

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

AMERICAN AIRLINES, INC.,)	
)	
Plaintiff,)	
)	
TRAVELPORT LIMITED, a foreign)	
corporation, and TRAVELPORT, LP, a)	Civil Action No. 4:11-cv-0244-Y
Delaware limited partnership, d/b/a)	
TRAVELPORT;)	
)	
And)	
)	
ORBITZ WORLDWIDE, LLC,)	
a Delaware limited liability company,)	
d/b/a ORBITZ,)	
)	
Defendants.)	

**TRAVELPORT’S FRCP 12(b)3 AND 28 U.S.C. §1406(a) MOTION TO DISMISS
OR TRANSFER AMERICAN AIRLINES’ COMPLAINT**

Defendants Travelport Limited and Travelport, LP (collectively “Travelport”) file their FRCP 12(b)3) and 28 U.S.C. §1406(a) motion to dismiss or transfer for improper venue, and in support thereof would respectfully show the Court as follows:

1. Plaintiff American Airlines, Inc.’s (“AA”) antitrust and other claims arise out of AA’s commercial agreement with Travelport, and that agreement requires that venue for any such suit is only proper in a state or federal court in Cook County, Illinois.
2. AA’s claims against Orbitz are also subject to the forum selection clause, because Orbitz is “closely related” to Travelport. Orbitz was a wholly-owned subsidiary of Travelport until 2007, and Travelport and Orbitz are yet today owned by a common corporate parent.

3. Travelport is entitled to the fees and costs it has incurred to enforce the parties' contractual obligations and address this improper filing by AA. The payment of such fees and costs is required by the parties' contract.

As explained more fully in the accompanying memorandum in support, Travelport thus requests that the Court dismiss all of AA's claims, or, in the interests of justice, transfer this action to the Northern District of Illinois, the venue mandated by the forum selection clause that governs AA's action.

Dated: May 25, 2011

Respectfully submitted,

/s/ Walker C. Friedman

Walker C. Friedman

Michael L. Weiner
michael.weiner@dechert.com
DECHERT LLP
1095 Avenue of the Americas
New York, New York 10036-6797
212.698.3608
212.698.3599(Fax)

Mike Cowie
mike.cowie@dechert.com
Craig Falls
craig.falls@dechert.com
DECHERT LLP
1775 I Street, NW
Washington, D.C. 20006-2401
202.261.3300
202.261.3333 (Fax)

Walker C. Friedman
State Bar No. 07472500
wcf@fsclaw.com
Christian D. Tucker
State Bar No. 00795690
tucker@fsclaw.com
FRIEDMAN, SUDER & COOKE, P.C.
Tindall Square Warehouse No. 1

604 East 4th Street, Suite 200
Fort Worth, Texas 76102
817.334.0400
817.334.0401 (Fax)

John T. Schriver
JTSchriver@duanemorris.com
Paul E. Chronis
pechronis@duanemorris.com
DUANE MORRIS LLP
Suite 3700
190 South LaSalle Street
Chicago, Illinois 60603-3433
312.499.6700
312.499.6701 (Fax)

**ATTORNEYS FOR DEFENDANTS
TRAVELPORT LIMITED and
TRAVELPORT, LP**

CERTIFICATE OF CONFERENCE

I hereby certify that on the 24th day of May, 2011, I conferred via telephone with counsel for Plaintiff, Michelle Hartmann, regarding the merits of this Motion. Based upon that conversation, it appears that Plaintiff is opposed to this Motion. Therefore, this Motion is submitted to the Court for determination.

/s/ Walker C. Friedman

Walker C. Friedman

CERTIFICATE OF SERVICE

I hereby certify that on the 25th day of May, 2011, I electronically filed 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.

/s/ Walker C. Friedman

Walker C. Friedman