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U.S. DISTRICT COURT
NORTHERN DIST. OF TX
FT. WORTH DIVISION
2009 SEP 14 PM 4:03
CLERK OF COURT

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.

No. 4-08-8CV-626-A

**PLAINTIFF'S UNOPPOSED MOTION FOR LEAVE TO AMEND COMPLAINT
AND BRIEF IN SUPPORT**

Plaintiff American Airlines, Inc. ("American") seeks leave to file its First Amended Complaint. A copy of the proposed First Amended Complaint is attached to this motion as Exhibit A. Under the local rules, American tendered to the clerk at the same time this motion was filed the original and another copy of its First Amended Complaint.

I. REASON FOR AMENDMENT.

American seeks to (1) include additional factual allegations supporting its causes of action and (2) draft its Complaint in accordance with the Federal Rules of Civil Procedure. American learned about additional facts that support its causes of action through additional investigation of its claims against Defendants and the discovery received in this litigation.

II. ARGUMENT AND AUTHORITIES.

Rule 15(a) provides that "leave [to amend] shall be freely given when justice so requires." See *Foman v. Davis*, 371 U.S. 178, 182 (1962). Unless the opposing party can show prejudice, bad faith, or undue delay, a court should grant leave to file an amended pleading. *Id.* Here, the Defendants do not oppose this motion for leave to amend. American's Motion for

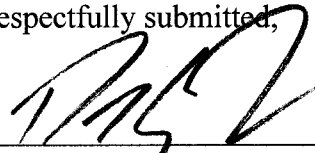
Leave to Amend its Complaint is neither made in bad faith nor based on any dilatory motive.

Thus, leave should be granted.

III. PRAYER

Plaintiff, American Airlines, Inc., respectfully requests that its motion to amend be granted and the Court grant it leave to amend its complaint.

Respectfully submitted,



Dee J. Kelly
State Bar No. 11217000
Dee J. Kelly, Jr.
State Bar No. 11217250
Lars L. Berg
State Bar No. 00787072
KELLY HART & HALLMAN LLP
201 Main Street, Suite 2500
Fort Worth, Texas 76102
(817) 332-2500 - phone
(817) 878-9280 - fax

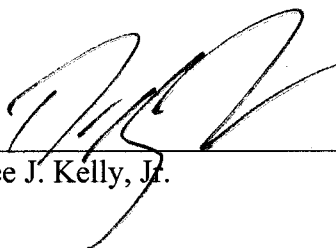
Frederick Brown (admitted *pro hac vice*)
George A. Nicoud III
State Bar No. 15017875
Jason Stavers (admitted *pro hac vice*)
GIBSON DUNN & CRUTCHER LLP
One Montgomery Street, Suite 3100
San Francisco, CA 94104
(415) 393-8204 – phone
(415) 374-8420 – fax

Howard S. Hogan (admitted *pro hac vice*)
GIBSON DUNN & CRUTCHER LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036
(202) 887-3640 – phone
(202) 530-9550 – fax

ATTORNEYS FOR PLAINTIFF

CERTIFICATE OF CONFERENCE

Counsel for American and counsel for Yahoo! have conferred with one another regarding the relief sought in this motion and counsel for Yahoo does not oppose the relief sought.



Dee J. Kelly, Jr.

CERTIFICATE OF SERVICE

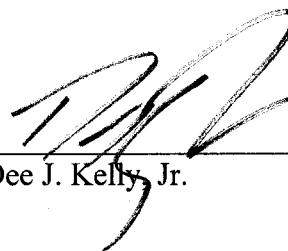
I certify that a true and correct copy of the foregoing was served on Defendants' counsel, via hand delivery or overnight delivery, on the 14th day of September, 2009:

Via Hand Delivery

David F. Chappell
Scott A. Fredricks
CANTEY HANGER LLP
Cantey Hanger Plaza
600 West Sixth Street, Suite 300
Fort Worth, Texas 76102

Via Overnight Delivery

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



Dee J. Kelly, Jr.