

AC479 Agency Commission Program

Revision effective April 2018

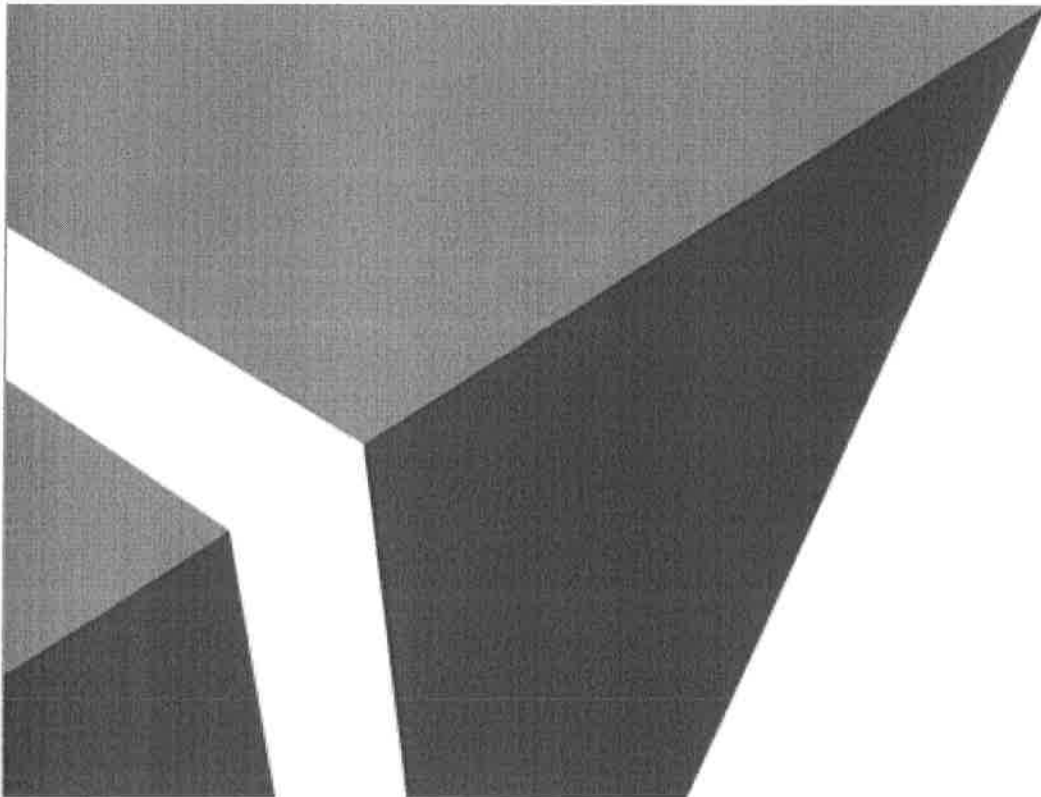


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Updates:

- 1) Australia / New Zealand rates updated to rates effective prior to Feb 1, 2018 revision
 - a. Effective grids located on pages 9 & 21
- 2) Virgin Atlantic V class added to Term Transatlantic, Term UK grids & South and Central America
 - a. Virgin Atlantic V class is located in the Premium Economy classes
 - b. Effective grids located on pages 4,5,6,16,17, and 18
- 3) **All other rules and rates remain unchanged since Feb 1, 2018 revision**

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Term Transatlantic																	
Marketing Carrier	DL		First		Business					Premium Economy			Economy				
	AF		P	F	J	C	D	I	Z	P	A	G, W	Y	B	M	H	
	AZ				J	C	D	I	Z	W	S	A	Y	B	M	U	K
	KL					J/C	E	D	I		P	A	Y	B	M	H	K
	VS				J	C	D	I	Z				Y	B	M	U	K
				J	C	D	I	Z	W	S, H	K, V	Y	B		R	L	

Ticket Origin		via Atlantic to:	Commissions valid for one-way & round-trip fares														
Select Markets ¹	EMEAI / ASIA		5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	6%	6%	4%	4%
Key Markets ²			5%	5%	20%	20%	20%	18%	18%	16%	16%	16%	18%	18%	18%	18%	18%
ATL / DTW / MSP / SLC ³			5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	6%	6%	4%	4%
Other U.S.(50) ⁴			5%	5%	18%	18%	18%	16%	16%	16%	16%	16%	18%	18%	18%	18%	18%
Canada			5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%	5%	5%	5%

Ticket Origin		via Atlantic to:	Commissions valid for one-way fares														
EMEAI (excluding France & The Netherlands) / ASIA	ATL / DTW / MSP / SLC ³		5%	5%	3%	3%	3%	2%	2%	3%	3%	3%	3%	3%	3%	2%	2%
	Other U.S.(50) ⁴ / Canada		5%	5%	4%	4%	4%	4%	4%	4%	4%	4%	4%	4%	4%	4%	4%
France	U.S. (50) ³ / Canada		2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	0%	0%	0%

Ticket Origin		via Atlantic to:	Commissions valid for round-trip fares														
EMEAI (excluding France & The Netherlands) / ASIA	ATL / DTW / MSP / SLC ³		2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%
	Other U.S.(50) ⁴ / Canada		4%	4%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%
France	U.S. (50) ³ / Canada		2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	0%	0%	0%

¹Nonstop CVG - CDG / JFK - NCE / PDX - AMS / RDU - CDG / SEA - AMS Traffic (bi-directional originating in the U.S.)

