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IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF TEXAS FORT WORTH DIVISION FILED

NORTHERN DISTRICT OF TEXA

CLERK, U.S. DISTRICT COURT

Deputy

MOV - 2 2009

AMERICAN AIRLINES, INC.,

Plaintiff,

No. 4:08-CV-626-A

-V.-

YAHOO! INC. and OVERTURE SERVICES, INC. d/b/a YAHOO! SEARCH MARKETING,

Defendants.

APPENDIX SUPPORTING PLAINTIFF'S REPLY BRIEF RELATIVE TO ITS MOTION FOR SANCTIONS

Plaintiff American Airlines, Inc., pursuant to Local Rule 7.1(i), submits this Appendix in Support of Its Reply Brief Relative to Its Motion for Sanctions. This appendix includes the following documents:

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Dated: November 2, 2009

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Attorneys for Plaintiff American Airlines, Inc.

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing was served on Defendants' counsel, via hand delivery or overnight delivery, on the 2nd day of November, 2009:

Via Hand Delivery

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Via Overnight Delivery

Michael A. Jacobs Lynn M. Humphreys MORRISON & FOERSTER LLP 425 Market Street San Francisco, CA 94105-2482

L. Berg

1088713 1

ORDER

§

Defendants.

Came on for consideration the motion of plaintiff, American Airlines, Inc., to compel discovery. The court, having considered the motion, has determined that another face-to-face meeting by the parties through their respective counsel will likely resolve most of the disputes raised in plaintiff's motion. Therefore,

Defendants should file an expedited response to (1) plaintiff's request for additional interrogatories and depositions to be taken at defendants' cost, and (2) plaintiff's request requiring human review of responsive information. Such response should be filed no later than 4:00 p.m. on July 17, 2009.

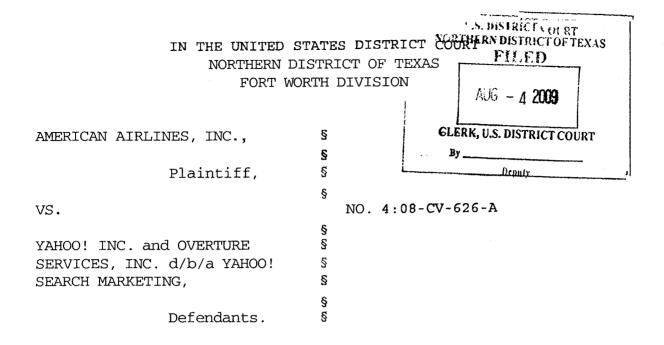
As to the remaining relief requested by plaintiff's motion, the court will hold the motion in abeyance to allow the parties one final opportunity to settle their discovery disputes. The parties, through their respective counsel, shall meet face-to-face for that purpose by 10:00 a.m. on July 17, 2009. Thereafter, plaintiff shall be allowed to withdraw any discovery

requests it has concluded are inappropriate by delivery of a written notice of such withdrawal on defendants and the court by 4:00 p.m. on July 17, 2009. Defendants shall supplement their document production, admissions responses, and interrogatory responses in response to plaintiff's discovery requests by delivering same to plaintiff, through its attorney, by 10:00 a.m. on July 24, 2009. Thereafter, plaintiff may reurge its motion to compel, in whole or in part, by delivering notice to defendants and the court no later than 4:00 p.m. on July 27, 2009. If the court finds that defendants have wholly or partially failed to respond to any discovery request and do not have a legitimate basis for failing or refusing to answer or provide documents, the court will order such sanctions as are appropriate. If the court finds that defendants have meritorious objections to plaintiff's discovery requests, the court will sanction plaintiff as appropriate for failing to withdraw such objectionable requests.

THE COURT SO ORDERS.

SIGNED July 14, 2009.

United States District Judge



CORRECTED ORDER ON MOTION TO COMPEL

(This corrected order corrects, and replaces in its entirety, the Order on Motion to Compel the court signed in the above-captioned case on August 3, 2009.)

Came on to be considered in the above-styled and numbered action the motion of plaintiff, American Airlines, Inc.,

("American") to compel. The court, having considered the motion, finds that it should be granted. Therefore,

The court ORDERS that such motion be, and is hereby,
granted, and that: (1) defendants, Yahoo! Inc. and Overture
Services, Inc., (collectively, "Yahoo") produce by August 10,
2009, all ESI responsive to American's discovery requests; (2)
Yahoo's relevancy and burden objections are overruled and Yahoo
produce by August 17, 2009, any material withheld based on these

overruled objections; (3) American is permitted an additional 15 interrogatories and 5 depositions to be taken at Yahoo's cost, exclusive of American's attorneys' fees, to explore the full extent of Yahoo's destruction of relevant information; and (4) Yahoo conduct (i) searches for responsive information through human review and produce all responsive information by August 17, 2009, and (ii) a human review of its records to locate all responsive materials and eliminate from its previously produced material nonresponsive and irrelevant materials by August 17, 2009.

