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ORIGINALIN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISIONFILED
U.S. DISTRICT COURT
NORTHERN DIST. OF TX.
FT WORTH DIVISION

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CLERK OF COURT

AMERICAN AIRLINES, INC.,

Plaintiff

v.

GOOGLE INC.,

Defendant

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CIVIL ACTION NO.

4-07-CV-487-A

ANSWER

Defendant Google Inc. ("Google"), by and through undersigned counsel and for its Answer to American Airlines, Inc. ("American"), states as follows:

1. Google denies the allegations in the first sentence of this paragraph. Google admits the allegations in the second and third sentences of this paragraph. Google denies the allegations in the fourth and fifth sentences of this paragraph.¹
2. Google admits the allegations in the first and second sentences of this paragraph. With respect to the third sentence of this paragraph, Google lacks knowledge or information sufficient to admit or deny the allegations contained in this sentence, and on that basis denies them. Google denies the allegations in the fourth sentence of this paragraph.
3. Google admits the allegations in the first, and second and third sentences of this paragraph. Google lacks knowledge or information sufficient to admit or deny the allegations contained in the third fourth sentence of this paragraph.
4. Google lacks knowledge or information regarding what "many consumers" believe and on that basis denies the allegations in this paragraph regarding such beliefs. Google admits the remaining allegations in this paragraph.
5. Google admits the allegations in first sentence of this paragraph. With respect to

¹ The following answers are numbered identically to the corresponding paragraphs of American Airlines, Inc.'s complaint.

the allegations in the second sentence of this paragraph, Google admits that it offers third parties the opportunity to bid on keywords that consist of American's trademarks, and that these keywords may trigger paid advertisements, which Google calls "Sponsored Links," to appear above or alongside the search results; Google denies the remaining allegations of the second sentence. Google denies the allegations in the third and fourth sentences of this paragraph.

6. With respect to the first, second and third sentences of this paragraph, Google lacks knowledge or information sufficient to admit or deny the allegations contained in these sentences, and on that basis denies them. Google denies the allegations in the remainder of this paragraph.

THE PARTIES

7. Google lacks knowledge or information sufficient to admit or deny the allegations contained in these sentences, and on that basis denies them.

8. Google admits the allegations in this paragraph.

JURISDICTION AND VENUE

9. With respect to the first and second sentences, Google admits that the sorts of claims pursuant to 15 U.S.C. §§1114 and 1125 that are alleged in American's complaint arise under the Lanham Act and that this Court would have subject-matter jurisdiction over them. Google admits that this Court has supplemental subject-matter jurisdiction over the sorts of state law claims that are alleged in Plaintiff's Complaint.

10. Google admits for purposes of this case only that it is a corporation subject to the personal jurisdiction of this Court. Google denies all allegations in this paragraph regarding unlawful conduct and causing injury.

11. Google denies the allegations in this paragraph.

12. Google admits for purposes of this case only that venue is proper in this District under 28 U.S.C. §§ 1391(b) and (c). Google reserves its right to move to transfer this action to a more convenient venue.

FACTUAL BACKGROUND

13. Google admits the allegations in this paragraph.

14. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

15. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

16. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

17. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

18. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

19. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

20. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

21. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

22. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

23. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

24. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

25. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

26. Google lacks knowledge or information sufficient to admit or deny the allegations

contained in this paragraph, and on that basis denies them.

27. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

28. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

29. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

30. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

31. Google lacks knowledge or information sufficient to admit or deny the allegations contained in this paragraph, and on that basis denies them.

32. Google admits the allegations in the first and third sentences of this paragraph. Google lacks knowledge or information sufficient to admit or deny the allegations contained in the second sentence of this paragraph, and on that basis denies them.

33. Google lacks knowledge or information regarding what "most web users" believe and on that basis denies the allegations in this paragraph regarding such beliefs. Google admits the remaining allegations in this paragraph.