- | | | |
|---------------------|----------|---------------------------------------|
| Examples: JFK - NCE | Eligible | Use Select Markets ¹ rates |
| JFK - CDG - NCE | Eligible | Use Key Markets ² rates |
| LAX - JFK - NCE | Eligible | Use Key Markets ² rates |
| SEA - AMS | Eligible | Use Select Markets ¹ rates |
| SEA - AMS - GVA | Eligible | Use Key Markets ² rates |
| GEG - SEA - AMS | Eligible | Use Other U.S.(50) ³ rates |

²BOS / DFW / EWR / JFK / LAX / MIA / SEA Originating Traffic (see exceptions above)

³Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights (See exceptions below) Examples: ATL - BCN No Commission
ATL - CDG - BCN Eligible

⁴Also Includes ATL-FRA / DTW-FRA / MSP-KEF Nonstop flights

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Term United Kingdom																
Marketing Carrier		First		Business					Premium Economy			Economy				
			F	J	C	D	I	Z	P	A	G, W	Y	B	M		H
DL			F	J	C	D	I	Z	P	A	G, W	Y	B	M		H
AF		P	F	J	C	D	I	Z	W	S	A	Y	B	M	U	K
AZ					J/C	E	D	I		P	A	Y	B	M	H	K
KL				J	C	D	I	Z				Y	B	M	U	K
VS				J	C	D	I	Z	W	S, H	K, V	Y	B		R	L

Ticket Origin		via Atlantic to:	Commissions valid for one-way & round-trip fares														
Key Markets ¹		United Kingdom	5%	5%	21%	21%	21%	18%	18%	16%	16%	10%	18%	18%	18%	18%	18%
ATL / DTW / MSP / SLC ²			5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	6%	6%	4%	4%
Other U.S.(50)			5%	5%	19%	19%	19%	17%	17%	16%	16%	10%	18%	18%	18%	18%	18%
Canada			5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%	5%	5%	5%

Ticket Origin		via Atlantic to:	Commissions valid for one-way fare products														
United Kingdom		ATL / DTW / MSP / SLC ²	5%	5%	3%	3%	3%	2%	2%	3%	3%	3%	3%	3%	3%	2%	2%
		Other U.S. (50) / Canada	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%

Ticket Origin		via Atlantic to:	Commissions valid for round-trip fare products														
LHR		ATL / DTW / MSP / SLC ²	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%
		Other U.S. (50) / Canada	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%
Rest of United Kingdom		U.S. (50) ² / Canada	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%

¹BOS / DFW / EWR / JFK / LAX / MIA / SEA Originating Traffic

²Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: DTW - LHR No Commission
DTW - JFK - LHR Eligible

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Term Central & South America includes Canada to/from Mexico																
		First		Business					Premium Economy			Economy				
		P, F	A, G	J	C	D	I	Z			W	Y	B	M		H
Marketing Carrier	DL	P	F	J	C	D	I	Z			W	Y	B	M		H
	AF	P	F	J	C	D	I	Z	W	S	A	Y	B	M	U	K
	AZ				J/C	E	D	I		P	A	Y	B	M	H	K
	KL			J	C	D	I	Z				Y	B	M	U	K
	VS			J	C	D	I	Z	W	S,H	K,V	Y	B		R	L

Ticket Origin		Destination		Commissions valid for one-way & round-trip fares											
ATL / DTW / MSP / SLC ¹ Other U.S.(50)	Central & South America	5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	4%	4%		
		5%	5%	14%	14%	14%	8%	8%	14%	10%	10%	10%	10%		
Canada	Central & South America	5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%		
	Mexico ²	5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%		
		Commissions valid for one-way & round-trip fares													
Central & South America	U.S.(50) ³ / Canada	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%		
Mexico ²	Canada	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%		

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: ATL - GRU No Commission
ATL - GRU - FOR Eligible

²Excludes travel to/from ACA / CUN / CZM / MZT / PVR / SJD / ZIH

³Also includes connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC Nonstop Flights

Examples: GRU - DTW No Commission
GRU - ATL - DTW Eligible
GRU - ATL - BOS Eligible
FOR - GRU - ATL Eligible

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Term U.S. Mexico													
Marketing Carrier		First		Business					Premium Economy	Economy			
		P, F	A, G	J	C	D	I	Z	W	Y	B	M	H
DL		-	-	J	C	D	I	Z	-	Y	B	M	H
AM		-	-	J	C	D	I	I	-	Y	B	M	U

Ticket Origin	Destination	Commissions valid for one-way & round-trip fares											
ATL / DTW / MSP / SLC ¹	Mexico ²	5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	4%
Other U.S.(50)		5%	5%	14%	14%	14%	8%	8%	14%	14%	10%	10%	10%

		Commissions valid for one-way & round-trip fares											
Mexico ²	U.S.(50) ³	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%	2%

