

CTJ/RMT

ORIGINAL

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

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
DROP BOX
NOV - 6 2009
11:33
CLERK, U.S. DISTRICT COURT
By _____
Deputy

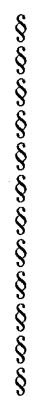
AMERICAN AIRLINES, INC.,

Plaintiff,

V.

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

Defendants.



Civil Action No. 4-08-CV-626-A

**APPENDIX IN SUPPORT OF DEFENDANTS' MOTION TO
EXCLUDE TESTIMONY OF DANIEL L. JACKSON**

EXHIBIT	DOCUMENT	PAGE
A	Excerpts from Expert Report of Daniel L. Jackson, dated August 17, 2009	003
B	Excerpts from the Deposition of Rick Wilbins, taken June 24, 2009	078
C	Excerpts from Deposition of Derek DeCross, taken June 26, 2009	084
D	Excerpts from Deposition Exhibit 112	089
E	Excerpts from the Deposition of Alice Curry, taken September 29, 2009	091
F	Deposition Exhibit 109 (AAG-00126180)	099
G	Excerpt from AMR Form 10-K for fiscal year ended December 31, 2004	100

CERTIFICATE OF SERVICE

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

Dee J. Kelly
Dee J. Kelly, Jr.
Lars L. Berg
Kelly Hart & Hallman, LLP
201 Main Street, Suite 2500
Fort Worth, TX 76102

Via Hand Delivery

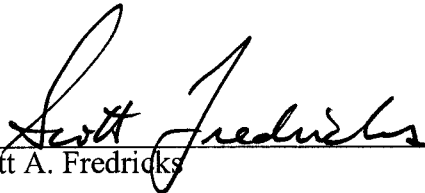
Frederick Brown
Jason Stavers
Gibson, Dunn & Crutcher LLP
555 Mission Street, Suite 3000
San Francisco, CA 94105

Via FedEx

Howard S. Hogan
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036

Via FedEx

Date: November 6, 2009



Scott A. Fredricks

A

EXHIBIT A

**Highly Confidential
Access Limited by Confidentiality Agreement**

**Submitted in Proposed Supplemental Appendix Filed With
Defendants' Second Unopposed Motion For Leave To
File Documents Under Seal Filed on November 6, 2009**

B

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

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

AMERICAN AIRLINES, INC.,)
Plaintiff)
v.) Civil Action No.
YAHOO! INC. and OVERTURE) 4-08CV-626-A
SERVICES, INC. d/b/a)
YAHOO! SEARCH MARKETING,)
Defendants.)

ORAL AND VIDEOTAPED DEPOSITION OF
AMERICAN AIRLINES, INC. REPRESENTATIVE RICK WILBINS
JUNE 24, 2009

ORAL AND VIDEOTAPED DEPOSITION OF AMERICAN
AIRLINES, INC. REPRESENTATIVE RICK WILBINS, produced as
a witness at the instance of the DEFENDANTS, and duly
sworn, was taken in the above-styled and numbered cause
on the 24th day of June, 2009, from 8:52 a.m. to 3:52
p.m., before Julie C. Brandt, RMR, CRR, and CSR in and
for the State of Texas, reported by machine shorthand,
at the offices of Gibson, Dunn & Crutcher, LLP, 2100
McKinney Avenue, Suite 1100, Dallas, Texas, pursuant to
the Federal Rules of Civil Procedure.

COPY

MERRILL CORPORATION

1 THE VIDEOGRAPHER: The court reporter
2 today is Julie Brandt of Merrill Legal Solutions.

3 Would the reporter please swear in the
4 witness.

5 RICK WILBINS,
6 having been first duly sworn, testified as follows:

7 EXAMINATION

8 BY MR. RODRIGUEZ:

9 Q. Good morning.

10 A. Good morning.

11 Q. Thank you for being here today. Do you
12 understand you're here for your deposition as a
13 representative of American Airlines?

14 A. I do.

15 Q. Can you think of any reason why your
16 deposition can't go forward today, such as any medical
17 issue or not feeling well or intense heat outside?