34. Google admits that it encourages its search engine users to use its search engine to find all manner of information on the Internet. Google denies the remaining allegations in this paragraph.

35. With respect to the first sentence in this paragraph, Google admits that when its search engine users enter a query into its search engine, the users are identifying to Google that they would like to see a list of search results relevant to that query. Google denies the remaining allegations in the first sentence. With respect to the second sentence in this paragraph, Google admits that it obtains a significant percentage of its profits from contextual advertising, and that contextual advertising allows companies to place their advertising in front of search engine users who have identified themselves as interested in particular subjects. Google denies the remaining

allegations in the second sentence.

36. Google admits that in response to some searches on Google's search engine, Google provides not only natural search results but also a list of advertisements, called "Sponsored Links," above and/or alongside the natural search results. Google denies the remaining allegations in this paragraph.

37. Google denies the allegations in this paragraph.

38. Google denies the allegations in this paragraph.

39. Google denies the allegations in the first sentence of this paragraph. With respect to the second and third sentences, Google lacks sufficient information to admit or deny the allegations contained in this sentence, and on that basis denies them.

40. Google denies the allegations in this paragraph.

41. Google denies the allegations in this paragraph.

42. Google admits the allegations in the first and second sentences of this paragraph. With respect to the third sentence, Google admits that it provides its Google Toolbar for free, and that the Google Toolbar can be affixed to the top of an Internet browser, allowing for Google searches even when the displayed webpage is not www.google.com or a website that features Google's search engine. Google denies the remaining allegations in the third sentence.

43. Google lacks sufficient information to admit or deny the allegations contained in this paragraph, and on that basis denies them.

44. Google admits the allegations in the first sentence of this paragraph. With respect to the second sentence, Google admits that its advertisers may bid on keywords that may trigger a Sponsored Link to the advertisers' websites and that Google displays such Sponsored Links above or alongside natural search results. Google denies the remaining allegations in the second sentence.

45. Google admits the allegations in the first sentence of this paragraph. With respect to the second sentence, Google admits that it has stated that keyword advertising is "uncannily accurate in its ability to bring buyers and sellers together." Google denies the remaining

allegations in the second sentence.

46. Google denies the allegations in this paragraph.

47. Google denies the allegations in this paragraph.

48. Google admits that it uses keywords to trigger Sponsored Link advertisements and that it is possible for keywords to appear in the text of advertisements. Google denies the remaining allegations in this paragraph.

49. Google denies that it adopted its current trademark policy sometime after August 24, 2004. Google admits the remaining allegations in this paragraph.

50. Google denies that its trademark policy is manifestly deficient. With respect to subparts (a) and (b), Google admits that its trademark policy for Sponsored Links is described at http://www.google.com/tm_complaint_adwords.html. Google denies the remaining allegations in subparts (a) and (b). With respect to first sentence of subpart (c), Google admits that Google will consider taking action when it receives a complaint from a trademark owner and that its advertisers themselves are responsible for the keywords and ad content that they choose to use. Google denies all other allegations in this sentence. With respect to the second sentence of subpart (c), Google admits that the content on its website changes and denies all other allegations in this sentence. With respect to subpart (d), Google admits that once it agrees to monitor a trademark so that it does not appear in ad text, Google requires advertisers to obtain an exemption before Google will publish a Sponsored Link with that trademark in its ad text. Google admits that prior to receiving a complaint from a trademark owner, it is possible for a Sponsored Link to contain a trademark or similar term. Google denies the remaining allegations in subpart (d).

51. Google admits that it has the ability to block the use of particular words as keywords. Google denies the remaining allegations in this paragraph.

52. Google admits that it has the ability to process trademark complaints such that it will prevent trademark terms specifically identified by the trademark owner from being used as keyword triggers or in the title or text of Sponsored Links. Google denies the remaining

allegations in this paragraph.