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: ATL - MTY No Commission
 CAE - ATL - MTY Eligible
 ATL - MEX - MTY Eligible

²Excludes travel to/from ACA / CUN / CZM / MZT / PVR / SJD / ZIH

³Also includes connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC Nonstop Flights

Examples: MEX - DTW No Commission
 MEX - ATL - DTW Eligible
 MEX - ATL - IND Eligible
 MTY - MEX - ATL Eligible

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Term Transpacific																
Marketing Carrier	DL AF KL	First		Business					Premium Economy			Economy				
			F	J	C	D	I	Z	P	A	G, W	Y	B	M		H
		P	F	J	C	D	I	Z	W	S	A	Y	B	M	U	K
				J	C	D	I	Z				Y	B	M		H
				J	C	D	I	Z				Y	B	M	U	K
				J	C	D	I	Z				Y	B	M	U	K

Ticket Origin		via Pacific to:	Commissions valid for one-way & round-trip fares														
ATL / DTW / MSP / SLC ¹	ASIA / EMEIA		5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	6%	6%	4%	4%
Other U.S.(50)			5%	5%	18%	18%	18%	8%	8%	16%	16%	16%	18%	18%	18%	18%	18%
Canada			5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%	5%	5%	5%

Ticket Origin		via Pacific to:	Commissions valid for one-way & round-trip fares														
ASIA / EMEIA	ASIA / EMEIA	ATL / DTW / MSP / SLC ¹	5%	5%	3%	3%	3%	2%	2%	3%	3%	3%	3%	3%	3%	2%	2%
		Other U.S.(50) / Canada	5%	5%	4%	4%	4%	4%	4%	4%	4%	4%	4%	4%	4%	3%	2%

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: DTW - NRT No Commission
 IND - DTW - NRT Eligible
 DTW - SEA - NRT Eligible
 DTW - NRT - SIN Eligible

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Term Australia / New Zealand																
Marketing Carrier		First		Business					Premium Economy			Economy				
		DL	VA	F	J	C	D	I	Z	P	A	G, W	Y	B	M	H
					J	C	D	I	Z	P	A	G, W	Y	B	M	H
					J	C	D	I	I	W	R	O	Y	B	H	K

Ticket Origin		via Pacific to:		Commissions valid for one-way & round-trip fares													
ATL / DTW / MSP / SLC ¹	Australia / New Zealand	5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	6%	6%	6%	4%	
Other U.S.(50)		5%	5%	20%	20%	20%	16%	16%	20%	20%	16%	18%	18%	18%	18%	18%	
Canada		5%	5%	8%	8%	8%	6%	6%	8%	8%	5%	5%	5%	5%	5%	5%	
Australia / New Zealand		via Pacific to:		Commissions valid for one-way & round-trip fares													
Australia / New Zealand	ATL / DTW / MSP / SLC ¹	5%	5%	6%	6%	6%	4%	4%	6%	6%	6%	6%	6%	6%	6%	4%	
	Other U.S.(50) / Canada	8%	8%	15%	15%	15%	13%	13%	15%	15%	13%	12%	12%	12%	12%		

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: DTW - SYD No Commission
 DTW - LAX - SYD Eligible
 DTW - SYD - BNE Eligible

Term International Long Haul Australia / New Zealand specific Terms & Conditions:

- 1) Tickets can be plated on either Delta (006) or Virgin Australia (795)
- 2) AC479 must be added to either the Tour Code, Ticket Designator, or Ticket Endorsement
- 3) If plating on DL (006):
 - a. Required Endorsement: Non-Endorsable – Refundable by DL-Issuing Agencies Only"
- 4) If plating on VA (795):
 - a. Required Endorsement: Valid VA ONLY/NON END/REF THRU ISS OFF

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Virgin Australia Specific Terms:

- 1) The rate grids below are for US / Canada Point of Sales and must be plated on Virgin Australia (795)
- 2) AC479 must be added to either the Tour Code, Ticket Designator, or Ticket Endorsement
- 3) Required Endorsement: Valid VA ONLY/NON END/REF THRU ISS OFF
- 4) Definitions:
 - a. "Domestic Australia" means flights within Australia with domestic destinations including Sydney, Melbourne, Brisbane, Perth, Darwin, Broome, Rockhampton, Townsville, Ballina/Byron etc.
 - b. "Trans-Tasman" means flights departing to/arriving from the Tasman including destinations such as Auckland, Wellington, Christchurch and Dunedin.
 - c. "International Short Haul" means flights departing to/arriving from countries within South East Asia and the Pacific or crossing the Tasman including destinations such as Christmas and Cocos Islands, New Zealand, Pacific Islands, and Denpasar.
 - d. "International Long Haul" means flights between Los Angeles, Hong Kong, or passing through these ports, and Australia, New Zealand, or South East Asia and Pacific destinations.