18 A. No. I'm good.

19 Q. Okay. If at any time during the deposition
20 you need to take a break, just say so. I'll ask that
21 you answer the question pending unless there's a
22 privilege objection. But this is not meant to be any
23 kind of endurance contest, and you should remain
24 comfortable at all times. So if there's anything you
25 need, just say so; and if we need to take a break to

1 A. I didn't say there were agreements at issue.

2 Q. Understood. But the question nevertheless is
3 what agreements were at issue?

4 MR. BERG: Objection. Outside the scope
5 of the 30(b)(6).

6 A. The issue in the Google suit, similar to the
7 issue in the Yahoo! suit, is about confusion --
8 confusing the consumer who inputs an American trademark
9 and expects to do business with American and is diverted
10 to another site or encouraged to do business away from
11 American.

12 Q. You've used that phrase "do business with" a
13 couple of times. What are you describing?

14 MR. BERG: Objection. Outside the scope
15 of the 30(b)(6).

16 A. In the simplest terms, if I type in the words
17 "American Airlines," my intent is to do -- to be
18 transacting with American, buying a ticket, doing some
19 search on the different products and services, perhaps
20 even looking at the TV commercials that have won awards,
21 many awards.

22 Q. Congratulations.

23 A. Thank you.

24 And if I'm -- if I find that I'm not going to
25 American Airlines, then I'm not transacting or

1 interacting, and perhaps the word "interacting" might be
2 even more broad than the word "do business with."

3 Q. Just to understand the term you've used a
4 couple of times, "do business with," if this person
5 types in "American Airlines tickets," what's the -- the
6 intent --

7 MR. BERG: Objection.

8 Q. -- that American Airlines thinks this person
9 [redacted]

10 MR. BERG: Objection. Outside the scope
11 of the 30(b)(6), calls for speculation.

12 A. The person that is typing in "American
13 Airlines tickets" I can't speak for, because I don't
14 know their motivation.

15 Q. Are you able to testify about the inclusion in
16 any agreement with Expedia, a provision limiting
17 Expedia's ability to use American marks in keywords?

18 A. No, I cannot.

19 Q. Or American's view of Expedia's compliance
20 with any such agreement?

21 A. No.

22 Q. Steps that American has taken to enforce any
23 of its claimed rights under such agreements?

24 A. No.

25 Q. To whom would you direct me?

Rick Wilbins - 6/24/2009
Highly Confidential Outside Counsel Only

<p style="text-align: right;">Page 193</p> <p>1 CHANGES AND SIGNATURE 2 PAGE LINE CHANGE REASON 3 _____ 4 _____ 5 _____ 6 _____ 7 _____ 8 _____ 9 _____ 10 _____ 11 _____ 12 _____ 13 _____ 14 _____ 15 _____ 16 _____ 17 _____ 18 _____ 19 _____ 20 _____ 21 _____ 22 _____ 23 _____ 24 _____ 25 _____</p>	<p style="text-align: right;">Page 195</p> <p>1 IN THE UNITED STATES DISTRICT COURT 2 FOR THE NORTHERN DISTRICT OF TEXAS 3 FORT WORTH DIVISION 4 AMERICAN AIRLINES, INC.,) 5 Plaintiff) 6) 7 v.) Civil Action No. 8) 4-08CV-626-A 9 YAHOO! INC. and OVERTURE) 10 SERVICES, INC. d/b/a) 11 YAHOO! SEARCH MARKETING,) 12 Defendants.) 13) 14) 15 REPORTER'S CERTIFICATION 16 DEPOSITION OF AMERICAN AIRLINES, INC. REPRESENTATIVE 17 RICK WILBINS 18 JUNE 24, 2009 19) 20 I, Julie C. Brandt, Certified Shorthand Reporter in 21 and for the State of Texas, hereby certify to the 22 following: 23 That the witness, RICK WILBINS, was duly sworn by 24 the officer and that the transcript of the oral 25 deposition is a true record of the testimony given by the witness; That the deposition transcript was submitted on to the witness or to the attorney for the witness for examination, signature and return to Merrill Legal Solutions by _____;</p>
<p style="text-align: right;">Page 194</p> <p>1 I, RICK WILBINS, have read the foregoing 2 deposition and hereby affix my signature that same is 3 true and correct, except as noted above. 4 5 _____ 6 RICK WILBINS 7 8 THE STATE OF _____) 9 COUNTY OF _____) 10 11 Before me, _____, on 12 this day personally appeared RICK WILBINS, known to me 13 (or proved to me under oath or through 14 _____) (description of identity 15 card or other document)) to be the person whose name is 16 subscribed to the foregoing instrument and acknowledged 17 to me that they executed the same for the purposes and 18 consideration therein expressed. 19 Given under my hand and seal of office this 20 day of _____, 21 22 23 NOTARY PUBLIC IN AND FOR 24 THE STATE OF _____ 25 COMMISSION EXPIRES: _____</p>	<p style="text-align: right;">Page 196</p> <p>1 That the amount of time used by each party at the 2 deposition is as follows: 3 MR. RODRIGUEZ.....05 HOUR(S):14 MINUTE(S) 4 MR. BERG.....00 HOUR(S):00 MINUTE(S) 5 That pursuant to information given to the 6 deposition officer at the time said testimony was taken, 7 the following includes counsel for all parties of 8 record: 9 FOR THE PLAINTIFF: 10 Lars L. Berg 11 KELLY HART & HALLMAN 12 201 Main Street 13 Suite 2500 14 Fort Worth, Texas 76102 15 817.878.3524 16 817.878.9280 (fax) 17 lars.berg@khh.com 18 19 Howard S. Hogan 20 GIBSON, DUNN & CRUTCHER LLP 21 1050 Connecticut Avenue, N.W. 22 Washington, D.C. 20036-5306 23 202.887.5640 24 202.530.9550 (fax) 25 hhogan@gibsondunn.com FOR THE DEFENDANTS: D. Anthony Rodriguez MORRISON & FOERSTER LLP 425 Market Street San Francisco, California 94105-2482 415.268.6685 415.268.7522 (fax) drodriguez@mfo.com Scott Fredricks CANTEY HANGER LLP 600 West Sixth Street Suite 300</p>

