

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF KANSAS**

UNITED STATES OF AMERICA,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Civil Action No. 99-1180-JTM
	)	
AMR CORPORATION,	)	
AMERICAN AIRLINES, INC, and	)	
AMERICAN EAGLE HOLDING	)	
CORPORATION,	)	
	)	
Defendants.	)	
_____	)	

**DECLARATION OF ROGER W. FONES IN SUPPORT  
OF PLAINTIFF’S MOTION FOR RECONSIDERATION  
OF THE COURT’S SEPTEMBER 28, 2000,  
ORDER GRANTING DEFENDANTS’ MOTION TO REVIEW**

I, Roger W. Fones, hereby declare as follows:

1. I am the Chief of the Transportation, Energy, and Agriculture (“TEA) Section of the Antitrust Division of the United States Department of Justice. My duties in this position include supervising the trial staff working on the United States’ case against American. I make this declaration in support of Plaintiff’s Motion For Reconsideration of the Court’s September 28, 2000, Order Granting Defendants’ Motion to Review. I have personal knowledge of the matters set forth herein, unless otherwise stated, and could and would testify thereto if called upon to do so.

2. On October 5, 2000, I called Professor Hovenkamp to inform him that the Court had issued an Order Granting Defendants’ Motion to Review the Protective Order issued by Magistrate

Judge Humphreys (“September 28 Order” or “Order”), thus allowing Defendants to retain copies of Professor Hovenkamp’s October 2, 1998, letter to Joel Klein (“Hovenkamp Letter”). I explained that we had not yet determined whether to move for reconsideration or review of the September 28 Order. I also telefaxed a copy of the September 28 Order to Professor Hovenkamp.

3. After receiving and reviewing the telefax, Professor Hovenkamp called me to discuss the September 28 Order. During our conversation, Professor Hovenkamp expressed concern regarding the Order, and volunteered to prepare a declaration to correct the mistaken impression created by the Order. Professor Hovenkamp also explained that he would be leaving for Europe on October 6, and would not return until October 16, 2000.

4. After my conversation with Professor Hovenkamp, and influenced by the concerns expressed by Professor Hovenkamp in that conversation, we determined it would be appropriate to seek a correction of the Order.

5. When he returned from Europe, Professor Hovenkamp prepared and executed a declaration, which was filed with the Memorandum in Support of Plaintiff’s Motion for Reconsideration of the Court’s September 28, 2000, Order, on October 23, 2000.

I declare under the penalty of perjury that the foregoing is true and correct. Executed this 17th day of November, 2000.

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/“s”/  
Roger W. Fones