53. Google admits the allegations in this paragraph.

54. Google admits that it filed the April 7, 2004, declaration of its senior trademark counsel in the action *American Blind and Wallpaper Factory, Inc. v. Google, Inc., et al.*, which was pending in the United District Court for the Southern District of New York, and that the declaration stated that while "Google could prevent other parties from using American Blind's specific marks as keywords in Google's AdWords program, it would not block the use of purely descriptive terms by other parties." Google denies the remaining allegations in this paragraph.

55. Google denies that it allows advertisers to "purchase" trademarks. Google admits the remaining allegations in this paragraph.

56. Google admits that it stated that its 2004 S-1 contained the language quoted in this paragraph. Google denies the remaining allegations in this paragraph.

57. Google admits that, for trademark rights outside of the United States and Canada, when it receives a complaint from a trademark owner, its review ensures that the advertisements at issue are not using a term corresponding to the trademarked term in the ad text or as a keyword trigger. If they are, Google will require the advertiser to remove the trademarked term from the ad text or keyword list and will prevent the advertiser from using the trademarked term in the future. Google denies the remaining allegations in this paragraph.

58. Google admits that its Guidelines for Third Party Use of Google Brand Features are accurately described at <http://www.google.com/permissions/guidelines.html>. Google denies the remaining allegations in this paragraph.

59. Google lacks sufficient knowledge or information to admit the allegations in this paragraph and, on that basis, denies them.

60. Google admits that third-party advertisers have bid on American Airlines' marks as keywords, such that the keyword may trigger the display of Sponsored Links promoting the third-party advertisers' websites. Google also admits that these third-party websites, by definition, are not American Airlines' websites and that some may even compete with American

Airlines. Google also admits that these Sponsored Links are displayed to people who expressed an interest in seeing a listing of websites related to queries that consist of or contain American Airlines' marks. With respect to the final sentence of this paragraph, Google lacks knowledge or information sufficient to admit these allegations and, on that basis, denies them. Google denies the remaining allegations in this paragraph.

61. Google denies the allegations in this paragraph.

62. Google admits that third-party advertisers have the ability to bid on American Airlines' marks and similar terms as keywords, such that the keyword may trigger the display of Sponsored Links promoting the third-party advertisers' goods or services. Google denies the remaining allegations in this paragraph.

63. With respect to the first sentence, Google admits that some of the Sponsored Links triggered by keywords consisting of American's trademarks or similar terms link to websites that appear to compete with American and websites that sell travel on American and competing airlines. Google denies the remaining allegations in the first sentence. Google lacks sufficient knowledge or information to admit the allegations in the second sentence and, on that basis, denies them. Google denies the allegations in the third and fourth sentences.

64. With respect to the first sentence and second sentence and the image, Google lacks knowledge or information sufficient to admit whether the image is a true and accurate screen shot of Google's website and on that basis denies this allegation. Google admits that Google searches are not case sensitive. Google denies that "american airlines" is the same as "American Airlines." With respect to the third sentence, Google answers that this sentence is nonsensical because it is not possible to operate a Sponsored Link, and Google therefore denies the allegations in this sentence. With respect to the fourth sentence, Google admits that the phrase "American Airlines Deals" is the title of one of the Sponsored Links depicted in the image. Google denies that "American Airlines Deals" is confusingly similar to "American Airlines." Google lacks sufficient knowledge or information to admit the remaining allegations in the fourth sentence and, on that basis, denies those allegations. With respect to the fifth

sentence, Google admits that one of the Sponsored Links depicted in the image is titled "Free AA Travel Offers." Google lacks sufficient knowledge or information to admit the remaining allegations in the fifth sentence and, on that basis, denies those allegations.

