



**Agency Name: INCENTIVE CONNECTION TVL**  
**ARC #: 03510010**

**MODIFICATION TO TRAVEL AGENCY GAP-BASED AGENCY INCENTIVE AGREEMENT**

This modification ("Modification") effective July 1, 2020 modifies the current Travel Agency Gap-Based Agency Incentive Agreement (as amended from time to time, the "Agreement") between Delta Air Lines, Inc. ("Delta"), and INCENTIVE CONNECTION TVL.

Delta is hereinafter referred to as the "Carrier".

W I T N E S S E T H

The parties desire to amend the Agreement as of the date first set forth above as specified herein.


NOW, THEREFORE, for and in consideration of the premises and mutual agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment to the Agreement: The end date of Agreement Term is hereby amended to be 3/31/2021
2. No Other Changes. Except as amended herein, the Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives, effective on the day and year first above written.

**Delta Air Lines, Inc.**

**By:**



---

*Robert Siamon*

Robert Siamon (Jun 16, 2020 13:49 PDT)

**Title: Senior Vice President, Global Sales**

**INCENTIVE CONNECTION TVL**

# AC404 Agency Commission Program July 2020 Update

**INCENTIVE CONNECTION TVL  
3510010**



# Table of Contents

## Topic

|                              |             |
|------------------------------|-------------|
| Updates                      | <u>3</u>    |
| Program Terms and Conditions | <u>7-10</u> |
| Email Contact Information    | <u>10</u>   |

## Entity Rate Grids

|  |          |
|--|----------|
| Transatlantic  | <u>4</u> |
| Latin America (excludes Caribbean / U.S. – Mexico)             | <u>4</u> |
| Domestic U.S.  | <u>4</u> |
| U.S. – Mexico  | <u>4</u> |
| Transpacific – Delta & Korean ATI Countries                    | <u>5</u> |
| Transpacific – Other Asia Pacific Countries / EMEA via Pacific | <u>5</u> |
| SkyTeam Round the World  | <u>5</u> |
| Australia & New Zealand (includes connections via Australia)   | <u>6</u> |
| Virgin Australia Destinations and Airpass                      | <u>6</u> |

# Updates

## Document layout changes:

- Rate grids consolidated to reduce document size

## Rule changes:

- Alitalia removed from marketing and plating carrier list
- Plating carrier must be an eligible marketing carrier in the applicable geography
  - Examples:
    - US to Australia rates are for flights marketed DL/VA must plate on either
    - TATL rates are for DL/AF/KL/VS must plate on one of the four carriers
- Travel to or from Russia must be marketed as Delta and plated on Delta 006 stock

## Rate changes:

- Mid-Market Sales Agreements (MSA) now paid at full commission rate (pgs. 4 – 6)
- Premium Economy, Delta Comfort+, and Virgin Delight rates aligned within cabins
  - Aligns with higher rates in Premium Economy cabin (pg. 4):
    - DL G / W / S classes
    - AF & KL A class
    - VS K / V classes
- Transatlantic travel originating outside the U.S. / Canada rates consolidated (pg. 4)
- Virgin Australia adds new classes to 3% commission rate (pg. 6):
  - AU – AU: S class
  - AU/NZ – Cook Islands, Fiji, Indonesia, Papua New Guinea, Samoa, Solomon Islands, Tonga, or Vanuatu: S / M classes

## New markets:

- Transcon commission added (pg. 4)
  - Travel must be on nonstop flights between:
    - JFK – LAX / SFO / SAN / SEA or
    - BOS – LAX / SFO
- Nonstop travel between New York (LGA) – Chicago (ORD) added (pg. 4)

