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

AMERICAN AIRLINES, INC., a Delaware corporation,	\$ \$ \$
Plaintiff, vs.	\$ \$ \$
SABRE, INC., a Delaware corporation; SABRE HOLDINGS CORPORATION, a Delaware corporation and SABRE TRAVEL INTERNATIONAL LTD., a foreign corporation, d/b/a SABRE TRAVEL NETWORK;	S S Civil Action No. 4:11-cv-00244-Y S
TRAVELPORT LIMITED, a foreign corporation, and TRAVELPORT, LP, a Delaware limited partnership, d/b/a TRAVELPORT;	\$ \$ \$ \$
and	§
ORBITZ WORLDWIDE, LLC, a Delaware limited liability company, d/b/a ORBITZ,	\$ \$ \$
Defendants.	§ §

DEFENDANT ORBITZ WORLDWIDE, LLC'S RESPONSE TO PLAINTIFF AMERICAN AIRLINES INC.'S MOTION FOR LEAVE TO FILE SECOND AMENDED COMPLAINT

Defendant Orbitz Worldwide, LLC ("Orbitz") hereby responds to plaintiff American

Airlines Inc.'s ("American") Motion for Leave to File a Second Amended Complaint.

This case is centered around a commercial dispute between the GDS defendants, Sabre

and Travelport, and American. Orbitz is one of many online travel companies and one of many

thousands of travel agencies. American first sued Orbitz by alleging that Orbitz was foreclosing

American's ability to sell airline tickets to its customers because of an agreement between Orbitz

and Travelport; American did so *after* it terminated "for convenience" Orbitz's ability to sell tickets on American flights and at a time when American was advertising that fact.

Orbitz moved to dismiss American's initial complaint. American amended its complaint. Both Orbitz's original motion to dismiss (filed May 25, 2011) and its motion to dismiss American's amended complaint (filed June 15, 2011) explained the numerous deficiencies in American's theory and the controlling authority mandating dismissal of the claims as to Orbitz.

Consistent with its previous complaints, American's latest proposed amendments predominantly concern the GDS defendants and not Orbitz. And those of its amendments which do reference Orbitz purport to concern only alleged reactions to American's own termination of Orbitz's ticketing authority. None cure the threshold deficiencies Orbitz raised previously. For that reason, resolution of the pending motions to dismiss will help narrow the remaining issues and frame future motion practice with respect to American's amended claims.

Orbitz therefore respectfully requests that the Court adjudicate the pending motions to dismiss – and the claims addressed therein – and then set a schedule by which the parties may separately brief any new claims raised by American's latest amendments.

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Respectfully submitted,

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CERTIFICATE OF SERVICE

On November 10, 2011, I electronically submitted the foregoing document with the clerk of the court for the U.S. District Court, Northern District of Texas, Fort Worth Division, using the electronic case filing system of the court. The electronic case filing system sent a "Notice of Electronic Filing" to the attorneys of record who have consented in writing to accept this Notice as service of this document by electronic means.

> <u>s/ Christopher S. Yates</u> Christopher S. Yates

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