Term Domestic Australia																		
		Business				Premium Economy			Economy									
Marketing Carrier	VA	J	C	D	I	W	R	O	Y	B	H	K	L	E	N	V	Q	T
Ticket Origin	Destination																	
Australia	Australia	3%				3%			3%									

Term International Short Haul (Trans-Tasman)															
		Business				Economy									
Marketing Carrier	VA	J	C	D	I	Y	B	H	K	L	E	N	V	Q	T
Ticket Origin	Destination														
Australia / New Zealand	Australia / New Zealand	3%				3%									

Term International Short Haul															
		Business				Economy									
Marketing Carrier	VA	J	C	D	I	Y	B	H	K	L	E	N	V	Q	T
Australia to/from Cook Islands, Fiji, Indonesia, Papua New Guinea, Samoa, Solomon Islands, Tonga, or Vanuatu		3%				3%									

- 5) VA Airpass: must be sold in conjunction with a VA marketed International Long Haul flight
 - a. Fares are filed to auto price in conjunction with your international travel. The Airpass is broken into different zones. Changes to date require 24 hours prior to scheduled departure of Airpass sector. Changes to sectors are not permitted after commencement of the first international sector

Term Airpass*				
		Economy		
Marketing Carrier	VA	KZDAPU	NZDAPU	QZDAPU
Applicable routes within AU and NZ, Trans-Tasman, and AU/NZ to South East Asia and Pacific		3%	3%	3%

*Rates for US / CA Point of Sale & must be plated on 795 ticket stock

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Round the World (must contain "RTWSKY" in Fare Basis)							
Marketing Carrier	DL	First	Business				
	AF	F	J	C	D	I	Z
	AM	P, F	J	C	D	I	Z
	AZ		J	C	D	I	I
	KL			J/C	E	D	I
				J	C	D	I
Originating in U.S.*		4%	4%				

*Exit US flight must be DL / AF / AM / AZ / KL coded

I. Program Terms and Conditions

A. Carrier

1. "Carrier" means each of Air France, Alitalia, Delta, KLM, Virgin Atlantic, Virgin Australia and AeroMexico. For purposes of this commission program, "Air France" refers to "Société Air France", "Alitalia" refers to Alitalia Società Aerea Italiana, SpA, "Delta" refers to Delta Air Lines, Inc., "KLM" refers to KLM Royal Dutch Airlines, "Virgin Atlantic" refers to Virgin Atlantic Airways Limited, "Virgin Australia" refers to Virgin Australia Airlines Pty Ltd., "AeroMexico" refers to Aerovías de México, S.A. de C.V. and "OAL" refers to all other airlines.
2. Commission on published fares (excluding all taxes, fees and/or YQ/YR surcharges) for eligible Air France, Alitalia, Delta, KLM, Virgin Atlantic, Virgin Australia and AeroMexico marketed flights (AF/AZ/DL/KL/VS/VA/AM coded) regardless of operating carrier, must be claimed at time of ticketing. Tickets must be plated on Air France (057), Alitalia (055), Delta (006), Virgin Atlantic (932), Virgin Australia (795), or AeroMexico (139) stock.
 Example: LAX – PVG both DL 185 and DL 7000 (operated by China Eastern) are eligible for commission.

B. Origin and Directionality

1. Commission rates are based on the Ticket Origin and over-the-water or Trans-border booking class. Booking classes not listed are ineligible.
 Examples: LAX-SYD-LAX will use LAX AU/NZ rates per Los Angeles origin
 SYD-LAX-SYD will use AU/NZ origin rates per Sydney origin
2. Upgrades with eNCL, eMCO and/or mileage/mileage certificates are eligible for commission based on the paid booking class.
3. The Journey's true origin and true destination determines the Origin and Destination group for which the commission level is taken.
 Examples: RDU-CDG-ZRH-JFK-RDU will use U.S. (50) Transatlantic rates roundtrip per RDU Origin & Termination
 LAX-LHR-LAX will use Key Markets United Kingdom rates roundtrip per LAX Origin & Termination
 IND-MSP-LHR-DTW-EVV will use U.S. (50) United Kingdom roundtrip rates per IND Origin & EVV Termination
 MSP-AMS-GVA-CDG-MSP will use HUB Transatlantic rates roundtrip per MSP Origin & Termination
4. One-way, roundtrip, open-jaws, circle-trip journeys qualify for commission.

C. Commission-Qualification Terms

1. The AC479 code must appear on the ticket in one the following locations (listed in order of preference):
 - a) Ticket Designator
 - b) Tour Code if Ticket Designator already in use (waiver code, fare, etc.)
 - c) Ticket Endorsement Field if both Ticket Designator and Tour Code being used (waiver & SkyBonus, etc.)
2. Tickets must state "Non-Endorsable – Refundable by AF/KL/AZ/DL/VS/VA/AM-Issuing Agencies Only"
3. Tickets must be issued in valid local currency of the itinerary point of origin.
4. Fares breaks at a domestic and/or international gateway connecting within 24 hours to/from an AF, AZ, DL, KL, VS, VA, or AM marketed over-the-water or Trans-border flight are also eligible for the same commission rate as the eligible over-the-water or Trans-border fare.
5. Commissions should be calculated against a published base fare excluding any taxes, fees or YQ/YR surcharge. Published fare rules apply and all applicable fees, surcharges, taxes, etc. must be collected by Agency.
6. Tickets refunded, exchanged or used on OAL are subject to commission recall.
7. All over-the-water web fares and/or fares with a WNUP designator are eligible for commission.
 Note - If the fares have a pre-populated designator, then place the AC479 code in the Tour Code