# Transatlantic / Latin America / Domestic / U.S. - Mexico

## Transatlantic & Latin America (excludes Caribbean / U.S. – Mexico)

- Russia:** Travel to or from Russia must be marketed as Delta and plated on DL 006

| Marketing Carrier  | DL      |  | La Premiere / Delta One / Upper Class         |           |       | Prem Econ / DL Comf+ / VS Delight |  |  | Main Cabin / Economy |       |     |
|--|---------|--|---|-----------|-------|-----------------------------------|--|--|----------------------|-------|-----|
|  | AF / KL |  | F   | J / C / D | I / Z | P / A / G / W / S                 |  |  | Y / B / M            | H     |     |
|  | VS      |  | P / F   |           |       | W / S / A                         |  |  | Y / B / M            | U / K |     |
| Ticket Origin / Routing  |         |  | Via the Atlantic to or from EMEAI / UK / Asia |           |       |                                   |  |  |                      |       |     |
| CVG-CDG / JFK-NCE / PDX-AMS / RDU-CDG / SEA-AMS nonstops & ATL / DTW / MSP / SLC connections <sup>1</sup>          |         |  | 5%  | 6%        | 4%    | 6%                                |  |  | 6%                   |       | 4%  |
| JFK / EWR  |         |  | 5%  | 16%       | 12%   | 12%                               |  |  | 12%                  |       | 12% |
| Other U.S. 50 & ATL-FRA / DTW-FRA / DTW-MUC / MSP-KEF nonstops   |         |  | 5%  | 14%       | 10%   | 12%                               |  |  | 12%                  |       | 12% |
| Canada   |         |  | 5%  | 8%        | 6%    | 5%                                |  |  | 5%                   |       | 5%  |
| EMEAI (excluding The Netherlands) / UK / Asia to U.S. 50 / Canada & ATL / DTW / MSP / SLC connections <sup>1</sup> |         |  | 4%  | 4%        | 4%    | 4%                                |  |  | 4%                   |       | 4%  |

| Ticket Origin / Routing  | to / from Latin America   |  |   |  |   |  |                             |  |    |  |
|--|---|--|---|--|---|--|-----------------------------|--|----|--|
|  | 6% <th colspan="2">4% <th colspan="2">6% <th colspan="2">6% <th colspan="2">4% </th></th></th></th> |  | 4% <th colspan="2">6% <th colspan="2">6% <th colspan="2">4% </th></th></th> |  | 6% <th colspan="2">6% <th colspan="2">4% </th></th> |  | 6% <th colspan="2">4% </th> |  | 4% |  |
| ATL / DTW / MSP / SLC connections <sup>1</sup> to Central & South America  | 12%   |  | 5%  |  | 12%   |  | 8%                          |  | 8% |  |
| JFK / EWR  | 10%   |  | 5%  |  | 10%   |  | 6%                          |  | 6% |  |
| Other U.S. 50 to Central / South America   | 8%  |  | 6%  |  | 5%  |  | 5%                          |  | 5% |  |
| Canada to Central / South America / Mexico   | 2%  |  | 2%  |  | 2%  |  | 2%                          |  | 2% |  |
| Central / South America to U.S. 50 & ATL / DTW / MSP / SLC connections <sup>1</sup> & Central / South America / Mexico to Canada |   |  |   |  |   |  |                             |  |    |  |

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

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

## Domestic U.S.

| Marketing Carrier                   | DL | First / Business  | Premium Econ / Comfort+ | Economy |     |    |
|-------------------------------------|----|-------------------|-------------------------|---------|-----|----|
|                                     |    | J / C / D / I / Z | P / A / G / W / S       | Y / B   | M   | H  |
| Markets - Nonstop Travel Only       |    |                   |                         |         |     |    |
| JFK to / from LAX / SAN / SEA / SFO |    | 20%               | 20%                     | 20%     | 10% | 5% |
| BOS to/from LAX / SFO               |    | 20%               | 20%                     | 20%     | 10% | 5% |
| LGA to / from ORD                   |    | 20%               | 20%                     | 20%     | 10% | 5% |

