



Australian Competition & Consumer Commission

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28 January 2003

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Copies of this letter have
been sent to the attached
list of interested parties.

Dear Mr Corcoran

**Applications for authorisation lodged by Qantas Airways Limited and
Air New Zealand Limited (A30220, A30221, A30222)**

In previous communications I have sought comment on applications from Qantas Airways Limited (Qantas) and Air New Zealand Limited (Air NZ) to the Australian Competition and Consumer Commission (the Commission) for authorisation of the following arrangements:

1. the acquisition by Qantas of ordinary shares comprising up to a 22.5 per cent voting equity interest in Air NZ (the Equity Proposal); and
2. collaborative arrangements between Qantas and Air NZ (the Strategic Alliance Proposal).

On 24 January 2003, Qantas and Air NZ provided a paper to the Commission advising on the nature of undertakings which the parties would be prepared to offer the Commission in relation to the Strategic Alliance Proposal. A copy of this paper is enclosed for your information.

Generally speaking, section 87B of the *Trade Practices Act 1974* provides for the Commission to accept undertakings in relation to the Commission's functions and powers. These undertakings are enforceable in the Federal Court.

Parties seeking authorisation may offer the Commission undertakings with the intention of either lessening public detriment (and particularly detriment associated with any lessening in competition) or enhancing the public benefit associated with the proposed agreements or conduct.



Qantas and Air NZ have submitted that undertakings would be used to:

- facilitate and protect new entry on trans-Tasman routes including (if necessary) access to terminals, ground services and engineering facilities;
- ensure that the Alliance will not take unreasonable actions relating to capacity and prices on routes where the parties will be the sole operators; and
- ensure the delivery of certain public benefits identified in the application.

As a potentially interested party you are invited to comment on the suitability of the proposed undertakings and likely impact that the proposed undertakings would have on the competitive environment and public benefit or detriment.

In particular, the Commission would be interested in your views on the effectiveness of the undertakings in ensuring cost savings and efficiencies are passed on to consumers.

In their application, Qantas and Air NZ have stated that:

“...most of the cost savings and efficiencies generated from the implementation of the [Proposals] are likely to be passed on to consumers in the competitive aviation markets in which Air NZ and Qantas operate, particularly having regard to the undertakings which will be offered by the Parties” (paragraph 4.14, page 28).

The Commission asks for submissions from interested parties to be in writing so that they can be made publicly available. Submissions are placed on a public register and may also be placed on the Commission’s website. The Commission may, where appropriate, supplement written submissions with discussions with relevant parties on a mutually convenient basis.

Should you lodge a submission with the Commission you may request that information included in the submission be treated as confidential and not placed on the public register or the Commission’s website. In such circumstances you must justify why the Commission should treat such information as confidential, otherwise it would be expected to be made public. The Commission may take confidential information into account during its assessment of an authorisation application.

If you wish to lodge a submission, please address it to:

The General Manager
Adjudication Branch
Australian Competition & Consumer Commission
PO Box 1199
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Submissions can also be lodged by email to adjudication@accc.gov.au, or by facsimile on 02 6243 1211.

If you are planning on making a submission to the Commission in relation to the authorisation applications, you may wish to comment on the proposed undertakings as part of

the same submission. I would note that the closing date for these submissions is 5 February 2002.

However, if you have already made a submission in relation to the authorisation application or if you wish to lodge a separate submission specifically in relation to the proposed undertakings, please do so by 19 February 2003.

Should you have any queries or if you wish to discuss any aspect of this matter further please contact Greg Outzen on 02 6243 1227 or Amanda Dadd on 02 6243 1391.

Yours sincerely



Tim Grimwade
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Air New Zealand Limited & Qantas Airways Limited
Strategic Alliance
Undertakings to be Provided to the ACCC

Objectives

In their submission to the ACCC, Air New Zealand and Qantas outlined the intention to negotiate a range of enforceable undertakings designed to achieve the following objectives:

1. to facilitate and protect new entry on trans-Tasman routes, including (if necessary) access to terminals, ground services and engineering facilities;
2. to ensure that the Alliance will not take unreasonable actions relating to capacity and prices on routes where the parties will be the sole operators; and
3. to ensure delivery of certain of the public benefits identified in the Application.

The undertakings being considered take into account remedies commonly accepted by overseas regulators.

This Paper outlines the nature of undertakings which the airlines believe address any residual competition concerns and which ensure delivery of the public benefits which flow directly from their Alliance.