D. Exceptions

1. Commission may not be taken pursuant to this Program for the following:
 - a) Tickets sent to Prism for an active Corporate Sales Agreement (CSA) eligible for discount greater than 0%
 - Itineraries with 0% Corporate discount available are eligible for applicable commission subject to Exception #2 below
 - Midmarket Sales Agreements (MSA) remain eligible for commission using your AC479 Amendment (see pages 15-21)
 - Focus MSA (FMSA) remain eligible for commission using your AC479 Amendment (see pages 15-21)
 - Commissionable Tactical fares filed by AF/KL/AZ/DL/VS/VA/AM which auto-price are eligible for applicable commission
 - b) Infant, child, student, military, government, American Express IAP fares or blocked group space.
 - c) Negotiated fares / Bulk (BT) / Net (NT) / Tour (IT) / Meeting Network fares (MN)
 - d) Tickets where the Delta Equity Card (series beginning with 1556) is used as any part of payment
2. If an all Economy class itinerary has a combination of different applicable commission rates, the lowest commission rate will apply to the entire ticket.
3. If an itinerary has mixed classes of service and at least one transoceanic fare component is booked in First/Business or Premium Economy, each fare component is commissionable at its individual commission rate
4. DL/AF/KL/AZ/VS/VA/AM through fares that include OAL (non-DL/AF/KL/AZ/VS/VA/AM coded flights) are subject to a 3% commission reduction

E. Market Definitions

1. "Gateway" means the first point of arrival, last point of departure in a country or area.
2. "Journey" means the origin to destination of the entire ticket
3. "Over the water flight" means the last flight that leaves a U.S./Canada or international gateway to or from:
 - a) Transatlantic (TATL) – Scheduled flights crossing the Atlantic Ocean excluding to/from Bermuda or the Caribbean
 - b) Transpacific (TPAC) – Scheduled flights crossing the Pacific Ocean excluding between U.S. mainland/Canada and Hawaii.
 - c) Central & South America – Countries within Central America or South America. Excludes Mexico & Caribbean.
 - d) EMEA – Countries within Europe, Middle East, India or Africa. Excludes United Kingdom
 - e) United Kingdom -- England, Scotland, Wales and Northern Ireland,
4. "Trans-border" means a flight that crosses the border between the U.S. and Mexico or U.S. and Canada

F. Mileage Accrual

1. SkyMiles/Flying Blue/Mille Migala/Flying Club/Velocity mileage may be accrued subject to applicable program's regulations.

II. General Terms and Conditions

- A. During the term of this Agreement, Agency shall promote the Carriers as preferred carriers. At all times during the term of this Agreement, Agency shall act in accordance with the terms and conditions of this Agreement, the ARC Agent Reporting Agreement (the "ARC Agreement") and all terms and conditions of Agency's appointment and authorization to sell the Carriers' respective tickets, products and services including, without limitation, with respect to Delta and KLM, those set forth at <http://www.delta.com/agency> (as amended from time to time); with respect to Air France, those set forth at www.afkl.biz (as amended from time to time); with respect to Alitalia, those set forth at <http://www.alitaliaagent.com/> (as amended from time to time); with respect to Virgin Atlantic, those set forth at the VS Flying Hub (as amended from time to time); with respect to Virgin Australia, those set forth at <https://www.virginaustralia.com/agents> (as amended from time to time); and with respect to Aeromexico, those set forth at <https://aeromexico.com/en-us> (as amended from time to time). Each of the Carriers' respective rules and tariffs, ticketing and distribution policies, and all terms and conditions of Agency's appointment to sell such Carrier's tickets, products and services shall apply to all tickets issued by Agency.

B. Termination

1. This Agreement and the commission program hereunder is effective **February 1, 2018** and shall continue thereafter until terminated or amended by the Carriers. The Carriers may terminate this Agreement and the commission program hereunder, with or without cause, on one (1) day's prior notice to the Agency.
 2. This Agreement and the commission program hereunder may be terminated by the Carriers at their sole discretion, upon the occurrence of any one of the following events, effective on a retroactive basis to the date of the occurrence of the event:
 - a) If Agency is a party to a North America point-of-sale back-end incentive agreement with one or more of the Carriers and Agency fails to earn a net positive cash incentive thereunder for two (2) consecutive calendar quarters.
 - b) Agency assigns or transfers this Agreement or attempts to assign or transfer this Agreement;
 - c) A Carrier terminates Agency's appointment to sell such Carrier's products and services;
 - d) Agency (or any Agency Location or Agency Affiliate) discloses the terms of this Agreement or the commission program hereunder;
 - e) The majority ownership interest of Agency is sold, assigned or transferred;
 - f) Agency (or any Agency Location or Agency Affiliate) makes speculative, false or abusive bookings on any of the Carriers;
 - g) Agency fails to notify ARC and the Carriers of all its locations in which Agency has an ownership or revenue-sharing arrangement of any kind; and
 - h) Agency engages in practices contrary to business ethics/industry standards.
- C. This commission program is restricted to the approved home location listed above and its contracted branches.
- D. Any solicitations of corporate-managed traffic as well as account acquisitions made through this program are strictly prohibited.
- E. This Agreement, including any exhibits hereto and commission tables provided hereunder, and the incentives provided hereunder to Agency are confidential. Except as required by law, rule or regulation, Agency shall not disclose the existence of this commission program or any of the terms set forth herein without the prior written consent of the Carriers. Such non-disclosure includes, but is not limited to any form of advertisement (including, but not limited to, internet websites). If Agency is required by law, rule or regulation to disclose the existence or any term or condition of this commission program, Agency shall inform the Carriers in writing of such requirement as soon as reasonably practicable. Agency shall not disclose the terms of any exhibit or commission table to any Carrier to whom such exhibit or commission table is not applicable. The obligations of this section shall survive any termination of this Agreement for a period of two (2) years.