## U.S. – Mexico

- Excludes:** Travel to or from ACA / CUN / CZM / MZT / PVR / SJD / ZIH

| Marketing Carrier                              | DL | Business   |       | Prem Econ / Comfort+     | Economy   |       |    |    |
|--|----|--|-------|--------------------------|-----------|-------|----|----|
|  |    | J / C / D  | I / Z | P / A / G / W / S        | Y / B / M | H / U |    |    |
| Ticket Origin                                  |    | Destination  |       | U.S. 50 to / from Mexico |           |       |    |    |
| ATL / DTW / MSP / SLC connections <sup>1</sup> |    | Mexico   |       | 6%                       | 4%        | 6%    | 6% | 4% |
| JFK / EWR                                      |    | Mexico   |       | 12%                      | 5%        | 12%   | 8% | 8% |
| Other U.S. 50                                  |    | Mexico   |       | 10%                      | 5%        | 10%   | 6% | 6% |
| Mexico   |    | U.S. 50 & ATL / DTW / MSP / SLC connections <sup>1</sup> |       | 2%                       | 2%        | 2%    | 2% | 2% |

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

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

# Transpacific DL & KE / Other TPAC / SkyTeam RTW

## Transpacific – Delta & Korean ATI Countries

### Includes:

- U.S. via the Pacific to: Cambodia, Hong Kong, Indonesia, Japan, Laos, Macao, Malaysia, Mongolia, Myanmar, Philippines, Republic of Korea, Singapore, Taiwan, Thailand, and Vietnam

| Marketing Carrier                              |  | DL  | First | Business  |       | Prem Econ / DL Comfort+ | Economy   |   |
|--|--|---|-------|-----------|-------|-------------------------|-----------|---|
|  |  | KE  | F     | J / C / D | I / Z | P / A / G / W / S       | Y / B / M | H |
|  |  |   | P / F | I / R     |       | W                       |           |   |
| Ticket Origin                                  | Destination  | Via the Pacific to / from DL & KE ATI Countries |       |           |       |                         |           |   |
| IAD / LAS                                      | Korea  | 10%   | 6%    | 4%        | 6%    | 6%                      | 4%        |   |
|  | DL & KE ATI Countries (Excludes Korea)                   | 10%   | 12%   | 5%        | 12%   | 10%                     | 10%       |   |
| BOS / HNL / JFK / LAX / SEA                    | Korea  | 10%   | 9%    | 2%        | 9%    | 7%                      | 7%        |   |
|  | DL & KE ATI Countries (Excludes Korea)                   | 10%   | 12%   | 5%        | 12%   | 10%                     | 10%       |   |
| ATL / DTW / MSP / SLC connections <sup>1</sup> | DL & KE ATI Countries                                    | 10%   | 6%    | 4%        | 6%    | 6%                      | 4%        |   |
| Other U.S. 50                                  | DL & KE ATI Countries                                    | 10%   | 12%   | 5%        | 12%   | 10%                     | 10%       |   |
| DL & KE ATI Countries                          | U.S. 50 & ATL / DTW / MSP / SLC connections <sup>1</sup> | 5%  | 4%    | 4%        | 4%    | 4%                      | 4%        |   |

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

Examples: MSP - ICN No Commission  
MSP - SEA - ICN Eligible

## Transpacific – Other Asia Pacific Countries / EMEAI via Pacific

### Includes:

- US to: Asia Excluding Delta & Korean ATI countries listed above / EMEAI via the Pacific
- Canada to: All of Asia / EMEAI via the Pacific

| Marketing Carrier                              |  | DL   | First | Business  |       | Prem Econ / DL Comfort+ | Economy   |   |
|--|--|--|-------|-----------|-------|-------------------------|-----------|---|
|  |  | AF / KL  | F     | J / C / D | I / Z | P / A / G / W / S       | Y / B / M | H |
|  |  |  | P / F | I / R     |       | W / S / A               | U / K     |   |
| Ticket Origin                                  | Destination  | Via the Pacific to / from Other TPAC Countries and EMEAI |       |           |       |                         |           |   |
| ATL / DTW / MSP / SLC connections <sup>1</sup> | Asia excluding countries above / EMEAI                   | 5%   | 6%    | 4%        | 6%    | 6%                      | 4%        |   |
| Other U.S. 50                                  | Asia excluding countries above / EMEAI                   | 5%   | 12%   | 5%        | 12%   | 10%                     | 10%       |   |
| Canada   | Asia excluding countries above / EMEAI                   | 5%   | 8%    | 6%        | 5%    | 5%                      | 5%        |   |
| Asia excluding countries listed above / EMEAI  | U.S. 50 & ATL / DTW / MSP / SLC connections <sup>1</sup> | 5%   | 3%    | 3%        | 3%    | 3%                      | 3%        |   |
| Asia / EMEAI                                   | Canada   | 5%   | 3%    | 3%        | 3%    | 3%                      | 3%        |   |