1. Entry Facilitation and Protection

These undertakings are designed to facilitate and protect new entry on trans-Tasman routes.

Facilities Undertaking

This undertaking would remove what might be seen as the barriers to entry for an airline commencing trans-Tasman services, by ensuring that it has reasonable access to the following facilities at airports necessary for the provision of airline passenger services:

- airport gates;
- airport counter facilities;
- maintenance services; and
- baggage handling services.

Principal terms of any proposed facilities undertaking:

- facilities to be provided for a maximum of 12 months at full cost to the provider plus an appropriate margin;
- undertaking does not include facilities or services that:
 - ↳ are not necessary for the provision of the trans-Tasman flights to be operated by the new entrant;
 - ↳ can be reasonably or practicably purchased, acquired, provided or replicated by a new entrant;
 - ↳ are not effectively controlled by Air New Zealand or Qantas; or
 - ↳ cannot be reasonably provided by Air New Zealand or Qantas, having regard to existing schedules, operational or safety considerations, or legitimate business justifications; and
- undertaking open for two years from the date of implementation of the Alliance.

Capacity Ceiling Undertaking

The parties would be willing to undertake not to increase combined capacity beyond natural growth on an existing trans-Tasman route operated by a new entrant for a period of one year after the date on which the new entrant announces its intention to commence operating on that route.

Principal terms of any proposed capacity ceiling undertaking:

- applies to trans-Tasman routes operated as at the date of implementation of the Alliance on which the parties will be the sole operators as a result of the Alliance;

- applies for 12 months following the new entrant's announcement of its intention to commence operating its own flights on a route (Announcement);
- Air New Zealand and Qantas will not increase combined capacity by more than the greater of:
 - ↳ 5% per scheduling season;
 - ↳ one return flight per week; or
 - ↳ 25% of the capacity operated by the new entrant on the route;
- the undertaking will be suspended:
 - ↳ if the new entrant does not start accepting bookings within one month of Announcement;
 - ↳ if the new entrant ceases to operate on the route; or
 - ↳ during periods of "abnormal demand"; and
- undertaking open for two years from the date of implementation of the Alliance.

2. Removal of Threat of Misuse of Market Power

The following undertaking is designed to prevent the Alliance carriers from restricting output and increasing prices in respect of routes on which the parties will be the sole operators as result of the Alliance.

Capacity Floor Undertaking

The parties would undertake that they will not reduce capacity on trans-Tasman routes operated as at the date of implementation of the Alliance on which the parties will be the sole operators as a result of the Alliance.

The undertaking will terminate:

- immediately upon another airline commencing operation on the route;
- two years from the date of implementation of the Alliance;
- where load factors for a rolling three month period are below route specific historic load factors; or
- where external events result in a material reduction in demand.

3. Public Benefits

New Services

The Alliance is willing to undertake to commence operating new direct services on at least four trans-Tasman city pairs within one year, as follows:

- eight weekly flights (four return services) between Auckland and Adelaide (expected to develop to a daily service within three years); and
- two weekly flights (one return service) on the following city pairs:
 - ↳ Auckland-Hobart;
 - ↳ Wellington-Canberra; and
 - ↳ Auckland-Canberra.

Subject to negotiation of commercially acceptable agreements with the relevant airports, Air New Zealand and Qantas are willing to undertake to continue operating direct flights on these city pairs for at least one year (subject to material adverse changes to the financial performance of the route).

Tourism

This undertaking will help ensure that the Alliance results in a substantial increase in overseas tourists visiting Australia and New Zealand.

Qantas and Air New Zealand (in conjunction with Qantas Holidays and Air New Zealand Holidays) would be willing to undertake to substantially increase their expenditure on advertising programs and new product offerings designed to increase tourism to Australia and New Zealand. This additional expenditure would be undertaken in conjunction with national and state tourism bodies where that is likely to maximise tourism flow.

Freight

The scheduling efficiencies that will be generated through the Alliance and the use of Qantas wide bodied aircraft across the Tasman will result in an increase in the amount of freight transported across the Tasman.

In addition to the substantial freight capacity which will be available on the parties' trans-Tasman passenger services, the parties are willing to undertake that they will add a minimum of four weekly return trans-Tasman wide bodied "back of the clock" services specifically for freight. Two of these services will operate to Auckland and two will operate to Christchurch. These services will commence within 12 months of implementation of the Alliance and will be subject to market support and to material adverse changes to the financial performance of the services.

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