- F. No term or condition of this Agreement or the commission program hereunder shall be deemed waived, and no breach shall be excused, unless such waiver or excuse is in writing and signed by the party against whom such waiver or excuse is sought to be enforced. Neither this Agreement nor the commission program hereunder shall be assigned or transferred by one party without the prior written consent of the other party; provided, however, that such consent shall not be unreasonably withheld. All rights, remedies and obligations of the parties hereunder shall accrue and apply solely to such parties and their permitted successors and assigns and there is no intent to benefit any third parties. This Agreement and the commission program hereunder shall be interpreted, construed and enforced in accordance with the laws of the State of New York applicable to agreements fully made and performed therein, without regard to its choice of law principles to the contrary.
- G. Agency shall not, without the prior written consent of the applicable Carrier's marketing department, make any use of the name, logo, trademark and/or service marks of such Carrier, in any advertising or promotional materials. Agency shall not, without prior written consent of the applicable Carrier, sell such Carrier's flights via any third party website. All of a Carrier's logos, trademarks and service marks must be supplied by such Carrier and may not be scanned or copied from any internet sites or printed material. Any reference to a Carrier can only be used in relation to Carrier's published fares. Under no circumstances can the Carrier's name be used in an advertisement or online display, using other scheduled/charter airline fares as lead in prices. In addition to, and in no way in limitation of, the use of an Carrier's name, logo, trademark and/or service mark in conjunction with this program on any unsecured trade or consumer direct promotion or advertising (paper or electronic) is strictly prohibited on:
- (i) Non-password protected Internet web sites or Internet news groups directed to the travel trade;
 - (ii) Consumer-direct Internet web sites, including Internet web sites (referred to as opaque) that do not identify the airline carrier until ticketing; and
 - (iii) Consumer-direct electronic advertising, in whatever format.
- H. Agency is prohibited from (and Agency shall prohibit its Agency Locations and Agency Affiliates from): (a) entering into financial, booking or ticketing arrangements with any other travel agent, and/or (b) directly or indirectly moving GDS bookings or ticketing activity to or from any other travel agent if such arrangements would improve Agency's (or any Agency Location's or Agency Affiliate's) performance on the Carriers or as measured under this program. Any violation of this provision shall be a breach of this program by Agency and result in the immediate termination of Agency's participation therein. The Carriers reserve the right to recall any commissions that are earned due to sharing of the program with non-authorized agencies.
- I. **General Conditions of Carriage.** All tickets issued by Agency under the commission program hereunder shall be subject to the General Conditions of Carriage and the Conditions of Contract of the applicable Carrier, which are subject to change from time to time.
- J. If, after the date of issuance of this Agreement, Agency makes any bookings which are covered by this Agreement and the commission program hereunder, it will be deemed to have accepted all terms and conditions set out herein, unless it notifies the Carriers to the contrary within 7 days of its receipt of the same.
- K. **Keyword Search.** Agency shall not use, procure, or otherwise arrange for a "Sponsored Link" (as defined below) on any Internet search engine, or service which Sponsored Link uses or includes the trademarks, trade names, service marks or corporate names of any of the Carriers. Additionally, Agency shall include the trademarks, trade names, service marks or corporate names of each of the Carriers as negatives within any search engine or search engine service which it uses, and negatives shall be added as broad-match in those search engines that have match-type functionality. For purposes of this Agreement, a "Sponsored Link" means a link offered, created, or displayed for a fee (whether on a "cost-per-click" basis, commission, or any other commercial arrangement) by any Internet search engine using search terms or keywords to identify, draw attention to, or direct Internet traffic to an Internet site.
- L. **MIDT Transmission.** Agency agrees that it will make available and report to Carriers all Agency booking data generated through its GDS program(s). Agency further understands that such action is mandatory throughout the term of the Agreement.