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

Examples: DTW - PVG No Commission  
DTW - SEA - PVG Eligible

## SkyTeam Round the World (fare basis must contain 'RTWSKY')

| Exit - U.S. Marketing Carrier | DL / AF / KL | First | Business          |
|-------------------------------|--------------|-------|-------------------|
|                               | AM           | P / F | J / C / D / I / Z |
|                               | KE           | -     | J / C / D / I     |
|                               |              | P / F | J / C / D / I / R |
| Originating in U.S. 50        |              | 4%    | 4%                |

# Australia & New Zealand and Virgin Australia Airpass

## Australia / New Zealand (includes connections via Australia)

### Includes:

- U.S. / Canada to: Australia / New Zealand
- Via Australia to: Cook Islands, Fiji, Indonesia, Papua New Guinea, Samoa, Solomon Islands, Tonga & Vanuatu

| Marketing Carrier  |  | Business   |       | Prem Econ / Comfort+                           |           | Economy   |     |     |     |
|--|--|--|-------|--|-----------|-----------|-----|-----|-----|
|  |  | J / C / D  | I / Z | P / A  | G / W / S | Y / B / M | H   |     |     |
|  |  | DL   |       | W / R  | O         | Y / B / H | K   |     |     |
|  |  | VA   | I     |  |           |           |     |     |     |
| Ticket Origin  |  | Destination  |       | Travel to / from / via Australia & New Zealand |           |           |     |     |     |
| ATL / DTW / MSP / SLC connections  |  | Australia, New Zealand, & via Australia to: Cook Islands, Fiji, Indonesia, Papua New Guinea, Samoa, Solomon Islands, Tonga & Vanuatu |       | 6%   | 4%        | 6%        | 6%  | 6%  | 4%  |
| Other U.S. 50  |  |  |       | 16%  | 12%       | 16%       | 12% | 12% | 12% |
| Canada   |  |  |       | 8%   | 6%        | 8%        | 5%  | 5%  | 5%  |
| Australia, New Zealand, & via Australia to: Cook Islands, Fiji, Indonesia, Papua New Guinea, Samoa, Solomon Islands, Tonga & Vanuatu |  | ATL / DTW / MSP / SLC connections & Other U.S. 50 / Canada   |       | 6%   | 4%        | 6%        | 6%  | 6%  | 4%  |

## Virgin Australia Destinations

- Rate grids below are for US / Canada Points of Sale and must be plated on Virgin Australia (795)
- AC404 must be added to either the Tour Code, Ticket Designator, or Ticket Endorsement
- Required Endorsement: Valid VA ONLY / NON-END / REF THRU ISS OFF

| Marketing Carrier  |  | VA                      | Business      | Economy                                   |    |  |  |  |  |  |    |
|--|--|-------------------------|---------------|---|----|--|--|--|--|--|----|
|  |  |                         | J / C / D / I | Y / B / H / K / L / E / N / V / Q / T / S | M  |  |  |  |  |  |    |
| Ticket Origin  |  | Destination             |               |   |    |  |  |  |  |  |    |
| Australia  |  | Australia               |               | 3%  | 3% |  |  |  |  |  |    |
| Australia / New Zealand  |  | Australia / New Zealand |               |   |    |  |  |  |  |  |    |
| Australia, New Zealand to / from: Cook Islands, Fiji, Indonesia, Papua New Guinea, Samoa, Solomon Islands, Tonga, or Vanuatu |  |                         |               | 3%  | 3% |  |  |  |  |  | 3% |