SIGNED August 4, 2009.

JOHN MCBRYDE

United States District Judge

Case 4:08-cv-00626-A Document 77 Filed 08/17/2009 Page 1 of 2 U.S. DISTRICT COURT NORTHERN DISTRICT OF TEXAS FILED IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF TEXAS AUG 17 2009 FORT WORTH DIVISION CLERK, U.S. DISTRICT COURT AMERICAN AIRLINES, INC., Deputy Plaintiff. V. Civil Action No. 4-08-CV-626-A YAHOO! INC., and OVERTURE SERVICES. INC. d/b/a YAHOO! SEARCH MARKETING, Defendants.

ORDER

Came on to be considered in the above-styled and numbered action Defendants
Unopposed Motion to Extend Deadline to Comply with the Court's August 4, 2009
Corrected Order. The Court finds that the motion is well taken and should be granted.
Therefore,

The Court orders that the Defendants shall have until 5:00 p.m. Pacific Daylight
Time on August 28, 2009 to conduct (i) searches for responsive information through
human review and produce all responsive information, and (ii) a human review of its
records to locate all responsive materials and eliminate from its previously produced
material nonresponsive and irrelevant materials.

SIGNED this // day of

_, 2009.

John McBryde

United States District Judge

REPLY APP. 5

AGREED:

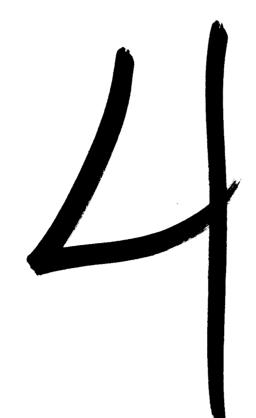
Scott A. Fredricks

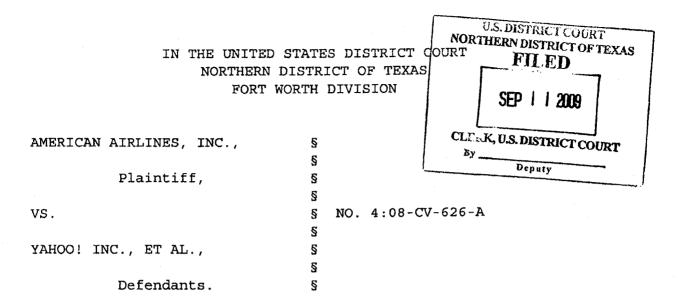
Counsel for Defendants Yahoo! Inc., And Overture Services, Inc. d/b/a Yahoo!

Search Marketing

Counsel for Plaintiff American Airlines,

Inc.





ORDER RE DISCOVERY

Before the court for decision is one of the features of the motion to compel discovery filed by plaintiff, American Airlines, Inc., and the requests for relief made by defendants, Yahoo!

Inc., ("Yahoo") and Overture Services, Inc., d/b/a Yahoo! Search

Marketing, in their motion to compel.

I.

Filings Made by the Party, Nature of the Relief Being Sought, and Related Activities

A. Plaintiff's Motion to Compel

Plaintiff's motion to compel was filed July 13, 2009. It was accompanied by a two-volume appendix containing fifty exhibits and a total of 266 pages. Four major types of relief were sought. The only request for relief that remains unresolved is the request for an order requiring Yahoo to produce all

electronically stored information ("ESI") responsive to plaintiff's discovery requests by July 24, 2009. In particular, plaintiff complained that Yahoo had not produced all of the relevant ESI for the time period between January 2007 and September 2007. Yahoo had informed plaintiff that it would take months to produce the remaining ESI because it was not readily available. According to plaintiff, Yahoo was having a problem in making timely production because it had transferred the data from servers where the was readily available to back-up tapes from which Yahoo says the data is difficult to access.

Defendants filed their opposition to the motion to compel on July 17, 2009. After having had a meeting on July 16, 2009, as ordered by the court, in an attempt to resolve their disputes, Yahoo maintained that it had been diligent in collecting and producing data responsive to plaintiff's request and that it already had incurred hundreds of thousands of dollars in an effort to comply with the request. The compliance to that date, according to defendants, included supplying to plaintiff hundreds of thousands of pages worth of relevant data and more than 79,000 pages of documents.