49 (Pages 193 to 196)

Merrill Legal Solutions - Dallas
800-966-4567 www.merrillcorp.com/law

Rick Wilbins - 6/24/2009
Highly Confidential Outside Counsel Only

Page 197

1 Fort Worth, Texas 76102
817.877.2800
2 817.877.2807 (fax)
sfedricks@canteyhanger.com

3
4 That § _____ is the deposition officer's
5 charges to the Defendants for preparing the original
6 deposition transcript and any copies of exhibits;

7 I further certify that I am neither counsel for,
8 related to, nor employed by any of the parties or
9 attorneys in the action in which this proceeding was
10 taken, and further, that I am not financially or
11 otherwise interested in the outcome of the action.

12 Certified to by me _____, 2009.

13
14
15 _____
Julie C. Brandt

16 Julie C. Brandt, CSR, RMR, CRR
Texas CSR No. 4018
Expiration Date: 4/29/10

17 Merrill Legal Solutions
18 Reg. No. 191
4144 North Central Expressway
19 Suite 850
Dallas, Texas 75204
20 800-966-4567
21
22
23
24
25

50 (Page 197)

Merrill Legal Solutions - Dallas
800-966-4567 www.merrillcorp.com/law

Jackson App. 083

C

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

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

AMERICAN AIRLINES, INC.,)
Plaintiff)
v.) Civil Action No.
YAHOO! INC. and OVERTURE) 4-08CV-626-A
SERVICES, INC. d/b/a)
YAHOO! SEARCH MARKETING,)
Defendants.)

"HIGHLY CONFIDENTIAL - OUTSIDE COUNSEL ONLY"
ORAL AND VIDEOTAPED DEPOSITION OF
AMERICAN AIRLINES, INC. REPRESENTATIVE DEREK DeCROSS
JUNE 26, 2009

ORAL AND VIDEOTAPED DEPOSITION OF AMERICAN
AIRLINES, INC. REPRESENTATIVE DEREK DeCROSS, produced as
a witness at the instance of the DEFENDANTS, and duly
sworn, was taken in the above-styled and numbered cause
on the 26th day of June, 2009, from 9:08 a.m. to 3:55
p.m., before Julie C. Brandt, RMR, CRR, and CSR in and
for the State of Texas, reported by machine shorthand,
at the offices of Kelly Hart & Hallman, 201 Main Street,
Suite 2500, Fort Worth, Texas, pursuant to the Federal
Rules of Civil Procedure.

COPY

MERRILL CORPORATION

4144 N. Central Expressway, Suite 850
Dallas, TX 75204

(214) 720-4567 Tel

Jackson App. 084

1 P R O C E E D I N G S

2 THE VIDEOGRAPHER: Good morning. This is
3 June 26, 2009. The time is 9:08 a.m. This is Videotape
4 1 of the deposition of Derek DeCross in the matter of
5 American Airlines, Inc. versus Yahoo!, Inc., et al. in
6 the U. S. District Court for the Northern District of
7 Texas, Fort Worth Division. Case number 4-08CV-626-A.
8 This deposition is located at 201 Main Street, Fort
9 Worth. My name is Debbie Pullen with Merrill Legal
10 Solutions.

