

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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UNITED STATES OF AMERICA,  
Department of Justice  
Washington, D.C. 20001

Plaintiff,

v.

INTERNATIONAL ASSOCIATION OF  
MACHINISTS AND AEROSPACE WORKERS,  
9000 MACHINISTS PLACE  
UPPER MARLBORO, MD 20772

TOM DUCY,  
9000 MACHINISTS PLACE  
UPPER MARLBORO, MD 20772

WILLIAM O'DRISCOLL,  
VIVION RD. & CLIFFVIEW DR.  
KANSAS CITY, MO 64150

WILLIAM W. WINPISINGER,  
9000 MACHINISTS PLACE  
UPPER MARLBORO, MD 20772

Defendants.

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Civil Action No.: 94-0690

Filed: March 30, 1994

COMPLAINT

The United States of America, plaintiff, by its attorneys,  
acting under the direction of the Attorney General of the  
United States, brings this civil action to obtain equitable and

other relief against the defendants named herein and complains and alleges as follows:

I

JURISDICTION AND VENUE

1. This complaint is filed and this action is instituted under Section 15 of the Clayton Act, 15 U.S.C. § 25, to prevent and restrain the violation by the defendants, as herein alleged, of Section 8 of the Clayton Act, 15 U.S.C. § 19.

2. Venue is proper under 28 U.S.C. § 1391 because defendant IAM is found in the District of Columbia.

II

DEFENDANTS

3. International Association of Machinists and Aerospace Workers ("IAM") is made a defendant. The IAM is a labor union with its principal offices in Upper Marlboro, Maryland. The IAM has approximately 492,000 members.

4. Tom Ducy is made a defendant. He is the former General Secretary and Treasurer of the IAM. In 1993, he was appointed by the IAM to the board of directors of Northwest Airlines Corporation.

5. William O'Driscoll is made a defendant. He is the current Chairman of IAM District 142, headquartered in Kansas City, Missouri. In 1993, he was appointed by the IAM to the board of directors of Trans World Airlines, Inc.

6. William W. Winpisinger is made a defendant. He is the

former President of the IAM. In 1993, he was appointed by the IAM to the board of directors of Trans World Airlines, Inc.

### III

#### TRADE AND COMMERCE

7. Northwest Airlines Corporation ("Northwest") and Trans World Airlines, Inc. ("TWA") are engaged in the business of selling and providing air passenger transportation services throughout the United States and between the United States and foreign destinations.

8. Northwest and TWA are actual or potential competitors for the provision of air passenger transportation in numerous city pairs. The elimination of any actual or potential competition between Northwest and TWA in these city pairs by agreement would constitute a violation of the antitrust laws.

9. Section 8 applies only if the sales of each company in the markets in which they compete exceeds the statutory threshold. The threshold is adjusted each year based on the change in the gross national product. The current threshold is \$1,209,200. In 1993 Northwest and TWA each had sales in excess of \$1,209,200 in markets in which they compete. Such sales exceeded two percent of each airline's 1993 total sales.

10. Section 8 applies only if the capital, surplus and undivided surplus of each company exceeds the statutory threshold. The threshold is adjusted each year based on the change in the gross national product. The current threshold is

\$12,092,000. Both Northwest and TWA have capital, surplus and undivided profits aggregating more than \$12,092,000.

11. A substantial portion of the revenues of both Northwest and TWA are derived from the sale and provision of air transportation services between different states and between the United States and foreign countries. The activities of both Northwest and TWA are within the flow of and substantially affect the interstate and foreign trade and commerce of the United States.

#### IV

#### VIOLATION ALLEGED

12. In 1993, defendant IAM entered into a collective bargaining agreement with TWA pursuant to which employees of TWA represented by the IAM agreed to wage reductions. At the same time, TWA and the IAM entered into an agreement pursuant to which TWA created a stock trust for the benefit of IAM members employed by TWA. The agreement also provided IAM with the right to appoint two members to the board of directors of TWA.

13. Pursuant to these agreements, the IAM appointed defendants William O'Driscoll and William W. Winpisinger to the TWA board of directors.

14. In August 1993, defendant IAM entered into a collective bargaining agreement with Northwest pursuant to which employees of Northwest represented by the IAM agreed to

wage reductions. At the same time, Northwest and the IAM entered into an agreement pursuant to which Northwest created a stock trust for the benefit of IAM members employed by Northwest. The agreement also provided IAM with the right to appoint one member to the board of directors of Northwest.

15. Pursuant to these agreements, the IAM appointed defendant Tom Ducy to the Northwest board of directors.

16. The IAM, through its representatives, defendants Tom Ducy, William O'Driscoll and William W. Winpisinger, serves as a director of two competing companies, TWA and Northwest, in violation of Section 8 of the Clayton Act.

V

PRAYER

WHEREFORE, plaintiff prays:

1. That the Court adjudge and decree that defendants' actions resulted in the same person serving as a director of two competitors, Northwest and TWA, in violation of Section 8 of the Clayton Act, 15 U.S.C. § 19.

2. That defendants and all persons acting or claiming to act on their behalf, be enjoined and restrained from violating Section 8 of the Clayton Act, 15 U.S.C. § 19.

3. That the plaintiff have such other relief as the

nature of the case may require and the Court may deem just and proper.

Dated: March \_\_, 1994

*Anne K. Bingaman* <sup>AKB/REL</sup>

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ASSISTANT ATTORNEY GENERAL

*Steven C. Sunshine*

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