65. With respect to the first sentence and the image, Google lacks knowledge or information sufficient to admit whether the image is a true and accurate screen shot of Google's website and on that basis denies this allegation. With respect to the second sentence, Google admits that domain names, URLs and searches on Google are not case sensitive. Google denies the allegation that "americanairlines.com" contains the mark "American Airlines." Google lacks knowledge or information sufficient to admit the remainder of the allegations in the second sentence and, on that basis, denies those allegations. With respect to the third sentence, Google admits that the image depicts Sponsored Links above and to the right of natural PageRank-generated search results. Google denies the remainder of the allegations in this sentence. With respect to the fourth sentence, Google denies the allegation that "American Airlines Marks or terms confusingly similarly thereto appear in the title or text of four of these Sponsored Links [depicted in the image]." Google lacks knowledge or information sufficient to admit whether the allegations are true and, on that basis, denies these allegations. With respect to the fifth sentence, Google admits that the image depicts Sponsored Links titled "American Airline," "AmericanAirlines," "Americanairlines Com" and "Americanairlines.com Info." Google lacks knowledge or information sufficient to admit whether the remainder of the allegations in this sentence are true and, on that basis, denies these allegations. With respect to the sixth sentence, Google denies that "American Airline," "Americanairlines Com" and "Americanairlines.com Info." are confusingly similar to "AmericanAirlines" or "American Airlines." Google lacks knowledge or information sufficient to admit whether the remaining allegations in this sentence are true and, on that basis, denies these allegations. With respect to the seventh sentence, it is unclear to which "Sponsored Links that appear below" the sentence refers. As a result, Google lacks knowledge or information sufficient to admit whether the allegations are true and, on that basis, denies these allegations.

66. Google lacks knowledge or information sufficient to admit whether the allegations in the first sentence are true and, on that basis, denies these allegations. Google denies the allegations in the second sentence. With respect to third sentence, Google denies that it aids third parties to hijack consumers. Moreover, it is unclear to whose "search engines" the sentence refers and Google thus lacks knowledge or information sufficient to admit whether the remainder of the sentence's allegations are true and, on that basis, denies these allegations. Google denies the allegations in the fourth sentence.

67. Google lacks knowledge or information sufficient to admit whether the allegations in the first sentence are true and, on that basis, denies these allegations. With respect to the second sentence and the image, Google lacks knowledge or information sufficient to admit whether the image is a true and accurate screen shot of Google's website and on that basis denies this allegation. Google admits that Google searches are not case sensitive. Google denies that "american airlines" is the same as "American Airlines." With respect to the third sentence, Google admits that the image depicts Sponsored Links promoting United Airlines and US Airways. Google lacks knowledge or information sufficient to admit the remaining allegations in this sentence and, on that basis, denies them.

68. Google denies the allegations in this paragraph.

69. Google denies the allegations in the first sentence of this paragraph, but admits that Sponsored Links often appear on Google results pages that are the results of search queries containing American's trademarks. With respect to the second sentence and the images, Google denies that "american air lines" and "america airlines" are confusingly similar to "American Airlines." Google lacks knowledge or information sufficient to admit whether the images are true and accurate screen shots of Google's website and on that basis denies the remaining allegations in the second sentence. With respect to the third sentence, Google denies that "american air lines" and "america airlines" are confusingly similar to "American Airlines." Google denies the remaining allegations in this sentence.

70. Google denies the allegations in the first and second sentences. With respect to

the third sentence and the image, Google lacks knowledge or information sufficient to admit whether the image is a true and accurate screen shot of Google's website and on that basis denies this allegation. With respect to the fourth sentence, Google admits that the image does not show Sponsored Links, and denies the remaining allegations of this sentence. Google denies the allegations in the fifth sentence.

71. Google denies the allegations in the first sentence. With respect to the second sentence and the images, Google lacks knowledge or information sufficient to admit whether the images are true and accurate screen shots of Google's website and on that basis denies this allegation. With respect to third sentence, Google admits that neither image depicts a Sponsored Link.

