

CTJ ORIGINAL

**FILED
U.S. DISTRICT COURT
NORTHERN DIST. OF TX.
FT. WORTH DIVISION**

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

**2009 JAN -9 PM 3: 44
CLERK OF COURT**

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.

**REPLY APPENDIX IN SUPPORT OF
YAHOO! INC. AND OVERTURE SERVICES, INC.'S MOTION TO TRANSFER**

EXHIBIT	DOCUMENT	PAGE
F	Reply Declaration of Jim Weiss	35
G	2009 Sponsored Search & Content Match Insertion Order	37

CERTIFICATE OF SERVICE

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

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

Via Hand Delivery

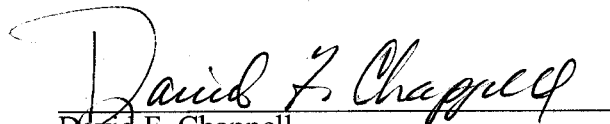
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Washington, DC 20036

Via CMRRR #

Date: January 9, 2009



David F. Chappell

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

AMERICAN AIRLINES, INC.,

Plaintiff,

V.

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

Defendants.

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

**REPLY DECLARATION OF JIM WEISS IN SUPPORT OF
YAHOO! INC. AND OVERTURE SERVICES, INC.'S MOTION TO TRANSFER**

I, Jim Weiss, declare as follows:

1. I am a Vice President of Business Affairs and Associate General Counsel for Yahoo! Inc. In this capacity, I have primary responsibility for all contracts between Yahoo! and/or Overture Services, Inc., on the one hand, and its or their advertisers, on the other hand. I submit this declaration in support of Yahoo! Inc.'s Motion to Transfer. The statements made herein are based on my personal knowledge.

2. As indicated in the Sponsored Search and Content Match Insertion Order attached to my November 19, 2008 Declaration as Exhibit B (Appendix at 6), American Airlines, acting through its agent Reprise Media, authorized the purchase of up to \$2 million in Yahoo! Sponsored Search advertising services in 2008. In fact, American Airlines purchased, and Yahoo! delivered approximately \$1.9 million in Sponsored Search advertising services during the period January - November 2008.

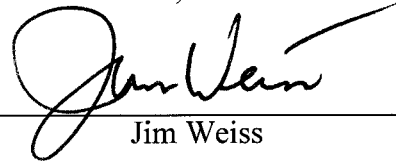
3. During the pendency of Yahoo!'s Motion to Transfer, Reprise executed another Sponsored Search and Content Match Insertion Order ("2009 Insertion Order") on behalf of American Airlines. A true and correction copy of the 2009 Insertion Order is included in the Appendix to Yahoo!'s motion at Exhibit G, Appendix page 37-38.

4. The 2009 Insertion Order expressly incorporates the Terms and Conditions I addressed in my November 19, 2008 Declaration. Those Terms and Conditions are included in the Appendix to Yahoo!'s Motion at Exhibit D, pages 11-18.

5. Pursuant to the 2009 Insertion Order and its incorporated Terms and Conditions, Yahoo! continues to provide Sponsored Search advertising services to American Airlines. For example, as of the date of this Declaration, if a user searches the Internet with Yahoo! for the term "aa cheap fares," an advertisement for American Airlines may be displayed in the "Sponsor Results" portions of Yahoo!'s search webpages.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

Executed on this 8th day of January, 2009 in Burbank, California.



Jim Weiss



55 Fifth Avenue, 16th Floor | New York, NY 10003 | p: 212.444.7474 | f:212.444.7387

fax transmission

TO: Yahoo Finance, Keith Shusser	FROM: Alex Staunton
COMPANY: Yahoo Inc	DATE: 12/17/2008
FAX NUMBER: (818) 524 -5556	TOTAL NO. OF PAGES INCLUDING COVER: 2
PHONE NUMBER: (212) 444 -7460	RE: AA.com (4022911540)

URGENT FOR REVIEW PLEASE COMMENT PLEASE REPLY PLEASE RECYCLE

notes/comments:



Attached find the IO for the AA.com Account (4022911540)

Please advise when this goes through.

Thanks!
Alex

reprisemedialogo

Alex Staunton
Media Analyst
P: 212.444.7460
F:212.444.7383

2006 Agency of the Year: Best Search

**SPONSORED SEARCH & CONTENT MATCH®
INSERTION ORDER**

This Insertion Order is subject to the terms and conditions set forth at <http://info.yahoo.com/legal/us/yahoo/advertising/masterterms/masterterms-322.html>.
This Insertion Order is not valid until signed by you, and Yahoo! Search Marketing makes your ads available on the Distribution Network.

Agency/Reseller Ref. No. _____

Contact Information

Company Name	Reprise Media - AA.com		
	Advertiser or Agency/Reseller (as applicable)		
Contact Name	Alex Staunton		
Title	Media Analyst		
Street Address	55 5th Ave, 18th Floor		
City/State/Zip/Country	New York, NY 10003		
Phone	212.444.7460	Ext	
Fax	212.444.7383		
Email	astaunton@reprisemedia.com		

Agency's/Reseller's Client Name _____

Billing Information

<input checked="" type="checkbox"/>	Check here if Billing Information is same as Contact Information		
Billing Contact	_____		
Billing Company	_____		
Street Address	_____		
City/State/Zip/Country	_____		
Phone	_____	Ext	_____
Fax	_____		
Email	_____		

Campaign Information

<input type="radio"/> New Account	<input checked="" type="radio"/> Change/Renewal		
Start Date	January	01	2009
End Date	December	31	2009
Account ID	4022911540		
Account Name	AA.com		

<input type="radio"/> No Cap ¹	
<input type="radio"/> Monthly Spend Cap(s) \$	_____
<input checked="" type="radio"/> Total Spend Cap	\$ 2,500,000

¹Subject to Advertiser or Agency/Reseller (as applicable) credit limit.

SIGNATURE

The Advertiser or Agency/Reseller set forth above has read and agrees to the terms and conditions set forth herein and at the URL listed above. The person signing below represents and warrants that he/she is duly authorized to execute this Insertion Order for and on behalf of the Advertiser or Agency/Reseller set forth above.

Upon signing, please fax back to (818) 524-5556.

Advertiser or Agency/Reseller
(as applicable) Signature

Alex Staunton

Print Name Alex Staunton

Title Media Analyst

Date 12/17/08

Yahoo! Sales Contact Information

Account Manager	Keith Slusser
Phone	212-381-6829
Email	ksslusser@yahoo-inc.com

Account Executive	Veronica Gutierrez
Phone	212-381-6994
Email	vg@yahoo-inc.com

Finance Approval _____	Approved Credit Limit \$ _____
Credit Line Move From Acct # _____ \$ _____	Existing Credit Line \$ _____
Date _____	Credit Terms _____