Weil, Gotshal & Manges LLP

BY E-MAIL

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February 26, 2012

Yolanda Cornejo Garcia 1 214 746 8134 yolanda.garcia@weil.com

Carolyn H. Feeney, Esq.
Dechert LLP
Cira Centre
2929 Arch Street
Philadelphia, PA 19104-2808

Re: American Airlines, Inc. ("American") v. Travelport Ltd. ("Travelport"), et al., Case 4:11-cv-00244-Y (N.D. Tex.)

Dear Carrie:

After reviewing the ongoing production of documents by Travelport, we believe that certain documents must be shown to American's in house personnel in order to adequately prepare our case for trial. Pursuant to paragraph 13 of the protective order in this case, American requests that Travelport permit the documents listed below (by the bates number of the first page) to be seen by American's in house counsel Gary Kennedy, Bruce Wark and Donald Broadfield Jr. Please let us know by March 2, 2012 (five business days from today) whether Travelport is amenable to this request, or if not, why not. American also believes that many of these documents were improperly labeled as able to be seen only by outside counsel, and American reserves the right to challenge Travelport's confidentiality designations. In addition, American anticipates that further documents will be necessary to be shown to in-house personnel as this case progresses. Thank you for your attention to this.

<u>Travelport Documents</u>

TP-DOJ-0472052 TVP-DOJ-0112796 TVP-DOJ-0133467 TRVP003051 TRVP003148 TRVP007861 TRVP008024 Carolyn H. Feeney, Esq. February 26, 2012 Page 2

Sincerely,

/s Yolanda C. Garcia Yolanda Cornejo Garcia

Weil, Gotshal & Manges LLP

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February 26, 2012

Yolanda Cornejo Garcia +1 214 746 8134 yolanda.garcia@weil.com

Steven J. Kaiser Cleary Gottlieb Steen & Hamilton LLP 2000 Pennsylvania Avenue, N.W. Washington, D.C. 20006

Re: American Airlines, Inc. v. Travelport Limited, et al., Civ. Action No. 4:11-CV-244-Y (N.D. Texas)

Dear Steve:

After reviewing the ongoing production of documents by Sabre, we believe that certain documents must be shown to American's in house personnel in order to adequately prepare our case for trial. Pursuant to paragraph 13 of the protective order in this case, American requests that Sabre permit the documents listed below (by the bates number of the first page) to be seen by American's in house counsel Gary Kennedy, Bruce Wark, and Donald Broadfield Jr. Please let us know by March 2, 2012 (five business days from today) whether Sabre is amenable to this request, or if not, why not. The below American also believes that many of these documents were improperly labeled as able to be seen only by outside counsel, and American reserves the right to challenge Sabre's confidentiality designations. In addition, American anticipates that further documents will be necessary to be shown to in-house personnel as this case progresses. Thank you for your attention to this issue.

SBR0025120 SBR0027639 SBR0071657 SBR0071970 SBR0081135 SBR0083001 SBR0087844 SBR0088561 SBR0099346 SBR0103809 SBR0110833 SBR0129565 SBR0169171 SBR0177137

SBR0001467

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Steven J. Kaiser February 26, 2012 Page 2

SBR0179085 SBR0202606 SBR0238320 SBR0239895 SBR0248645 SBR0252371 SBR0289069 SBR0292409 SBR0332112 SBR0355631 SBR0368188 SBR20329485

SBR21189369 SBR22352182

Sincerely,

/s Yolanda C. Garcia

Yolanda Cornejo Garcia

From:

Pentz, Justin <justin.pentz@dechert.com>

Sent:

Friday, March 02, 2012 1:58 PM

To:

Garcia, Yolanda

Cc:

Allen, Margaret; Weiner, Michael; Feeney, Carolyn; Falls, Craig

Subject:

American Airlines, Inc. v. Travelport Limited, et al. - Response to 2/26 letter

Yolanda,

I write in response to your February 26, 2012 letter to Carrie Feeney in which you requested that Travelport give AA permission to show seven Travelport documents to Gary Kennedy, Bruce Wark, and Donald Broadfield Jr., all of whom are AA in-house counsel.

First, in the interest of clarity, your letter referred to two documents -- TVP-DOJ-0112796 and TVP-DOJ-0133467 -- that do not exist in Travelport's productions. We assume that you were referring to TP-DOJ-0112796 and TP-DOJ-0133467. Similarly, your letter refers to TRVP003148, which is not the beginning Bates number of any document in Travelport's production, but is rather the last page of a document beginning at TRVP003146. We assume that you meant to refer to TRVP003146. Please let me know if our assumptions are incorrect.

We are confused as to why AA believes that the documents cited in your letter "must be shown to American's in house personnel in order to adequately prepare [AA's] case for trial." As you know, Section 13 of the protective order allows a party to request that "certain limited pieces of information" be shared with its client despite a designation of "Outside Attorneys' Eyes Only." While we understand and appreciate that certain documents will need to be shared with our respective clients, particularly as we move closer to trial, we cannot understand how you would benefit from your client's explanation with regard to these documents. Six of the seven documents cited in your letter reflect communications between Travelport and its subscribers and the other document reflects a wholly internal Travelport discussion - how could AA personnel assist you in understanding these documents? Additionally, some of the documents reflect highly confidential, extremely sensitive details regarding Travelport's business. We are concerned about AA personnel having access to this information.