11 For the video record, counsel will now state
12 their appearances. Then the witness may be sworn in.

13 MR. BERG: Lars Berg for American
14 Airlines.

15 MR. HOGAN: Howard Hogan for American
16 Airlines.

17 MR. BROADFIELD: Don Broadfield for
18 American Airlines.

19 MR. NICHOLS: Taylor Nichols for American
20 Airlines.

21 MR. CHAPPELL: David Chappell for Yahoo!.

22 MR. RODRIGUEZ: Tony Rodriguez for the
23 Defendant.

24 DEREK DeCROSS,
25 having been first duly sworn, testified as follows:

1 Q. Sure. Other than the words the internet user
2 puts into its search, are there any other bases on which
3 American relies for knowing or claiming to know the
4 original intended web destination of an internet user?

5 MR. BERG: Objection. Outside the scope
6 of 30(b)(6).

7 Q. I think the words would be the indication.
8 Q. And was it American's testimony that the words
9 "American Airlines" could also signify an intent to
10 reach AAvacations.com?

11 MR. BERG: Objection. Outside the scope
12 of the 30(b)(6). I think it mischaracterizes his
13 testimony.

14 A. If someone was looking for a package, that
15 would be a website. We connect to AAvacation.com via
16 AA.com.

17 Q. Does American Airlines have any records of
18 search terms it considers to reflect a user's original
19 intended web destination?

20 MR. BERG: Objection. Outside the
21 30(b)(6).

22 A. Can you restate the question?

23 Q. Does American have any document, memo, e-mail,
24 analysis that discusses how to determine an internet
25 user's original intended web destination?

1 MR. BERG: Objection. Outside the
2 30(b)(6).

3 A. Not that I'm aware of.

4 Q. If we start from the premise that a user who's
5 keyed in American Airlines wants to reach an American
6 site, how does American record what that person -- does
7 American Airlines have a document that records or
8 analyzes what that person intends to do or is likely to
9 do on the American site?

10 MR. BERG: Objection. Vague. Ambiguous.
11 It's compound. It's outside the scope of 30(b)(6).

12 A. I don't believe we would know from the word
13 "American Airlines" what action they want to take on
14 AA.com.

15 Q. Why not?

16 MR. BERG: Objection. Outside the scope
17 of 30(b)(6).

18 A. They could want to book a ticket. They could
19 want to check on their flight information.

20 Q. You can do a lot of things on AA.com besides
21 buy tickets. Right?

22 A. Yes.

23 Q. Does American have any formula or any method
24 by which it's attempted to calculate or estimate the
25 number of internet users who have been diverted from

Derek DeCross - 6/26/2009
Highly Confidential - Outside Council Only

Page 213

1 I, DEREK DeCROSS, have read the foregoing
2 deposition and hereby affix my signature that same is
3 true and correct, except as noted above.
4
5 _____
6 DEREK DeCROSS
7
8 THE STATE OF _____)
9 COUNTY OF _____)
10
11 Before me, _____, on
12 this day personally appeared DEREK DeCROSS, known to me
13 (or proved to me under oath or through
14 _____) (description of identity
15 card or other document)) to be the person whose name is
16 subscribed to the foregoing instrument and acknowledged
17 to me that they executed the same for the purposes and
18 consideration therein expressed.
19 Given under my hand and seal of office this
20 _____ day of _____,
21 _____
22
23 _____
24 NOTARY PUBLIC IN AND FOR
25 THE STATE OF _____
COMMISSION EXPIRES: _____

Page 215

1 That the amount of time used by each party at the
2 deposition is as follows:
3 MR. RODRIGUEZ.....04 HOUR(S):52 MINUTE(S)
4 MR. BERG.....00 HOUR(S):00 MINUTE(S)
5 That pursuant to information given to the
6 deposition officer at the time said testimony was taken,
7 the following includes counsel for all parties of
8 record:
9 FOR THE PLAINTIFF:
10 Lars L. Berg
11 KELLY HART & HALLMAN
12 201 Main Street
13 Suite 2500
14 Fort Worth, Texas 76102
15 817.878.3524
16 817.878.9280 (fax)
17 lars.berg@khh.com
18
19 Howard S. Hogan
20 GIBSON, DUNN & CRUTCHER LLP
21 1050 Connecticut Avenue, N.W.
22 Washington, D.C. 20036-5306
23 202.887.3640
24 202.530.9550 (fax)
25 hhogan@gibsondunn.com
FOR THE DEFENDANTS:
19 D. Anthony Rodriguez
20 MORRISON & FOERSTER LLP
21 425 Market Street
22 San Francisco, California 94105-2482
23 415.268.6685
24 415.268.7522 (fax)
25 drodriguez@mfo.com
David Chappell
CANTEY HANGER LLP
600 West Sixth Street
Suite 300