¹The opposition was accompanied by an appendix containing nine exhibits, consisting of seventy-five pages.

On July 23, 2009, plaintiff filed its reply to defendants' opposition. On August 4, 2009, the court (in an order that corrected one signed on August 3) ordered defendants to produce by August 10, 2009, all ESI responsive to plaintiff's discovery request.

On August 7, 2009, defendants filed a motion asking the court to reconsider the feature of the court's August 4 order that directed defendants to produce by August 10 the ESI responsive to plaintiff's discovery request. Defendants asked the court to withdraw the deadline and, instead, to direct the parties to work out an alternative to the requested production. Defendants acknowledged that ESI of the kind requested by plaintiff was then unavailable for the time period between January 2007 and September 21, 2007, because of having been stored on back-up tapes. According to defendants, Yahoo's engineers had been working to restore the data for January 2007 and that such a restoration was expected to be available by the end of August 2009, and that the remaining data from February 2007 to September 21, 2007, "will be extremely expensive and time-consuming to restore, requiring additional hardware and at least one month of working time for each month to be restored," with the consequence that "full data for the entire period would not be available until the Spring or Summer of 2010." Mot. to Reconsider at 2. The alternatives suggested by defendants to the production of the requested ESI for the January-September 2007 time period were "(1) to attempt to assemble the missing 2007 information from the data produced by [plaintiff] or third parties; and (2) if that fails, to arrange an appropriate extrapolation of the missing information based on the surrounding data." Id. at 10.

On August 10, 2009, plaintiff filed a response in opposition to the motion to reconsider. Plaintiff rejected the alternatives suggested by defendants in their motion. On August 11, 2009, defendants filed a reply in support of their motion to reconsider, noting to the court that compliance by defendants with the August 10 deadline fixed by the August 4 order was impossible.

On August 11, 2009, the parties, through counsel, appeared by telephone for a conference concerning production by defendants of the missing ESI. Based on defendants' representations of impossibility of compliance with the August 4 order's deadline, the court set aside that deadline, and directed the parties to engage in activities calculated to provide the court information

that would enable the court to fix a meaningful deadline for compliance.

As contemplated by instructions given by the court during the August 11 conference, defendants filed on August 21, 2009, a declaration of Jyothi Sunnadkal, giving specific information concerning the ESI production problem defendants claim to be encountering. On August 25, 2009, counsel for the parties and their respective experts had a meeting for the purpose of discussing the production of Yahoo's ESI. A joint report of that meeting was filed August 27, 2009. Yahoo's statement in the report included the following:

At the meeting on August 25, Ms. Sunnadkal and Ms. Cameron explained that even if additional hardware was purchased (at a cost of at least \$350,000) and additional technicians were assigned to the restoration effort, the process would still take roughly 1 day for each day of data to be restored, due to (1) the difficulty of identifying and locating the data on hundreds of back-up tapes; (2) the inherent limitations of the restoration hardware; (3) the need to have technicians with institutional knowledge manually conduct the restoration; and (4) the difficulties of expanding the Sage Data Warehouse (one of the world's largest of its kind) and loading the data back into the Warehouse. Accordingly, even if maximum reasonable efforts were undertaken, all remaining data from 2007 (about 8 months worth) could not be restored by the time of the trial scheduled for January 2010.

J. Report at 2. In contrast, plaintiff's statement in the joint report asserted, with the support of the declaration of a

technology expert, that defendants should be able to finish the restoration and production of the requested ESI in seventy-five days. Plaintiff requested in its statement that Yahoo be ordered to restore the ESI and produce it to plaintiff within seventy-five days.

On August 28, 2009, defendants filed a response to plaintiff's statements in the joint report. Defendants questioned in their response the good faith of plaintiff in trying to resolve the ESI production problem; and, defendants urged the court to require plaintiff, though its technicians, to participate in another meeting to discuss the problem. As an alternative, defendants proposed "that the Court appoint an independent technical expert in the field of database restoration to independently gather facts and make a report to the Court on the technical difficulties and the positions taken by the two parties." Defs.' Resp. to the Statement at 2.