## Virgin Australia Airpass

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

| Marketing Carrier   |  | VA | Business | Economy  |          |          |          |
|---|--|----|----------|----------|----------|----------|----------|
|   |  |    | IZPASSUS | HZPASSUS | KZPASSUS | LZPASSUS | EZPASSUS |
|   |  |    | NZPASSUS | VZPASSUS | QZPASSUS |          |          |
| Applicable routes within AU, Trans-Tasman, and AU / NZ to South East Asia and Pacific |  |    | 3%       | 3%       |          |          |          |

# Program Terms & Conditions

## A. Carrier

- 1. “Carrier” means each of Delta, Aeromexico, Air France, KLM, Korean Air, Virgin Atlantic, and Virgin Australia. For purposes of this commission program, “Delta” refers to Delta Air Lines, Inc., “Aeromexico” refers to Aerovías de México Pty Ltd., “Aeromexico” refers to Aerovías de México, S.A. de C.V. , “Air France” refers to “Société Air France”, “KLM” refers to KLM Royal Dutch Airlines, “Korean Air” refers to Korean Air Lines, Co., LTD., a company incorporated and existing under the laws of Korea, having its principal office at 260 Haneul-gil, Gangseo-Gu, Seoul, the Republic of Korea (“KAL”), “Virgin Atlantic” refers to Virgin Atlantic Airways Limited, and “Virgin Australia” refers to Virgin Australia Airlines and “OAL” refers to all other airlines.
- 2. Commission on published fares (excluding all taxes, fees and/or YQ/YR surcharges) for eligible Delta, Aeromexico, Air France, Korean Air, KLM, Virgin Atlantic, and Virgin Australia marketed flights (DL/AM/AF/KL/KE/VS/VA coded) regardless of operating carrier, must be claimed at time of ticketing.
  - Excludes Korean Air coded flights U.S. to/from Seoul (ICN) operated by American Airlines.
- 3. Tickets must be plated on Delta (006), Aeromexico (139), Air France (057), KLM (074), Korean Air (180), Virgin Atlantic (932), or Virgin Australia (795) 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.
  - a) Example: LAX-SYD-LAX will use LAX AU/NZ rates per Los Angeles origin.
  - b) Example: SYD-LAX-SYD will use AU/NZ origin rates per Sydney origin.
- 2. Upgrades with eNCI, 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.
  - a) Example: RDU-CDG-ZRH-JFK-RDU will use U.S. (50) TATL rates per RDU Origin & Termination.
  - b) Example: LAX-LHR-LAX will use Key Markets UK rates roundtrip per LAX Origin & Termination.
  - c) Example: IND-LHR-EVV will use U.S. (50) UK roundtrip rates per IND Origin & EVV Termination.
  - d) Example: MSP-AMS-GVA-CDG-MSP will use HUB TATL rates roundtrip per MSP Origin & Termination.
- 4. One-way, roundtrip, open-jaws, circle-trip journeys qualify for commission.

## C. Commission-Qualification Terms

- 1. The AC404 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;
  - c) Ticket Endorsement Field if both Ticket Designator and Tour Code being used (waiver & SkyBonus, etc.).
- 2. Tickets must state “Non-Endorsable – Refundable by DL/AM/AF/KL/KE/VS/VA-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 a DL, AM, AF, KL, KE, VS, or VA 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.
  - a) Note - If the fares have a pre-populated designator, then place the AC404 code in the Tour Code.