Page 214

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE NORTHERN DISTRICT OF TEXAS
3 FORT WORTH DIVISION
4 AMERICAN AIRLINES, INC.,)
5 Plaintiff)
6 v.) Civil Action No.
7) 4-08CV-626-A
8 YAHOO! INC. and OVERTURE)
9 SERVICES, INC. d/b/a)
10 YAHOO! SEARCH MARKETING,)
11 Defendants.)
12
13 REPORTER'S CERTIFICATION
14 DEPOSITION OF AMERICAN AIRLINES, INC. REPRESENTATIVE
15 DEREK DeCROSS
16 JUNE 26, 2009
17
18 I, Julie C. Brandt, Certified Shorthand Reporter in
19 and for the State of Texas, hereby certify to the
20 following:
21 That the witness, DEREK DeCROSS, was duly sworn by
22 the officer and that the transcript of the oral
23 deposition is a true record of the testimony given by
24 the witness;
25 That the deposition transcript was submitted on
_____ to the witness or to the attorney
for the witness for examination, signature and return to
Merrill Legal Solutions by _____;

Page 216

1 Fort Worth, Texas 76102
2 817.877.2800
3 817.877.2807 (fax)
4 dchappell@canteyhanger.com
5
6 That _____ is the deposition officer's
7 charges to the Defendants for preparing the original
8 deposition transcript and any copies of exhibits;
9 I further certify that I am neither counsel for,
10 related to, nor employed by any of the parties or
11 attorneys in the action in which this proceeding was
12 taken, and further that I am not financially or
13 otherwise interested in the outcome of the action.
14 Certified to by me: _____, 2009.
15
16 Julie C. Brandt
17 Julie C. Brandt, CSR, RMR, CRR
18 Texas CSR No. 4018
19 Expiration Date: 12/31/10
20
21 Merrill Legal Solutions
22 Reg. No. 191
23 4144 North Central Expressway
24 Suite 850
25 Dallas, Texas 75204
800-966-4567

54 (Pages 213 to 216)

Merrill Legal Solutions - Dallas
800-966-4567 www.merrillcorp.com/law

D

AA.COM BOOKING BONUS PLAN

October 24, 2006

Jackson App. 089

EXHIBIT	<u>112</u>
WIT:	<u>Curry</u>
DATE:	<u>09/29/09</u>
MERRILL LEGAL SOLUTIONS	

BONUS MILE RESEARCH

In August 2006, JupiterResearch published a report on consumer reaction to bonus miles as an influencer in online airline purchases, showing the following:

- Bonus miles are a key differentiator and motivator for members of loyalty programs, like the AA Advantage program, to book through the airline's website
- While price remains the most influential criteria for customers who shop and book online, miles are shown as a main reason our members book directly
- Over 41% of loyalty customers surveyed stated bonus miles as a reason for booking directly through the airline website
- Given that customers typically shop at 2-3 online travel sites prior to making a purchase, JupiterResearch recommends that airlines continue to offer miles as a booking incentive and also include targeted bonus offers to motivate travelers to purchase directly

E

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION
AMERICAN AIRLINES, INC.,)
Plaintiff,)
v.) CIVIL ACTION NO.
4-08-CV-626-A
YAHOO! INC. and OVERTURE)
SERVICES, INC. d/b/a)
YAHOO! SEARCH MARKETING,)
Defendants.)

"HIGHLY CONFIDENTIAL"
ORAL VIDEOTAPED DEPOSITION OF
ALICE CURRY
SEPTEMBER 29, 2009

ORAL VIDEOTAPED DEPOSITION OF ALICE CURRY, produced
as a witness at the instance of the Defendants, and duly
sworn, was taken in the above-styled and numbered cause
on the 29th day of September, 2009, from 9:18 a.m. to
4:52 p.m., before Julie C. Brandt, RMR, CRR, and CSR in
and for the State of Texas, reported by machine
shorthand, at the offices of Gibson Dunn & Crutcher,
2100 McKinney Avenue, Suite 1100, Dallas, Texas,
pursuant to the Federal Rules of Civil Procedure and the
provisions stated on the record or attached hereto.