On September 1, 2009, plaintiff filed its reply to defendants' response. Plaintiff's expressed view was that a further meeting would simply serve to cause delay, and nothing else. As to the suggestion by defendants that the court appoint an independent technical expert, plaintiff responded that "[a] special master is unnecessary, wasteful, expensive and would bog

down the litigation." Sept. 1, 2009, Reply at 4. On September 2, 2009, defendants filed a sur-reply, which did not add anything of substance to the exchanges between the parties other than to make the point that defendants did not consider that plaintiff was cooperating to find a resolution to the problem of retrieving and supplying the missing ESI.

B. <u>Defendants' Motion to Compel</u>

Defendants filed their motion to compel on September 1, 2009, accompanied by an appendix containing eighteen exhibits consisting of 140 pages. The request for relief made in this document, as stated in the Prayer, is for an order requiring plaintiff to:

- 1. Respond to five interrogatories and produce a deponent to identify relevant former employees and to describe the collection and production of their documents (with this discovery exempt from existing caps).
- 2. Utilize electronic search terms to identify, human review, and produce to Yahoo! by September 18, 2009 responsive electronic materials from custodians for whom American conducted only a manual "walk through".
- 3. Produce Ms. Alice Curry for one full day of Rule 30(b)(6) testimony on September 30, 2009.

4. Produce Mr. Chris DeGroot for deposition in New York City or Fort Worth on October 1, 2, or 5, 2009.

Defs.' Mot. to Compel at 21-22.

Plaintiff responded to defendants' motion to compel on September 8, 2009. The response was accompanied by an appendix containing twelve exhibits, consisting of a total of 118 pages. On September 9, 2009, Yahoo filed a reply brief in support of defendants' motion to compel.

Each side quibbles over the degree of cooperation plaintiff has provided in response to defendants' discovery requests. The court fails to understand why the parties have not reached agreement that would resolve all the disputed issues. Defendants disclose in their reply brief that "the real issue" is the scheduling of a resumption of Alice Curry's deposition. Reply Br. at 4. Surely the parties could resolve that "real issue" without devoting so much lawyers' time to preparation of documents and taking up so much of the court's time on discovery issues that parties should be able to resolve amongst themselves.

See Dondi Properties Corp. v. Commerce Sav. & Loan Ass'n, 121

F.R.D. 284 (N.D. Tex. 1988).

II.

The Court's Rulings

A. Plaintiff's Motion to Compel

Defendants do not seem to be taking the position that the ESI information for the time period between January 2007 and September 2007 is not relevant to plaintiff's claims and discoverable. The only opposition to the requested production seems to be that defendants simply cannot produce the requested information as fast as plaintiff would like to have it. While mention is made of the expense of retrieving the information, the court does not take any of defendants' comments to suggest that the expense factor is being presented as a reason for denying plaintiff's request.

without having an extended evidentiary hearing, and perhaps hiring an expert to assist the court, the court cannot make more than a somewhat educated guess as to how long defendants should have to restore and produce the requested ESI. The court's educated guess, taking into account the length of time defendants now have known that they must provide the requested ESI, the current schedule established for disposition of the case, and the contents of the filings of the parties, the court is of the

belief that a deadline of November 12, 2009, provides sufficient time for defendants to comply. Therefore,

The court ORDERS that defendants provide to plaintiff by November 12, 2009, all ESI responsive to plaintiff's discovery requests; and, the court further ORDERS that on each Friday between now and November 12 defendants provide to plaintiff all additional ESI that is responsive to plaintiff's discovery requests that has been restored for production.

B. Defendants' Motion to Compel

The court has not been persuaded that the first item requested by defendants (five more interrogatories and production of a deponent) is necessary or appropriate for defendants to have the discovery they need. Therefore,

The court ORDERS that defendants request for an order directing plaintiff to respond to five interrogatories and produce a deponent to identify relevant former employees and to describe the collection and production of their documents be, and is hereby, denied.

Similarly, defendants have not persuaded the court that the second feature of defendants motion to compel is necessary or appropriate for defendants to have the discovery they need.

Therefore,

The court ORDERS that defendants' request for an order requiring plaintiff to "[u]tilize electric search terms to identify, human review, and produce to Yahoo! by September 18, 2009, responsive electronic materials from custodians American conducted only a manual 'walk through'" be, and is hereby, denied.

opportunity to conduct further oral deposition questioning of plaintiff, through its deposition designee Alice Curry ("Curry"), and that seven additional hours of questioning by counsel for defendants should be permitted. Apparently the parties have had discussions concerning the taking by counsel for defendants of the oral deposition of Curry in her individual capacity, but there is a difference between the parties as to whether the further questioning of Curry as a deposition designee of plaintiff and the taking of Curry's deposition in her individual capacity should be combined into a one-day time frame. The court has concluded that defendants should be permitted to take further testimony by oral deposition from Curry as plaintiff's deposition designee for a period of seven hours in addition to having five hours for the taking of Curry's individual oral deposition.