# Program Terms & Conditions

- 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%;
    - b) Itineraries with 0% Corporate discount available are eligible for applicable commission subject to Exception #2 below;
    - c) Infant, child, student, military, government, American Express IAP fares or blocked group space;
    - d) Negotiated fares / Bulk (BT) / Net (NT) / Tour (IT) / Meeting Network fares (MN);
    - e) Tickets where the Delta Equity Card (series beginning with 1556) is used as any part of payment.
  - 2. If an international 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 international itinerary has mixed classes of service and at least one transoceanic fare component is booked in First/Business or Premium Economy / Virgin Delight, Comfort+ then each fare component is commissionable at its individual commission rate
  - 4. DL / AM / AF / KL / KE / VS / VA through fares that include OAL (non-DL / AM / AF / KL / KE / VS / VA coded flights) are subject to a 3% (3 point) 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 to/from the U.S./Canada and points located within Asia/EMEA/Oceania;
      - Delta & Korean Anti-Trust Immunity (ATI) countries includes US to / from: US to/from Republic of Korea, Japan, Cambodia, Hong Kong, Indonesia, Laos, Macao, Malaysia, Mongolia, Myanmar, Philippines, Singapore, Taiwan, Thailand, Vietnam.
      - Canada to all of Asia, US to rest of Asia (excluding countries listed above).
      - Oceania includes Australia, New Zealand, Papua New Guinea, Fiji, Solomon Islands, Vanuatu, New Caledonia, French Polynesia, Samoa, Guam, Kiribati, Federated States of Micronesia, Tonga, American Samoa, Northern Mariana Islands, Marshall Islands, Palau, Cook Islands, Wallis and Futuna, Tuvalu, Nauru, Norfolk Island, Niue, Tokelau, Pitcairn Islands.
    - c) Central & South America – Countries within Central America or South America. Excludes Mexico & Caribbean;
    - d) EMEA – Countries within Europe, Middle East, Africa or India. 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/Flying Club/VelocityEngine mileage may be accrued subject to applicable program’s regulations.

# General Terms & 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, those set forth at <http://www.delta.com/agency> (as amended from time to time); with respect to Aeromexico, those set forth at <https://aeromexico.com/en-us> (as amended from time to time); with respect to Air France and KLM, those set forth at [www.afkl.biz](http://www.afkl.biz) (as amended from time to time); with respect to Virgin Atlantic, those set forth at the VS Flying Hub <https://www.vsflyinghub.com/> (as amended from time to time); and with respect to Virgin Australia, those set forth at <https://www.virginaustralia.com/agents> (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 are effective **July 2020** 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.
  - 3. This commission program is restricted to the approved home location listed above and its contracted branches.
  - 4. Any solicitations of corporate-managed traffic, as well as account acquisitions made through this program, are strictly prohibited.
  - 5. 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.
  - 6. 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.

# General Terms & Conditions

- 7. 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 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 a 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:
  - a) Non-password protected Internet web sites or Internet news groups directed to the travel trade;
  - b) Consumer-direct Internet web sites, including Internet web sites (referred to as opaque) that do not identify the airline carrier until ticketing; and
  - c) Consumer-direct electronic advertising, in whatever format.
- 8. 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.
- **9. 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.
- 10. 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 seven days of its receipt of the same.
- **11. 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.
- **12. 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 (006), Air France (057), KLM (074), Virgin Atlantic (932) email address: [possupport@delta.com](mailto:possupport@delta.com)  
Virgin Australia (795) email address: [us.sales@virginaustralia.com](mailto:us.sales@virginaustralia.com)



## AGENCY AGREEMENT Entity: Term Domestic

**INCENTIVE CONNECTION TVL**  
HOL: 03510010  
Exhibit #:00555803.0

**Entity Markets:** US/Canada - US/Canada  
**Measurement Criteria:** Target Share Variance  
**Target Share Variance:** 9.00  
**Incentive Type:** Backend  
**Agreement Term:** 7/1/2020 - 3/31/2021  
**Carriers Party to this Exhibit:** Delta, KLM, Air France, and Virgin Atlantic

For the purposes of this Exhibit to the Agreement, the parties shall be Delta, KLM, Air France, Virgin Atlantic and the Agency. This Exhibit to the Agreement contains confidential information belonging to Carriers that are party to this Exhibit and its content should not be disclosed to any person (including, without limitation, the Carriers who are parties under the Agreement but not party to this Exhibit) under any circumstances without the prior written consent of the Carriers party to this Exhibit.