Notwithstanding our concerns, we are willing to consider your request and discuss with you an approach whereby we could both agree to share certain documents with our respective clients. Given AA's position in its response brief to Orbitz's motion to disclose certain documents to its in-house counsel (Doc. 248), it appears that you would support such an approach. You state in your brief that AA is "not opposed to a process by which all parties can agree, in an even handed manner, upon a core set of documents that are important for in-house counsel to review to help prepare the case for trial." I am happy to discuss your proposed approach further to determine if we can agree on a mutual process whereby we could identify documents to share with in-house counsel. Please let me know when you are available to discuss.

Justin N. Pentz Dechert LLP +1 215 994 2395 Direct +1 215 655 2395 Fax justin.pentz@dechert.com www.dechert.com

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CHARLES STELLING

JERENY J STEWARY

JESS C THEODORE

SUSAN TORZILLI

TEALE TOWELL

MARN W WALKER

BANTHER WINGERTER

BURN WITTHAM NAZNEEN MEHTA EINK WITTMAN LANRY WORK-DEMOOVSKI VEODNICA YEREZ

ASSECTATES.

' agmitted only to a bar other than that of the district of columbia Morning under the supervision of prince als of the Wacherston office

Writer's Direct Dial: +1 202 974 1554 E-Mail: skaiser@egsh.com

March 9, 2012

VIA ELECTRONIC MAIL

Yolanda Garcia, Esq. 200 Crescent Court, Suite 300 Dallas, TX 75201

Re: American Airlines, Inc. v. Travelport Ltd., et al., 4:11-cv-244-Y (N.D. Tex.)

Dear Yolanda:

Sabre is not willing to permit American's in house counsel to see the documents identified in your letter of February 26, 2012.

Minny Steven J. Kaiser

CLEARY GOTTLIEB STEEN & HAMILTON LLP OR AN AFFILIATED ENTITY HAS AN OFFICE IN EACH OF THE CITIES LISTED ABOVE

From: Garcia, Yolanda

Sent: Wednesday, March 21, 2012 1:20 PM

To: carolyn.feeney@dechert.com; Steven J Kaiser; Brendan.McShane@lw.com

Cc: justin.pentz@dechert.com; rob.addy@bartlit-beck.com; jason.daniels@lw.com; Allen,

Margaret; Zambrano, Angela; Velevis, Rob

Subject: American Airlines, Inc. v. Travelport, et al.

Attachments: Letter to C. Feeney - 2-26-12.pdf; Kaiser ltr.pdf; American Airlines, Inc. v. Travelport Limited,

et al. - Response to 2/26 letter

Carrie, Steve, and Brendan,

We write with respect to the parties' various requests to show certain documents designated under the protective order to our respective clients' in-house counsel. As you know, the protective order was the result of negotiations between all of the parties. However, to date, the parties have taken divergent positions with respect to which party has the burden as to whether a document can be shown to in-house counsel, and what that burden should be. In this regard, Orbitz previously filed a motion to permit its counsel to view certain documents produced by American. In that motion and reply in support, Orbitz sets forth the position that it would be American's burden to show that Orbitz's request to show documents to its in-house counsel is improper, or that the documents are somehow inappropriate for disclosure. Orbitz's view is in conflict with Sabre's: American previously requested that Sabre permit American's in-house counsel to view certain documents designated by Sabre, and Sabre flatly refused without any explanation as to why such disclosure is inappropriate. American has also asked Travelport to permit American's in-house counsel to view certain documents designated by Travelport, and Travelport position appears to be that American should be obligated to show how its outside counsel would benefit from showing the documents to in-house personnel, and how this need outweighs Travelport's interests in keeping the information from being disclosed. That said. Travelport also said that it would be willing to consider an approach whereby the parties could agree to share certain documents with the respective clients.

This correspondence is attached so that everyone can review the various positions of the parties.

At present, as this correspondence shows, there are divergent tacks taken by the parties with respect to the framework under which permission should be given to a receiving party to show documents designated by the producing party under the protective order to in-house counsel. We do not think it makes sense for these issues to be resolved through piecemeal negotiations or serial motions to the Court, all of which risk inconsistent results under the protective order. Instead, American believes that these issues and the standard that should be used under the negotiated protective order to determine which documents can be reviewed by in-house counsel once a request is made should be resolved through a group conference.

Accordingly, pursuant to the parties' obligations under *Dondi Properties Corp. v. Commerce Savings* & Loan Assoc., 121 F.R.D. 284, 286 (N.D. Tex. 1988), we write to you to request that the parties confer on an approach whereby we could come to an agreement as to a process by which certain documents designated under the protective order can be shown to our respective clients. Please let us know if you are available tomorrow to discuss.

Sincerely,

Yolanda Garcia