Apparently the parties are in agreement that the deposition of Chris DeGrott ("DeGrott) should be taken, but are unable to reach agreement on the timing.

Because of the inability of the parties to reach agreement on the relatively simple matters mentioned above, the court is fixing a time, date, and place for resumption of the taking of Curry's deposition as plaintiff's deposition designee, the taking of Curry's individual deposition, and the taking of DeGrott's deposition. Therefore,

The court ORDERS that the oral deposition of plaintiff be resumed through Curry, as plaintiff's designee, on the subjects designated for her, that such deposition resume in the Fort Worth office of counsel for plaintiff at 9:00 a.m. on September 29, 2009, and that defendants are authorized to conduct seven more hours of questioning of Curry as plaintiff's deposition designee.

The court further ORDERS that Curry be produced in the Fort Worth office of counsel for plaintiff at 9:00 a.m. on September 30, 2009, for the taking by defendants of her deposition in her individual capacity, and that defendants are authorized to conduct five hours of questioning of Curry in her individual capacity.

The court further ORDERS that DeGrott be produced in the Fort Worth offices of counsel for plaintiff at 9:00 a.m. on September 25, 2009, so that counsel for defendants can take his oral deposition.

If agreement of the parties is reached as to the time, date, or place for the taking of any of the deposition testimony ordered above that is consistent with the court's scheduling order, the court authorizes the parties to proceed in accordance with such an agreement notwithstanding the text of the applicable part of this order.

SIGNED September 11, 2009.

JOHN MCBRYDE

United States District Judge

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WALNUT CREEK, CENTURY CITY
TOKYO, LONDON, BEIJING,
SHANGHAI, HONG KONG,
SINGAPORE, BRUSSELS

October 19,2009

Writer's Direct Contact 415.268.7475 DMuino@mofo.com

By Hand Delivery

Frederick Brown, Esq. Jason Stavers, Esq. Gibson, Dunn & Crutcher LLP 555 Mission Street, Suite 3000 San Francisco, California

Re: American Airlines, Inc. v. Yahoo! Inc.

Dear Fred and Jason:

Enclosed please find documents produced by Yahoo! bearing Bates numbers YAH-AA 4388865 to YAH-AA 4628259, collected from Yahoo! custodians C. Cameron, R. Ramaswamy, C. Arenal, C. Kemple, C. Sanger, D. Carrete, D. Marquez, D. Quan, E. Bahr, G. Harris, J. Fernandez, J. Kelley, J. Cathey-Roberts, J. Seward, J. Stothard, K. Donovan, K. Graziadei, K. Rowland, K. Slusser, L. Covington, M. Kennedy, M. Steelman, N. Kumar, P. Hagerty, P. Peters, S. Keo, T. Krueger, T. Wasemiller, and W. Sturges.

The documents bearing Bates numbers YAH-AA 4388865 to YAH-AA 4388866 are data flowcharts for the Edward and POW databases, created by Catherine Cameron for purposes of this litigation.

The data file bearing Bates label YAH-AA 4628258 contains data for Toplink advertisements that were displayed and clicked from November 2005 to October 2006 (the entire period during which relevant Toplink advertisements were displayed) that were triggered by search terms or keywords containing one of the nine AA trademarks or terms allegedly similar to those trademarks. Yahoo! had previously understood that these clicks were incorporated into the click data files previously produced (YAH-AA 4019780 and 4277437-438), but has determined that these clicks were not incorporated into those data files.

Received

OCT 1 9 2009

FBREPLY APP. 20

MORRISON | FOERSTER

Frederick Brown, Esq. October 19, 2009 Page Two

The document bearing Bates number YAH-AA 4628259 is a spreadsheet provided by Catherine Cameron showing the most recent data retention information for various Sage data feeds.

Sincerely,

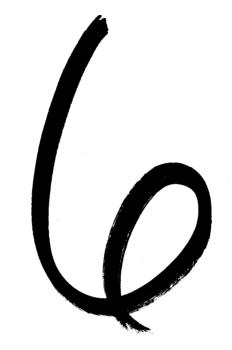
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Enclosures

cc w/production: Howard Hogan, Esq.

Dee J. Kelly, Jr., Esq.



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REPLY APP. 23

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