| PERFORMANCE AND PAYMENT SCALE |         |              |         |
|-------------------------------|---------|--------------|---------|
|                               | Minimum | Inflection 1 | Maximum |
| <b>Performance Thresholds</b> | 100.00% | 110.00%      | 125.00% |
| <b>Payment Thresholds</b>     | 2.0000% | 4.5000%      | 6.5000% |

Each increment of Fulfillment between the minimum and maximum is paid at its corresponding payment (EIR) % on a continuous, infinite scale calculated by the Carriers. Incentive Compensation is determined by multiplying Pay on Revenue for each eligible Ticket by the product of EIR, fare class pay rate, Ticket type pay rate and operating carrier pay rate. Fulfillment is calculated to the nearest 1/100 of a percent, e.g. 98.47%.

| Carrier | International First | Domestic First / International Business High |         |         | Domestic First / International Business Low |       | Premium Economy    |                | Comfort+ | Economy High | Economy Medium |        |        |        | Economy Low |       |       |       | No Pay |
|---------|---------------------|--|---------|---------|---|-------|--------------------|----------------|----------|--------------|----------------|--------|--------|--------|-------------|-------|-------|-------|--------|
|         |                     | J  | C       | D       | I, Upgrades (R,O,S)                         | Z     | P,A,G <sup>1</sup> | G <sup>2</sup> |          |              | B              | M      | H      | Q      | K           | L     | U     | T,X,V |        |
|         | F                   | J  | C       | D       | I, Upgrades (R,O,S)                         | Z     | P,A,G <sup>1</sup> | G <sup>2</sup> | W,S      | Y            | B              | M      | H      | Q      | K           | L     | U     | T,X,V | *      |
|         | F,P                 | J  | C       | D       | I,O   | Z     | W,S                | A              |          | Y            | B              | M,U    | K      | H      | L           | Q     | G,T   | N,R,V | *      |
|         | F,P                 | J  | C       | D       | I,O   | Z     |                    |                |          | S,X,Y        | B              | M,U    | K      | H      | L           | Q     | G,T   | N,R,V | *      |
|         |                     | J  | C       | D       | I,O   | Z     | W,S                | H,K            |          | Y            | B              |        | L,R    | U      | M           | E     | Q     | N,O,X | *      |
| % Pmt   | 100.00%             | 100.00%                                      | 100.00% | 100.00% | 100.00%                                     | 0.00% | 0.00%              | 0.00%          | 100.00%  | 100.00%      | 100.00%        | 50.00% | 50.00% | 25.00% | 0.00%       | 0.00% | 0.00% | 0.00% | 0.00%  |

\*Fare class not defined above or if Purchased Product is DL Basic Economy

1) If Purchased Product is DL Premium Select

2) If Purchased Product is not DL Premium Select

Fare class groupings subject to change given Delta's ongoing booking class realignment. Existing classes may be repurposed, or retired, and new classes may be introduced. Delta will provide agency with 30 days advanced notification of applicable fare class changes.

Each Fare Class is Based on % of Payment/EIR

### Ticket Type Pay Rates

| Ticket Type      | Payment Rate |
|------------------|--------------|
| Agency Programs  | 50%          |
| Agency Discount  | 0%           |
| Charter          | 0%           |
| Corporate        | 50%          |
| Corporate Agency | 0%           |
| General          | 100%         |
| Grps/Mtgs/Assns  | 50%          |
| Leisure & Samtd  | 50%          |
| Mil & Govt       | 0%           |

### Carrier Qualifications

| Marketing Carrier | Plating Carrier |
|-------------------|-----------------|
| DL                | DL (006)        |
| AF                | AF (057)        |
| KL                | KL (074)        |
| VS                | VS (932)        |
| Operating Carrier | Pay Rate        |
| AS,YX,CO          | 0%              |
| All Others        | 100%            |

### Payment Information

| Incentive Payment | Incentive Payment |
|-------------------|-------------------|
| Cash              | 75.0%             |
| Equity            | 25.0%             |
| Promo             | 0.0%              |