1 P R O C E E D I N G S

2 THE VIDEOGRAPHER: Good morning. This is
3 Tuesday, September 29, 2009. The time is 9:18 a.m.
4 This is videotape 1 of the deposition of Alice Curry, in
5 the matter of American Airlines, Inc. versus Yahoo!,
6 Inc., et al., in the United States District Court for
7 the Northern District of Texas, Case No. 4-08-CV-626-A.
8 This deposition is located at 2100 McKinney Avenue,
9 Suite 1100, Dallas, Texas. My name is Debbie Pullen
10 with Merrill Legal Solutions.

11 For the video record, counsel will now state
12 their appearances, then the witness may be sworn in.

13 MR. BROWN: Fred Brown and Dee Kelly on
14 behalf of Plaintiff, American Airlines, with Don
15 Broadfield as our client representative.

16 MR. RODRIGUEZ: This is Tony Rodriguez
17 for the Defendants.

18 MR. FREDRICKS: Scott Fredricks for the
19 Defendants.

20 ALICE CURRY,
21 having been first duly sworn, testified as follows:

22 EXAMINATION

23 BY MR. RODRIGUEZ:

24 Q. Good morning.

25 A. Good morning.

1 elsewhere. The page ending 995 --

2 MR. BROWN: Excuse me. She is reading
3 the document, and I think she intends to read the
4 document.

5 MR. RODRIGUEZ: I withdrew the question,
6 and I'm just saying what I said at the beginning, which
7 is when there was a document I would mention what my
8 question would concern, and then she could make her
9 decision. That's all I'm trying to do, be efficient
10 here.

11 Q. So I'm looking at page 995.

12 A. Okay.

13 Q. Have you seen this document recently?

14 A. Not recently.

15 Q. Going back to page 995, it has the capital
16 letters BONUS MILE RESEARCH. Let me know when you're
17 there, please.

18 A. Okay.

19 Q. The last block of text states, Given that
20 customers typically shop at two to three online travel
21 sites prior to making a purchase, JupiterResearch
22 recommends that airlines continue to offer miles as a
23 ~~low-cost incentive and also include targeted bonus offers~~
24 to motivate travelers to purchase directly. Did you
25 attend the meeting where this Exhibit 112 was discussed?

Alice Curry - 9/29/2009
Highly Confidential

Page 196

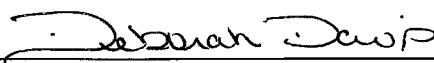
1 I, ALICE CURRY, have read the foregoing
2 deposition and hereby affix my signature that same is
3 true and correct, except as noted above.

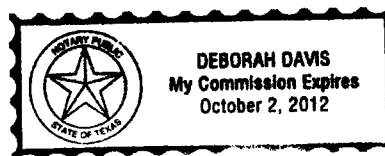
4 
5 ALICE CURRY

6
7
8 THE STATE OF TEXAS)
9 COUNTY OF TARRANT)

10 Before me, DEBORAH DAVIS, on
11 this day personally appeared ALICE CURRY, known to me
12 (or proved to me under oath or through
13 Known PERSONALLY) (description of identity
14 card or other document) to be the person whose name is
15 subscribed to the foregoing instrument and acknowledged
16 to me that they executed the same for the purposes and
17 consideration therein expressed.

18 Given under my hand and seal of office this
19 2nd day of NOVEMBER, 2009.

20 
21 NOTARY PUBLIC IN AND FOR
22 THE STATE OF TEXAS
23 COMMISSION EXPIRES: Oct 2, 2012



Merrill Corporation - Dallas
800-966-4567 www.merrillcorp.com/law

bc21000f-63b4-4450-93da-b38a3f6f6020

Jackson App. 095

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION
AMERICAN AIRLINES, INC.,)
Plaintiff)
v.) Civil Action No.
4-08CV-626-A
YAHOO! INC. and OVERTURE)
SERVICES, INC. d/b/a)
YAHOO! SEARCH MARKETING,)
Defendants.)

