route, Baltimore-Orlando,
28

1 whose one million annual passengers stand to lose airline choice as this proposed merger
2 pushes the route into monopoly.

3 71. Defendants have overlapping non-stop flights on 19 routes, including,
4 Baltimore-Boston; Baltimore-Ft. Lauderdale; Baltimore-Indianapolis; Baltimore-Jacksonville;
5 Baltimore-Orlando; Baltimore-Milwaukee; Baltimore-New Orleans; Baltimore-Tampa;
6 Baltimore-Fort Myers, FL.; Chicago Midway-Fort Myers, FL.; Indianapolis-Tampa; Las
7 Vegas-Milwaukee; Orlando-Buffalo, Orlando-Columbus, OH; Orlando-Indianapolis; Orlando-
8 Chicago Midway; Orlando-Milwaukee; Orlando-Philadelphia; and Orlando-Pittsburgh.

9 72. If the Southwest and AirTran combination were allowed, the airline would
10 account for nearly 95 percent of available seat miles on offer at Chicago-Midway International
11 Airport, 92 percent at Hobby Airport in Houston, and 70 percent of Baltimore/Washington
12 International Airport.

13 73. If the Southwest and AirTran combination were allowed, the merger will reduce
14 the number of competitors in 127 nonstop and connecting markets and will reduce the number
15 of competitors from two to one in 14 nonstop and connecting markets.

16 74. Defendant Southwest says it intends an "orderly and reasonable schedule" for
17 ending flights at Dallas/Fort Worth International following the carriers' merger.

18 75. Former U.S. Rep. Jim Oberstar, Chairman of the House Transportation and
19 Infrastructure Committee from 2007 until 2011, has stated that, "The future of competition
20 among airlines at every level of the industry, legacy and low-cost alike, is at stake in the
21 Southwest-AirTran merger."

22 76. Defendants compete now on hundreds of domestic connecting routes, where
23 competition will be reduced or eliminated as a result of defendants' merger.

24 77. The potential for increased collusion among the remaining airlines is significant,
25 because the domestic passenger airlines, including, *inter alia*, these defendants, have in the
26 past colluded to fix prices with regard to airfares, surcharges, and cargo prices, and to fix other
27 terms and conditions of air transportation and travel.

28

1 78. In addition to the degree of market concentration, there are significant barriers to
2 entry in the relevant market, as well as a history of a lack of successful new entry. The
3 relevant market has been characterized by the exit, rather than the entry, of firms. The
4 prospect of new entry is therefore unlikely to eliminate any of the anticompetitive effects that
5 will eventuate from the defendants' merger and the increasingly concentrated structure of the
6 relevant market.

7 79. The defendants' proposed merger will cause harm to consumers, including the
8 plaintiffs, by generating higher airfares, by reducing the number of flights on particular routes,
9 and by eliminating air service to smaller communities. Consumers, including the plaintiffs,
10 will thus pay more for less airline service than would be the case in the absence of defendants'
11 merger.

12 80. The defendants' proposed merger is also likely to lead to other mergers and
13 further concentration in the already highly concentrated relevant market. American Airlines,
14 which until the Delta-Northwest merger was the largest domestic airline, will likely combine
15 with another carrier, like U.S. Airways, the only remaining medium-sized carrier. Both of the
16 CEO's of American and U.S. Airways have already indicated publicly of their approval of the
17 elimination of capacity and of their desire to further concentrate the industry and eliminate
18 even more capacity, with the obvious result of higher fares.

19 81. There are 29 major airports in the United States, located in the following cities:
20 Atlanta, Baltimore, Boston, Charlotte, Chicago, Dallas, Denver, Detroit, Fort Lauderdale,
21 Houston, Las Vegas, Los Angeles, Miami, Minneapolis, New York, Newark, Orlando,
22 Philadelphia, Phoenix, Portland, Salt Lake City, San Diego, San Francisco, Seattle, Tampa,
23 and Washington D.C.