For commission related questions please contact:

Delta/KLM (006), Air France (057), Alitalia (055) POS Help Desk email Address: possupport@delta.com
 Virgin Atlantic (932) POS Help Desk email Address: us.salessupport@fly.virgin.com
 Virgin Australia (795) Help Desk email address: us.sales@virginaustralia.com

**AMENDMENT TO AC479 POINT OF SALE COMMISSION PROGRAM:
Mid-market Sales Agreement (MSA) & Focus Market MSA (FMSA) AC479**

Pursuant to Section II. A. of the AC479 Point of Sale Commission Program (the "AC479 Program"), this amendment ("Amendment"), effective immediately, amends the AC479 Program currently provided by Delta Air Lines, Inc. ("Delta"), "Air France" "Société Air France", "Alitalia" Alitalia Società Aerea Italiana, SpA., "KLM" KLM Royal Dutch Airlines, and "Virgin Atlantic" Virgin Atlantic Airways. Limited to the Agency listed above (sometimes referred to herein as "you" or "Agency").

1. Amendment to the commission program. The time of ticketing commissions set forth on Exhibit A to this Amendment (MSA/FMSA AC479) are hereby added to the AC479 Program. The MSA/FMSA AC479 commissions may only be applied for the Mid-market Sales Agreement (MSA) and Focus Market MSA programs only. The MSA & FMSA programs and the MSA & FMSA AC479 time of ticketing commissions are each for U.S. point of sale, exit U.S. tickets only. MSA & FMSA account tickets that do not qualify for time of ticketing discounts, are commissionable using non-MSA/FMSA AC479 Commission Program (example: Exit UK ticket), provided such tickets meet the terms of such Commission Program. **IN NO EVENT SHALL** a ticket be commissionable under more than one Commission Program.
2. Section C.1. of the AC479 Program is hereby amended to add:
 1. Mid-market Sales Agreement (MSA): When ticketing an MSA customer, the company ID (XM*) must be placed in Ticket Designator field and AC479 Program Code must be placed in the Tour Code box, regardless of plating carrier.
 2. Focus Market MSA Agreement (FMSA): When ticketing an FMSA customer, the company ID (XT*) must be placed in Ticket Designator field and AC479 Program Code must be placed in the Tour Code box, regardless of plating carrier.
3. Section D.1.a of the AC479 Program is hereby amended to add:
 - Midmarket Sales Agreements (MSA) remain eligible for commission using your AC479 Amendment (see pages 15-21)
 - Focus MSA (FMSA) remain eligible for commission using your AC479 Amendment (see pages 15-21)

No Other Changes. Except as amended herein the terms and conditions of the AC479 Program remain unchanged and in full force and effect.

4. If, after the date of issuance of this Amendment, Agency makes any bookings which are covered by this Amendment, Agency will be deemed to have accepted all terms and conditions set out herein, unless it notifies the Airlines to the contrary within two (2) days of its receipt of the same.

AC479 Commission Program MSA & FMSA Rates

Term Transatlantic																	
Marketing Carrier			First		Business					Premium Economy			Economy				
	DL			F	J	C	D	I	Z	P	A	G,W	Y	B	M		H
	AF		P	F	J	C	D	I	Z	W	S	A	Y	B	M	U	K
	AZ					J/C	E	D	I		P	A	Y	B	M	H	K
	KL				J	C	D	I	Z				Y	B	M	U	K
VS				J	C	D	I	Z	W	S,H	K,V	Y	B		R	L	

Ticket Origin	via Atlantic to:	Commissions valid for one-way & round-trip fares															
Select Markets ¹	EMEA / ASIA	5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	5%	5%	5%	3%	3%	
Key Markets ²		5%	5%	17%	17%	17%	14%	14%	14%	14%	14%	14%	15%	15%	15%	15%	15%
ATL / DTW / MSP / SLC ³		5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	5%	5%	5%	5%	3%	3%
Other U.S.(50) ⁴		5%	5%	15%	15%	15%	13%	13%	13%	13%	13%	13%	15%	15%	15%	15%	15%
Canada		5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%	5%	5%	5%	5%

¹Nonstop CVG - CDG / JFK - NCE / PDX - AMS / RDU - CDG / SEA - AMS Traffic (bi-directional originating in the U.S.)

- | | | |
|---------------------|----------|---------------------------------------|
| Examples: JFK - NCE | Eligible | Use Select Markets ¹ rates |
| JFK - CDG - NCE | Eligible | Use Key Markets ² rates |
| LAX - JFK - NCE | Eligible | Use Key Markets ² rates |
| SEA - AMS | Eligible | Use Select Markets ¹ rates |
| SEA - AMS - GVA | Eligible | Use Key Markets ² rates |
| GEG - SEA - AMS | Eligible | Use Other U.S.(50) ³ rates |

²BOS / DFW / EWR / JFK / LAX / MIA / SEA Originating Traffic (see exceptions above)

³Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights (See exceptions below)

Examples: ATL - BCN No Commission
ATL - CDG - BCN Eligible

⁴Also Includes ATL-FRA / DTW-FRA / MSP-KEF Nonstop flights

AC479 Commission Program MSA & FMSA Rates

Term United Kingdom																
Marketing Carrier		First		Business					Premium Economy			Economy				
			F	J	C	D	I	Z	P	A	G,W	Y	B	M		H
DL			F	J	C	D	I	Z	P	A	G,W	Y	B	M		H
AF		P	F	J	C	D	I	Z	W	S	A	Y	B	M	U	K
AZ					J/C	E	D	I		P	A	Y	B	M	H	K
KL				J	C	D	I	Z				Y	B	M	U	K
VS				J	C	D	I	Z	W	S,H	K,V	Y	B		R	L

