

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

AMERICAN AIRLINES, INC.

Plaintiff,

VS.

TRAVELPORT LIMITED, et al.

Defendants.

CIVIL ACTION NO. 4:11-CV-244-Y

**APPENDIX IN SUPPORT OF SABRE DEFENDANTS' UNOPPOSED MOTION  
TO PERMANENTLY SEAL TOGETHER WITH BRIEF IN SUPPORT**

Exhibit	Description	Sabre Appx.
A	Camille Penniman Declaration in Support of Motion to Permanently Seal	001-017

Dated: October 14, 2013

Respectfully submitted,

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## **CERTIFICATE OF SERVICE**

I hereby certify that all counsel of record who are deemed to have consented to electronic service are being served with a copy of the foregoing document via the Court's CM/ECF system pursuant to the Court's Local Rule 5.1(d) on October 14, 2013.

/s/ Scott A. Fredricks

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Scott A. Fredricks

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



AMERICAN AIRLINES, INC.

Plaintiff,

VS.

TRAVELPORT LIMITED, et al.

Defendants.

CIVIL ACTION NO. 4:11-CV-244-Y

**DECLARATION OF CAMILLE PENNIMAN IN SUPPORT OF THE  
SABRE DEFENDANTS' UNOPPOSED MOTION TO SEAL**

I, Camille Penniman, declare as follows:

1. I currently serve as Associate General Counsel for Sabre Inc. I have worked at Sabre since 2006 and have held my current position since 2008. In my position, I am knowledgeable about the confidential and proprietary Sabre information described below and contained in the documents, transcripts and exhibits described herein. Through my professional activities and based on my experience I am able to evaluate the competitive sensitivity of such information. I am authorized on behalf of Sabre Inc. to testify about the matters set forth herein.

2. I make this declaration in support of Sabre's motion to seal. I have personal knowledge of the facts set forth herein, and if called upon to do so, I could and would competently testify thereto. Furthermore, I have personally reviewed those portions of the documents described herein that contain Sabre confidential and proprietary information. Immediate and irreparable injury would result to Sabre if the confidential and proprietary information contained in the documents identified herein were publicly disclosed.

3. Many of the documents identified herein also contain Sabre's customer's confidential information, the public disclosure of this information would cause injury to Sab of which could jeopardize those other companies' competitive positions, strategies and plans. The confidential customer information is not generally known beyond those parties, is valuable to those parties, and would be difficult for third-parties to legitimately acquire or duplicate. In most cases, Sabre and its customers have entered formal confidentiality agreements to prevent or limit public disclosure of this information.

4. The sealed filings listed below contain highly confidential, proprietary and trade secret information concerning the terms and conditions of commercial relationships between Sabre and third parties, the disclosure of which would benefit a competitor. These contracts contain confidential provisions, including pricing terms, separately negotiated between Sabre and its customers. These customers include travel agencies and airlines. Significantly, no two major airlines have the same terms and conditions in their contracts with Sabre. The terms of these contracts are highly confidential as they relate to how Sabre operates its business. This information is not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, highly confidential negotiating positions, and Sabre's relationship with its customers and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of Sabre's customers to get a window into the strategies of those customers. I personally reviewed and confirmed the Sabre highly confidential and proprietary information contained in the following materials:

- a. *The Appendix in Support of Sabre Motion to Dismiss* (Doc. 99) (filed July 13, 2011) contains the confidential Distribution Content and Modified Payments

Amendment between American and Sabre. This is the contract between Sabre and American Airlines that was the subject of this proceeding. The terms of these major airline contracts are separately negotiated and no two major airlines have the same terms and conditions in their contracts with Sabre. This contract is highly confidential, its material terms are not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with American Airlines and thus threaten Sabre's competitive position with American Airlines, other airlines, and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies of this Sabre customer.

- b. The *Appendix in Support of Travelport's Response in Opposition to Plaintiff American Airlines, Inc.'s Motion for Reconsideration* (Doc. 183) (filed January 9, 2012) contains a PowerPoint presentation that discloses confidential financial and other material terms of the stand down agreement negotiated between American Airlines and Sabre in January 2011. These confidential terms were negotiated between Sabre and American during the state court litigation associated with this lawsuit, the terms are highly confidential, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with American Airlines and thus threaten Sabre's competitive position with American Airlines, other airlines, and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies of this Sabre customer.
- c. The *Appendix in Support of American Airlines Inc.'s Reply to Travelport's Response in Opposition to American's Motion for Reconsideration of the Court's November 21, 2011 Order* (Doc. 203) (filed January 23, 2012) discloses details of Sabre's confidential contracts with a number of major travel agencies. Like the terms of its major airline contracts, the terms of Sabre's travel agency contracts are separately negotiated. These contracts are highly confidential, their material terms are not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and travel agency customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with its major travel agency customers and thus threaten Sabre's competitive position. Disclosure of this information would also allow competitors of Sabre's travel agency customers to get a window into the strategies of those Sabre customers.
- d. The *Appendix in Support of Orbitz' Motion for Order Permitting it to Share Certain Documents* (Doc. 225) (filed February 9, 2012) describes confidential financial and other material terms of the stand down agreement negotiated between American Airlines and Sabre in January 2011. These confidential terms

were negotiated between Sabre and American during the state court litigation associated with this lawsuit, the terms are highly confidential, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with American Airlines and thus threaten Sabre's competitive position with American Airlines, other airlines, and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies of this Sabre customer.

