

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

American Airlines, Inc., a Delaware corporation,)
)
 Plaintiff,)
)
 vs.)
)
 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.)

Civil Action No.: 4:11CV00244

**DECLARATION OF MICHAEL S. GILLILAND IN SUPPORT OF SABRE INC.
AND SABRE TRAVEL INTERNATIONAL'S MOTION
FOR LEAVE TO INTERVENE**

The following Declaration of Michael S. Gilliland, executed under the penalty of perjury on May 27, 2011, is submitted in support of Sabre Inc. and Sabre Travel International Ltd.'s Motion for Leave to Intervene as Defendants, pursuant to 28 U.S.C. § 1746.

On this day personally appeared Michael S. Gilliland, who being known to me and being duly sworn, stated upon oath as follows:

1. My name is Michael S. Gilliland. I currently serve as Chairman and CEO of Sabre Holdings Corporation and Sabre Inc. I am over the age of 18 and competent to testify about the matters set forth in this Affidavit.

2. In my professional capacity, I am responsible for, among other things, managing the operations of Sabre Inc. and Sabre Travel International Ltd. (collectively "Sabre").

3. On January 10, 2011, American Airlines, Inc. ("American") filed a breach of contract action against Sabre in Tarrant County, Texas, seeking a temporary restraining order and temporary injunction prohibiting Sabre from increasing the prices it charged American or from de-preferencing American's fares in Sabre's GDS displays.

4. During several conversations in and around mid-January, after American had filed suit, an American executive told me that American intended to file an antitrust suit against Sabre if the parties did not agree to a temporary stand down of the ongoing litigation in order to engage in further contract negotiations.

5. On January 23, 2011, Sabre and American entered a temporary stand down agreement having a June 1, 2011 expiration date.


MICHAEL S. GILLILAND