Ticket Origin		via Atlantic to:	Commissions valid for one-way & round-trip fares														
Key Markets ¹		United Kingdom	5%	5%	18%	18%	18%	15%	15%	14%	14%	8%	15%	15%	15%	15%	15%
ATL / DTW / MSP / SLC ²			5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	5%	5%	5%	3%	3%
Other U.S.(50)			5%	5%	16%	16%	16%	14%	14%	14%	14%	8%	15%	15%	15%	15%	15%
Canada			5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%	5%	5%	5%

¹BOS / DFW / EWR / JFK / LAX / MIA / SEA Originating Traffic

²Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: DTW - LHR No Commission
DTW - JFK - LHR Eligible

AC479 Commission Program MSA & FMSA Rates

Term Central & South America includes Canada to/from Mexico																
		First		Business					Premium Economy			Economy				
		P, F	A, G	J	C	D	I	Z	W	S	A	Y	B	M	U	H
Marketing Carrier	DL	P	F	J	C	D	I	Z	W <td>S</td> <td>A</td> <td>Y</td> <td>B</td> <td>M</td> <td>U</td> <td>H</td>	S	A	Y	B	M	U	H
	AF	P	F	J	C	D	I	Z	W	S	A	Y	B	M	U	K
	AZ			J/C	E	D	I		P	A		Y	B	M	H	K
	KL			J	C	D	I	Z				Y	B	M	U	K
	VS			J	C	D	I	Z	W	S,H	K,V	Y	B		R	L

Ticket Origin		Destination		Commissions valid for one-way & round-trip fares											
ATL / DTW / MSP / SLC ¹	Central & South America	5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	3%	3%		
		5%	5%	11%	11%	11%	6%	6%	11%	11%	8%	8%	8%		
Other U.S.(50)	Central & South America	5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%		
		5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%		
Canada	Mexico ²	5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%		
		5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%		

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: ATL - GRU No Commission
 RDU - ATL - GRU Eligible
 ATL - GRU - FOR Eligible

²Excludes travel to/from ACA / CUN / CZM / MZT / PVR / SJD / ZIH

AC479 Commission Program MSA & FMSA Rates

Term U.S. Mexico																
		First				Business					Premium Economy		Economy			
Marketing Carrier	DL	P	F	A	G	J	C	D	I	Z	W		Y	B	M	H
Ticket Origin	Destination	Commissions valid for one-way & round-trip fares														
ATL / DTW / MSP / SLC ¹	Mexico ²	5%	5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	3%			
Other U.S.(50)		5%	5%	11%	11%	11%	6%	6%	11%	11%	8%	8%	8%			

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: ATL - MTY No Commission
 CAE - ATL - MTY Eligible
 ATL - MEX - MTY Eligible

²Excludes travel to/from ACA / CUN / CZM / MZT / PVR / SJD / ZIH

AC479 Commission Program MSA & FMSA Rates

Term Transpacific															
Marketing Carrier	First		Business					Premium Economy			Economy				
	DL	AF	J	C	D	I	Z	P	A	G, W	Y	B	M	U	H
	AF	P	F	J	C	D	I	Z	W	S	A	Y	B	M	U
KL			J	C	D	I	Z				Y	B	M	U	K

Ticket Origin	via Pacific to:	Commissions valld for one-way & round-trip fares														
ATL / DTW / MSP / SLC ¹	ASIA / EMEIA	5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	5%	5%	5%	3%	3%
Other U.S.(50)		5%	5%	15%	15%	15%	6%	6%	13%	13%	13%	15%	15%	15%	15%	15%
Canada		5%	5%	8%	8%	8%	6%	6%	5%	5%	5%	5%	5%	5%	5%	5%

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: DTW - NRT No Commission
 IND - DTW - NRT Eligible
 DTW - SEA - NRT Eligible
 DTW - NRT - SIN Eligible

AC479 Commission Program MSA & FMSA Rates

Term Australia / New Zealand																
Marketing Carrier		First		Business					Premium Economy			Economy				
		DL	VA	F	J	C	D	I	Z	P	A	G,W	Y	B	M	H
					J	C	D	I	I	W	R	O	Y	B	H	K

Ticket Origin		via Pacific to:		Commissions valid for one-way & round-trip fares											
ATL / DTW / MSP / SLC ¹	Australia / New Zealand	5%	5%	5%	5%	5%	3%	3%	5%	5%	5%	5%	5%	5%	3%
Other U.S.(50)		5%	5%	17%	17%	17%	13%	13%	17%	17%	13%	15%	15%	15%	15%
Canada		5%	5%	8%	8%	8%	6%	6%	8%	8%	5%	5%	5%	5%	5%

¹Connecting HUB Traffic Only - Excludes ATL / DTW / MSP / SLC nonstop flights

Examples: DTW - SYD No Commission
 DTW - LAX - SYD Eligible
 DTW - SYD - BNE Eligible