24 82. Each major U.S. passenger airline, including LCC defendants Southwest and
25 AirTran, has the ability and financial capacity to offer competitive flights between any two
26 major cities in the United States, whether or not they are currently offering such flights.

27 83. Each major U.S. passenger airline, including LCC defendants Southwest and
28 AirTran, has the ability and financial capacity to establish a competitive presence in any of the

1 major airports located throughout the United States by, inter alia, leasing or otherwise utilizing
2 terminal slots, hiring employees, and directing more flights to and from the given airport.

3 84. Since the LCCs and major airlines already offer flights to and from various
4 major U.S. cities, each such airline, including defendants Southwest and AirTran necessarily
5 has the managerial expertise to offer similar flights between any two major cities in the United
6 States.

7 85. The major U.S. passenger airlines, including LCC defendants Southwest and
8 AirTran, frequently trade, sell, lease or purchase slots from other airlines in each of the major
9 29 airports throughout the United States.

10 86. The LCCs and major U.S. passenger airlines with significant market share in
11 specific regions or major airports, including defendants Southwest and AirTran, endeavor to
12 keep other LCCs and major airlines from entering the market with competitive flights.

13 87. On information and belief, each of the LCCs and major U.S. passenger airlines,
14 including defendants Southwest and AirTran, has created internal documents reflecting a
15 financial and economic cost/benefit analysis of increasing its presence in each or many of the
16 major U.S. airports.

17 88. On information and belief, each of the LCCs and major U.S. passenger airlines,
18 including defendants Southwest and AirTran, has created internal documents reflecting its
19 analysis of how the market for air transportation would be impacted within each regional
20 market or major U.S. airport by the entry of another LCC or major U.S. passenger airline into
21 that region or major airport.

22 89. The entry of Southwest or AirTran into regions or major airports that are
23 dominated, controlled, or serviced by other LCCs or major passenger airlines would result in
24 lower prices, increased service levels, and/or other pro-competitive effects on flights within
25 the region to or from the given major airport.

26 90. As the foregoing paragraphs show, the effect of the defendants' merger, if
27 consummated, may be substantially to lessen competition, or to tend to create a monopoly in
28 the relevant markets.

1 E. Awarding to plaintiffs their cost of suit, including a reasonable attorney's fee,
2 as provided by Section 16 of the Clayton Antitrust Act, 15 U.S.C. § 26.

3 F. Granting to plaintiffs such other and further relief to which they may be entitled
4 and which the Court finds to be just and appropriate.

5
6 Dated: May 20, 2011

7 ALIOTO LAW FIRM

8
9 By: /s/ Joseph M. Alioto

10 Joseph M. Alioto
11 ALIOTO LAW FIRM
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CERTIFICATE OF SERVICE

Jamie L. Miller hereby declares:

I am employed in the City and County of San Francisco, California. I am over the age of 18 years and am not a party to the case herein. My business address is 225 Bush Street, 16th Floor, San Francisco, California 94104.

On May 20, 2011, I served the attached document entitled:

FIRST AMENDED COMPLAINT FOR INJUNCTIVE RELIEF AGAINST VIOLATIONS OF SECTION 7 OF THE CLAYTON ANTITRUST ACT

I served this document on the following parties via First-Class U.S. mail by placing a true and correct copy in a sealed envelope with first-class postage thereon fully prepaid and deposited for pick-up by United States Postal Service addressed as follows:

Counsel for Defendants Southwest Airlines Co., Guadalupe Holdings Corp., and AirTran Holdings, Inc.

Steven Sunshine Sara Bensley Skadden, Arps, Slate, Meagher & Flom, LLP 1440 New York Avenue, N.W. Washington, D.C. 20005-2111	Steven.Sunshine@skadden.com Sara.Bensley@skadden.com Phone: 202.371.7032 Phone: 202-371-7860 Fax: 202-661-8321
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I also served the above document on the parties by email transmission by emailing to the above-referenced email addresses.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and this declaration was executed this 20th day of May, 2011.

/s/ Jamie L. Miller
Jamie L. Miller