72. Google admits that it allows advertisers to select terms that American Airlines claims as its trademarks, and to select similar terms, as keywords that trigger Sponsored Links. Google admits that it is capable of preventing any term from triggering a Sponsored Link or from appearing in the title or text of an advertisement. Google denies the remaining allegations in this paragraph.

73. Google denies the allegations in the first sentence. With respect to the second sentence, Google admits that it provides a Keyword Tool which lists keywords related to an entered keyword or phrase, or related to a site base on entry of the site's URL. Google denies the remaining allegations in this sentence.

74. Google denies the allegations in the first sentence. With respect to the second sentence and the image, Google lacks knowledge or information sufficient to admit whether the image is a true and accurate screen shot of Google's website and on that basis denies this allegation. Google denies the allegations in the third sentence. With respect to the fourth sentence, Google admits that the image depicts "american airline tickets" as a related keyword and the searches on Google are not case sensitive. Google denies the remaining allegations in this sentence.

75. With respect to the first sentence and the image, Google lacks knowledge or information sufficient to admit whether the image is a true and accurate screen shot of Google's website and on that basis denies this allegation. With respect to the second sentence, Google admits that the related keyword list depicted in the image includes "american airline," "american airline center," "www american airline," "american airline flights" and "american airline tickets." Google denies the remaining allegations in this sentence.

76. Google denies the allegations in this paragraph.

77. Google admits that it has the technical capability to prevent specified terms from appearing in the title and text of Sponsored Link advertisements. Google denies the remaining allegations in this paragraph.

78. Google denies the allegations in this paragraph.

79. Google denies the allegations in this paragraph.

80. Google denies the allegations in this paragraph.

81. Google denies the allegations in this paragraph.

82. Google denies the allegations in this paragraph.

83. Google denies the allegations in this paragraph.

84. Google lacks knowledge or information sufficient to admit the allegations in this paragraph and, on that basis, denies them.

85. Google denies the allegations in this paragraph.

86. Google denies the allegations in this paragraph.

87. Google denies that it uses in commerce the American Airlines Marks or that Google's treatment of these terms is likely to cause confusion.

A. Google lacks knowledge or information sufficient to admit the allegations in this sentence and, on that basis, denies them.

B. Google admits that third parties may bid on keyword triggers that consist of or include trademarks. Google denies the remaining allegations in this sentence.

C. Google denies the allegations in this sentence.

D. Google admits that it uses the World Wide Web and that advertisers on Google use the World Wide Web. Google also admits that its advertisers advertise on an Internet search engine. Google lacks knowledge or information sufficient to admit the remaining allegations in this sentence and, on that basis, denies them.

E. Google lacks knowledge or information sufficient to admit the allegations in this sentence and, on that basis, denies them.

F. Google denies the allegations in this subsection.

G. Google denies the allegations in this subsection.

88. Google lacks knowledge or information sufficient to admit the allegations in this paragraph and, on that basis, denies them.

I.

FIRST CLAIM FOR RELIEF

FOR FEDERAL TRADEMARK/SERVICE MARK INFRINGEMENT

89. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

90. Google lacks knowledge or information sufficient to admit the allegations in this paragraph and, on that basis, denies them.

91. Google denies the allegations in this paragraph.

92. Google denies the allegations in this paragraph.

93. Google denies the allegations in this paragraph.

94. Google denies the allegations in this paragraph.

95. Google denies the allegations in this paragraph.

96. Google denies the allegations in this paragraph.

97. Google denies the allegations in this paragraph.

98. Google denies the allegations in this paragraph.

99. Google denies the allegations in this paragraph.

II.

SECOND CLAIM FOR RELIEF

**FOR CONTRIBUTORY TRADEMARK/SERVICE MARK INFRINGEMENT UNDER
THE LANHAM ACT**

100. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

101. Google denies the allegations in this paragraph.

102. Google denies the allegations in this paragraph.

103. Google denies the allegations in this paragraph.

104. Google denies the allegations in this paragraph.

105. Google denies the allegations in this paragraph.

106. Google denies the allegations in this paragraph.

107. Google denies the allegations in this paragraph.

108. Google denies the allegations in this paragraph.

109. Google denies the allegations in this paragraph.

III.