REPORTER'S CERTIFICATION
DEPOSITION OF ALICE CURRY
SEPTEMBER 29, 2009

I, Julie C. Brandt, Certified Shorthand Reporter in
and for the State of Texas, hereby certify to the
following:

That the witness, ALICE CURRY, was duly sworn by
the officer and that the transcript of the oral
deposition is a true record of the testimony given by
the witness;

That the deposition transcript was submitted on
10-5-09 to the witness or to the attorney
for the witness for examination, signature and return to
Merrill Legal Solutions by 11-5-09;

That the amount of time used by each party at the

1 deposition is as follows:

2 MR. RODRIGUEZ.....04 HOUR(S):58 MINUTE(S)

3 MR. BROWN.....00 HOUR(S):00 MINUTE(S)

4 That pursuant to information given to the
5 deposition officer at the time said testimony was taken,
6 the following includes counsel for all parties of
7 record:

8 FOR THE PLAINTIFF:

9 Frederick Brown
10 GIBSON, DUNN & CRUTCHER LLP
11 555 Mission Street
12 Suite 3000
13 San Francisco, California 94105-2933
14 415.393.8204
15 415.374.8420 (fax)
16 fbrown@gibsondunn.com

17 Dee Kelly
18 KELLY HART & HALLMAN
19 201 Main Street
20 Suite 2500
21 Fort Worth, Texas 76102
22 817.878.3524
23 817.878.9280 (fax)
24 dee.kelly@khh.com

18 FOR THE DEFENDANTS:

19 D. Anthony Rodriguez
20 MORRISON & FOERSTER LLP
21 425 Market Street
22 San Francisco, California 94105-2482
23 415.268.6685
24 415.268.7522 (fax)
25 drodriguez@mofo.com

26 Scott Fredricks
27 CANTEY HANGER LLP
28 600 West Sixth Street
29 Suite 300

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

Fort Worth, Texas 76102
817.877.2800
817.877.2807 (fax)
sfredricks@canteyhanger.com

AUTHENTIC COPY
The original copy
file was electronically signed
using RealLegal technology

That § _____ is the deposition officer's
charges to the Defendants for preparing the original
deposition transcript and any copies of exhibits;
I further certify that I am neither counsel for,
related to, nor employed by any of the parties or
attorneys in the action in which this proceeding was
taken, and further that I am not financially or
otherwise interested in the outcome of the action.
Certified to be true _____, 2009.

Julie C. Brandt
Julie C. Brandt, CSR, RMR, CRR
Texas CSR No. 4018
Expiration Date: 12/31/10

Merrill Legal Solutions
Reg. No. 191
4144 North Central Expressway
Suite 850
Dallas, Texas 75204
800-966-4567

F

July 2007
"See What's New at AA.com" Direct Mail & Email Brief

Background

AA.com is launching a new campaign to support the introduction of three new functional tools that have been added to the site. The slogan for the campaign is: *See what's new at AA.com.*

This audience will be more leisure focused and less engaged with AA.com. We want to intrigue and induce this audience to visit AA.com. And, once we get them to the site, we want to further encourage them to take a trip by offering a 2K AAdvantage bonus mile offer to AAdvantage members and a 10% discount to Non-AAdvantage members.

We'd like to launch at the end of September.
Size of Audience: TBD

Objectives

- 1) Show off what's new at AA.com: AAdvantage Award Flight Search, Search by Price & Schedule and DealFinder®.
- 2) Encourage bookings on AA.com

Target Audience

~~Focus on Leisure Audience; Exclude Business Audiences~~
~~Not a great deal of flight activity on AA; and not a lot of bookings on AA.com (again, this is an audience that is more price sensitive)~~
~~Audience has history of booking on Online Travel Agencies (OTA)~~

Messaging

Call-To-Action:

- 1- See What's New at AA.com
- 2- Save by using the exclusive promotion code or bonus mile offer

Tone/Positioning

Exactly what the slogan says: *Come See What's New at AA.com.* Encouraging—enticing!

Concepting Assignment

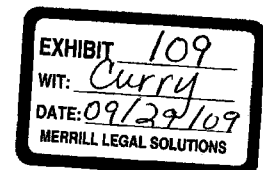
We're open to some interesting pieces. Something different that will catch the eyes of viewers—enough so that the viewer can't or shouldn't wait another minute to visit AA.com.

Deliverables

Direct mail/Email
Graphics/Banners

Mandatories

- AA.com logo/nose cone
- DealFinder®, Price & Schedule, AAdvantage Award Booking Tool logos



G

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

- Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For fiscal year ended December 31, 2004.
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-8400.

