

**EXHIBIT 1**

**REDACTED PUBLIC VERSION**

**JOINT STATEMENT OF  
UNCONTESTED FACTS**

## **Proposed Stipulations and Uncontested Facts**

### **Sabre**

1. On November 14, 2018, Sabre Corporation agreed to purchase Farelogix in a transaction valued at approximately \$360 million.
2. Sabre Corporation is a Delaware corporation headquartered in Southlake, Texas.
3. Sabre Corporation is the ultimate parent entity of Sabre GBL Inc., Sabre's principal operating subsidiary and its signatory to the merger agreement with Farelogix.
4. Airline content means the products and services that airlines sell to travelers, including tickets and ancillary products, such as early boarding, seat upgrades, or in-flight internet service.
5. Sabre's Travel Network business unit operates Sabre's global distribution system ("GDS").
6. Sabre's GDS customers include both airlines and travel agents, including online travel agents ("OTAs") and travel management companies ("TMCs"), throughout the world.
7. Sabre's Airline Solutions business unit sells information technology ("IT") products for airlines, including a passenger service system ("PSS").
8. A PSS houses IT infrastructure critical to the airline's operations, including its reservations and inventory systems.
9. In 2018, Sabre's revenues were approximately \$3.9 billion.
10. In 2019, Sabre's revenues are projected to be approximately [REDACTED]

### **Farelogix**

11. Farelogix Inc. is a Delaware corporation headquartered in Miami, Florida.
12. Farelogix is majority owned by Sandler Capital Partners V, L.P., a private equity fund and a signatory to Sabre's merger agreement with Farelogix.

13. Farelogix provides a suite of software as a service (“SaaS”) solutions for airlines.
14. Farelogix’s customers are airlines throughout the world.
15. An NDC API is an application programming interface (“API”) that enables software applications to communicate with each other using messaging based on New Distribution Capability (“NDC”), an XML-based data transmission standard.
16. Farelogix was an early developer of NDC technology.
17. Farelogix provides an NDC API as part of its Farelogix Open Connect (“FLX OC”) product.
18. United Airlines and American Airlines are Farelogix’s only current US customers for FLX OC.
19. In 2018, FLX OC generated █████ of Farelogix’s revenue
20. Farelogix sells airlines four separate offer management products that, among other things, assist airlines in creating travel offers.
21. Farelogix’s primary offer management product, FLX Merchandise, is a merchandising and rules engine that allows airlines to create ancillary product offers.

### **Industry Background**

22. Airlines sell tickets and other content directly to travelers through their websites, call centers, and airport kiosks, and indirectly through brick-and-mortar and online travel agencies.
23. An online travel agency (“OTA”) is a travel agency that sells travel primarily via the internet.
24. Booking.com, Priceline, Expedia, and Fareportal are examples of OTAs.
25. OTAs primarily serve leisure travelers.

26. Brick-and-mortar travel agencies refer to travel agencies that mostly have a physical presence.
27. A travel management company (“TMC”) is a type of travel agency that primarily serves business travelers.
28. BCD, Carlson Wagonlit, and American Express Global Business Travel are examples of TMCs.
29. Business travelers tend to book more expensive airline tickets than leisure travelers.
30. For many airlines, business travelers are the most profitable traveler segment.
31. In the United States, there are three GDSs: Sabre, Amadeus, and Travelport.
32. Most airlines selling tickets through travel agencies in the United States distribute through all three GDSs.

#### **Sabre’s GDS Contracts**

33. Sabre enters into individually negotiated commercial agreements with airlines and with travel agencies for use of its GDS.
34. Sabre’s GDS contracts with airlines contain provisions that govern the level of content the airline is required to offer through the Sabre GDS.
35. On September 1, 2006, American Airlines and Sabre entered into a “Distribution Content and Modified Payments Amendment to the Sabre Participating Carrier Distribution and Services Agreement.”
36. On October 30, 2012, American Airlines and Sabre entered into an “Amended and Restated Content Amendment to the Sabre Participating Carrier Distribution and Services Agreement.”