THIRD CLAIM FOR RELIEF

**FOR VICARIOUS TRADEMARK/SERVICE MARK INFRINGEMENT UNDER THE
LANHAM ACT**

110. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

111. Google denies the allegations in this paragraph.

112. Google denies the allegations in this paragraph.

113. Google denies the allegations in this paragraph.

114. Google denies the allegations in this paragraph.

115. Google denies the allegations in this paragraph.

116. Google denies the allegations in this paragraph.

117. Google denies the allegations in this paragraph.

118. Google denies the allegations in this paragraph.

IV.

FOURTH CLAIM FOR RELIEF

FOR FALSE REPRESENTATION UNDER THE LANHAM ACT

119. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

120. Google denies the allegations in this paragraph.

121. Google denies the allegations in this paragraph.

122. Google denies the allegations in this paragraph.

123. Google denies the allegations in this paragraph.

124. Google denies the allegations in this paragraph.

125. Google denies the allegations in this paragraph.

126. Google denies the allegations in this paragraph.

V.

FIFTH CLAIM FOR RELIEF

FOR DILUTION UNDER THE LANHAM ACT

127. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

128. Google lacks knowledge or information sufficient to admit the truth of the allegations in this paragraph and, on that basis, denies them.

129. Google denies the allegations in this paragraph.

130. Google denies the allegations in this paragraph.

131. Google denies the allegations in this paragraph.

132. Google denies the allegations in this paragraph.

133. Google denies the allegations in this paragraph.

134. Google denies the allegations in this paragraph.

135. Google denies the allegations in this paragraph.

136. Google denies the allegations in this paragraph.

137. Google denies the allegations in this paragraph.

VI.

SIXTH CLAIM FOR RELIEF

FOR TRADEMARK INFRINGEMENT UNDER TEXAS LAW

138. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

139. Google lacks knowledge or information sufficient to admit the truth of the allegations in this paragraph and, on that basis, denies them.

140. Google denies the allegations in this paragraph.

141. Google denies the allegations in this paragraph.

142. Google denies the allegations in this paragraph.

143. Google denies the allegations in this paragraph.

VII.

SEVENTH CLAIM FOR RELIEF

FOR TRADEMARK DILUTION UNDER TEXAS LAW

144. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

145. Google lacks knowledge or information sufficient to admit the truth of the allegations in this paragraph and, on that basis, denies them.

146. Google denies the allegations in this paragraph.

147. Google denies the allegations in this paragraph.

VIII.

EIGHTH CLAIM FOR RELIEF

FOR UNFAIR COMPETITION UNDER TEXAS LAW

148. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

149. Google denies the allegations in this paragraph.

150. Google denies the allegations in this paragraph.

151. Google denies the allegations in this paragraph.

152. Google denies the allegations in this paragraph.

IX.

NINTH CLAIM FOR RELIEF

MISAPPROPRIATION UNDER TEXAS LAW

153. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

154. Google lacks knowledge or information sufficient to admit the truth of the allegations in this paragraph and, on that basis, denies them.

155. Google denies the allegations in this paragraph.

156. Google denies the allegations in this paragraph.

157. Google denies the allegations in this paragraph.

158. Google denies the allegations in this paragraph.

X.

TENTH CLAIM FOR RELIEF

TORTIOUS INTERFERENCE WITH CONTRACT

159. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

160. Google lacks knowledge or information sufficient to admit the truth of the allegations in this paragraph and, on that basis, denies them.

161. Google denies the allegations in this paragraph.

162. Google denies the allegations in this paragraph.

163. Google denies the allegations in this paragraph.

164. Google denies the allegations in this paragraph.

165. Google denies the allegations in this paragraph.

166. Google denies the allegations in this paragraph.

XI.