AMR Corporation

(Exact name of registrant as specified in its charter)

Delaware	75-1825172
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
4333 Amon Carter Blvd. Fort Worth, Texas	76155
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (817) 963-1234
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common stock, \$1 par value per share	New York Stock Exchange
9.00% Debentures due 2016	New York Stock Exchange
7.875% Public Income Notes due 2039	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2004, was approximately \$1.9 billion. As of February 18, 2005, 161,161,254 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Table of Contents

Increasing Competition and Historically Low Fare Levels Service over almost all of the Company's routes is highly competitive and fares remain at historically low levels. The Company faces vigorous competition from major domestic airlines, national, regional, all-cargo and charter carriers, foreign air carriers, LCCs, and, particularly on shorter segments, ground and rail transportation. Increasingly, the Company faces significant competition from LCCs and marketing/operational alliances formed by its competitors. The percentage of routes on which the Company competes with carriers having substantially lower operating costs has grown significantly over the past decade, and the Company now competes with LCCs on most of its domestic network. In addition, the Company must compete with carriers that have recently reorganized or are reorganizing, including under the protection of Chapter 11 of the Bankruptcy Code. It is possible that one or more other competitors may seek to reorganize in or out of Chapter 11. Successful completion of such out-of-court or Chapter 11 reorganizations could present the Company with competitors with lower operating costs derived from renegotiated labor, supply and financing contracts.

Certain alliances have been granted immunity from anti-trust regulations by governmental authorities for specific areas of cooperation, such as joint pricing decisions. To the extent alliances formed by its competitors can undertake activities that are not available to the Company, the Company's ability to effectively compete may be hindered.

Pricing decisions are significantly affected by competition from other airlines. Fare discounting by competitors has historically had a negative effect on the Company's financial results because the Company is generally required to match competitors' fares because failing to match would provide even less revenue. More recently, the Company has faced increased competition from carriers with simplified fare structures, which are generally preferred by travelers. In addition, in January 2005, Delta implemented a U.S.-wide simplified fare structure initiative, which the Company matched in most domestic markets. No assurance can be given that any fare reduction or fare simplification initiative will be offset by increases in passenger traffic, a reduction in costs or changes in the mix of traffic that would improve yields. In addition, several air carriers have recently reorganized or are reorganizing under Chapter 11 of the United States Bankruptcy Code, including United and US Airways. It is possible that other competitors may seek to reorganize in or out of Chapter 11. Historically, air carriers involved in reorganizations have undertaken substantial fare discounting in order to maintain cash flows and enhance customer loyalty.

~~Increased Pricing Transparency The increased use of the Internet as a travel distribution channel is resulting in a continuous increase in pricing transparency. The Internet has enabled cost conscious customers, including business travelers, to more easily obtain the lowest fare on any given route, which has reduced the Company's pricing power.~~

Cost Reduction Efforts As discussed in the Overview to this Item, the Company continues to seek to reduce its costs. The ability of the Company to further reduce its costs, particularly without affecting operational performance and service levels, is not assured.

Credit Ratings Since the Terrorist Attacks, AMR's and American's credit ratings have been lowered to significantly below investment grade. These reductions have increased borrowing costs and otherwise adversely affected borrowing terms, and limited borrowing options. Additional reductions in the credit ratings could further increase borrowing or other costs and further restrict the availability of future financing.

Availability and Terms of Financing To maintain sufficient liquidity as the Company continues to implement its restructuring and cost reduction initiatives, and because the Company has significant debt obligations maturing in the next several years, as well as substantial pension funding obligations, the Company will need continued access to additional financing, but there can be no assurance that such financing will be available on acceptable terms, if at all. The Company's ability to obtain future financing or to sell assets could be adversely affected because American has fewer unencumbered assets available than in years past. A very large majority of the Company's aircraft assets (including virtually all of the aircraft eligible for the benefits of Section 1110 of the U.S. Bankruptcy Code) have been encumbered. In addition, the market value of the Company's aircraft assets has declined in recent years and those assets may not maintain their current market value. Moreover, the Company's recent financial results, its substantial indebtedness, the difficult revenue environment it faces, and its reduced credit ratings, coupled with high fuel prices and the financial difficulties experienced in the airline industry, adversely affect the availability and terms of financing for the Company. The inability of the Company to obtain additional financing on acceptable terms would have a material adverse impact on its operations.