37. On March 16, 2015, American Airlines and Sabre amended the “Amended and Restated Content Amendment to the Sabre Participating Carrier Distribution and Services Agreement” with the “Amendment No. 1 to the Amended and Restated Content Amendment to the Sabre Participating Carrier Distribution and Services Agreement.”
38. On April 20, 2006, United Airlines and Sabre entered into an “Amendment to the Sabre Participating Carrier Distribution and Services Agreement.”
39. On [REDACTED] Delta Air Lines and Sabre allowed the 2006 amendment to the Participating Carrier Agreement to automatically renew for [REDACTED], through [REDACTED].
40. On November 17, 2008, United Airlines and Sabre extended the expiration of their 2006 amendment to the Participating Carrier Agreement from 2011 to 2013.
41. On May 16, 2013, United Airlines and Sabre entered into a “Sabre Distribution and Services Agreement,” effective May 1, 2013.
42. On [REDACTED], United Airlines and Sabre amended the “Sabre Distribution and Services Agreement” with the “Amendment No. 1 to the Sabre Distribution and Services Agreement,” effective [REDACTED].
43. On April 20, 2006, Delta Air Lines and Sabre entered into a “Distribution Content and Modified Payments Amendment to the Sabre Participating Carrier Distribution and Services Agreement.”
44. On [REDACTED], Delta Air Lines and Sabre amended the “Distribution Content and Modified Payments Amendment to the Sabre Participating Carrier Distribution and Services Agreement” with the “First Modification to Distribution Content and Modified

Payments Amendment to the Sabre Participating Carrier Distribution and Services Agreement,” effective [REDACTED].

45. On January 27, 2006, US Airways and Sabre entered into a “Travel Marketing Amendment to the Sabre Participating Carrier Distribution and Services Agreement.”
46. On February 23, 2011, US Airways and Sabre entered into a “Travel Marketing Amendment No. 2 to the Sabre Participating Carrier Distribution and Services Agreement.”

#### **Farelogix’s Open Connect Contracts**

47. Farelogix enters into individually negotiated contracts with airlines for use of its products.
48. Farelogix does not have commercial contracts with travel agencies.
49. Farelogix receives no payments from travel agencies and makes no payments to travel agencies.
50. On [REDACTED], American Airlines and Farelogix entered into a “FLX Platform Participating Carrier Agreement.”
51. On [REDACTED], American Airlines and Farelogix entered into a “Direct Connect Application Service Provider Agreement.”
52. On [REDACTED], American Airlines and Farelogix entered into a “First Amendment to the Direct Connect Application Service Provider Agreement.”
53. On [REDACTED], American Airlines and Farelogix entered into a “Participating Airline Advisory Community Agreement.”
54. On [REDACTED], American Airlines and Farelogix entered into a [REDACTED] “Second Amended and Restated Direct Connect Application Service Provider Agreement.”

55. On [REDACTED], United Airlines and Farelogix entered into a [REDACTED] “Software as a Service Agreement.”

### NDC History

56. EDIFACT and Teletype are data transmission messaging protocols developed more than 30 years ago.

57. For many years, GDSs have used the EDIFACT and Teletype messaging protocols to distribute airline content and make and manage airline bookings.

58. Since 2012, the International Air Transport Association (“IATA”), a trade organization for airlines, has played an important role in the development of a new data transmission standard for airline distribution, known as NDC.

59. In March 2013, IATA sought approval from the U.S. Department of Transportation (“DOT”) to establish the process for developing the NDC standard.

60. In April 2013, Farelogix submitted comments to DOT supporting the NDC standard.

61. In August 2014, DOT approved IATA’s application for establishing the process to develop the NDC standard.

62. In September 2015, IATA published the first official version of the NDC standard.

63. In April 2018, IATA announced a leaderboard of airlines committed to making at least 20 percent of their bookings via an NDC API by December 2020.

64. As of January 2020, there are 22 airlines on the IATA NDC Leaderboard and three of them are U.S.-based airlines.

65. Farelogix is the NDC API provider for [REDACTED] U.S.-based airlines on the IATA NDC Leaderboard.