ELEVENTH CLAIM FOR RELIEF

MONEY HAD AND RECEIVED

167. Google hereby incorporates by reference and realleges each and every response in the foregoing Paragraphs as if fully set forth herein.

168. Google lacks knowledge or information sufficient to admit the truth of the allegations in this paragraph and, on that basis, denies them.

169. Google denies the allegations in this paragraph.

170. Google denies the allegations in this paragraph.

171. Google denies the allegations in this paragraph.

172. Google denies the allegations in this paragraph.

173. Google denies the allegations in this paragraph.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE: NO DAMAGES

174. Google avers that American has not been damaged in any amount, manner or at all by reason of any act alleged against Google in the Complaint, and, therefore, the relief prayed for in the Complaint cannot be granted.

SECOND AFFIRMATIVE DEFENSE: JUSTIFICATION

175. Google avers that the Complaint, in whole or in part, fails to state any cause of action against Google in that any purported misconduct in this case was by entities who were or are licensed by American, and the entities therefore were justified in engaging in the conduct attributable to them.

THIRD AFFIRMATIVE DEFENSE: LIMITED REMEDIES

176. Assuming without admitting that any infringement occurred, the Lanham Act, 15 U.S.C. § 1114(2), limits American's remedies as to Google.

FOURTH AFFIRMATIVE DEFENSE: PREEMPTION

177. American's state law claims are barred, in whole or in part, on the ground that they conflict with, and are preempted by, federal law, including but not limited to 47 U.S.C. § 230.

FIFTH AFFIRMATIVE DEFENSE: UNCLEAN HANDS

143. American's claims are barred by the doctrine of unclean hands.

SIXTH AFFIRMATIVE DEFENSE: LACHES

178. American's claims are barred by the doctrine of laches.

SEVENTH AFFIRMATIVE DEFENSE: FAIR USE

179. American's claims are barred, in whole or in part, by the doctrine of fair use.

EIGHTH AFFIRMATIVE DEFENSE: NOMINATIVE USE

180. American's claims are barred, in whole or in part, by the doctrine of nominative use.

NINTH AFFIRMATIVE DEFENSE: FAILURE TO MITIGATE

181. Assuming without conceding that the Complaint states a claim, American has failed to mitigate its damages, if any.

TENTH AFFIRMATIVE DEFENSE: ESTOPPEL

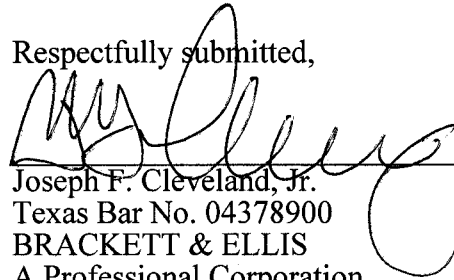
182. American is estopped, in whole or in part, from asserting the claims alleged and obtaining the relief requested in the Complaint against Google by reason of American's conduct, actions and communications to others, including but not limited to Google.

ELEVENTH AFFIRMATIVE DEFENSE: WAIVER

183. American has waived, in whole or in part, any rights it may have to institute an action for the alleged wrongdoings of which it complains by reason of American's conduct, actions and communications to others, including but not limited to Google.

Dated: November 7, 2007

Respectfully submitted,



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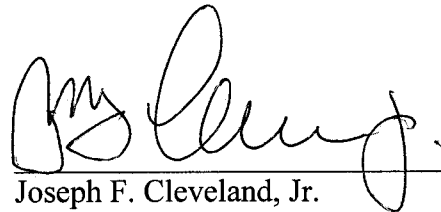
CERTIFICATE OF SERVICE

The undersigned attorney certifies that a true copy of the foregoing document has been served on counsel of record as follows:

Via Hand Delivery

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Joseph F. Cleveland, Jr.