- e. *The Appendix in Support of American Airlines' Motion to Compel Deposition of Sabre Witnesses and Motion for Expedited Treatment* (Doc. 378) (filed July 25, 2012) contains an email and PowerPoint slide decks that reveal highly confidential and proprietary strategic planning performed by Sabre related to its airline and travel agency relationships, contracts, and negotiation strategy. This information is not generally known outside Sabre, and access to this information is controlled even within Sabre. Furthermore, this confidential and proprietary information was developed and prepared at substantial expense to Sabre, is extremely valuable to Sabre, and could not be easily or inexpensively acquired or duplicated by Sabre's competitors. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, highly confidential negotiating strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position both with its customers and its competitors.
- f. *The Appendix of Exhibits in Support of Sabre Defendants' Response to American's Motion to Compel the Second Deposition of Sabre Witnesses & Motion for Protection* (Doc. 384) (filed August 15, 2012) contains an excerpt from the expert report of M. Ray Perryman, PhD that includes a damages analysis based, in part, upon highly confidential Sabre financial data regarding booking fees contained in the contract between American Airlines and Sabre. As stated above, the terms of these major airline contracts are separately negotiated and no two major airlines have the same terms and conditions in their contracts with Sabre. The American-Sabre contract is highly confidential, its material terms are not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with American Airlines and thus threaten Sabre's competitive position with American Airlines, other airlines, and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies of this Sabre customer.
- g. *Attached to American Airlines, Inc.'s Combined Emergency Motion to Lift the Stay for the Limited Purpose of Determining Whether American Can Use O'Hara Deposition Testimony in the Tarrant County Case and Motion for Expedited*

*Treatment and Memorandum in Support Thereof* (Doc. 414) (filed October 15, 2012) is the transcript of the state court deposition of Sam Gilliland, Sabre's C.E.O. This transcript contains, among other things, testimony concerning the highly confidential financial terms of the contract between American Airlines and Sabre. As stated above, the terms of these major airline contracts are separately negotiated and no two major airlines have the same terms and conditions in their contracts with Sabre. The American-Sabre contract is highly confidential, its material terms are not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with American Airlines and thus threaten Sabre's competitive position with American Airlines, other airlines, and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies of this Sabre customer.

- h. The *Appendix in Support of Plaintiff American Airlines, Inc.'s Motion to Authorize Deposit Into Court Registry and for Expedited Trial* (Doc. 456) (filed February 25, 2013) contains a copy of the July 25, 2012 expert report of M. Ray Perryman, PhD – American Airlines' damages expert. This expert report includes a damages analysis that discloses highly confidential Sabre financial data regarding booking fees contained in the contract between American Airlines and Sabre. As stated above, the terms of these major airline contracts are separately negotiated and no two major airlines have the same terms and conditions in their contracts with Sabre. The American-Sabre contract is highly confidential, its material terms are not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, Sabre's highly confidential negotiating positions, and Sabre's relationship with American Airlines and thus threaten Sabre's competitive position with American Airlines, other airlines, and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies of this Sabre customer.

5. The sealed filings in this proceeding also contain documents that disclose details of the confidential negotiations Sabre has engaged in. The details of these negotiations are highly confidential and not disclosed outside the company. In many cases, these negotiations reveal the material terms that are contained in consummated confidential contracts. This information is not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, highly confidential



negotiating positions, and Sabre's relationship with its customers and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of Sabre's customers to learn the confidential business strategies of those customers. I personally reviewed and confirmed the Sabre highly confidential and proprietary information contained in the following materials:

- a. Attached to *American Airlines Inc.'s Motion for Leave to File Under Seal* (Doc. 52) (filed June 1, 2011) is a copy of American's First Amended Complaint that contains details of the negotiations between Sabre and US Airways. The details of these negotiations are highly confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
- b. American Airlines' *First Amended Complaint* (Doc. 70) (filed June 9, 2011) contains details of contract negotiations between Sabre and US Airways. The details of these negotiations are highly confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
- c. Attached to the *Appendix in Support of American Airlines Inc.'s Response to Travelport's September 9, 2011 Letter* (Doc. 139) (filed September 16, 2011) is an email string that discloses confidential details of the negotiations and negotiation strategy between Sabre and the Ukrainian airline Aerosvit. The details of these negotiations and strategy are highly confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.

The *Appendix* (Doc. 139) also contains a draft media strategy memo that describes aspects of the negotiation and media strategy related to negotiations between American Airlines and Sabre. This information is highly confidential and not disclosed outside the company. The information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand

Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.

- d. *American Airlines Inc.'s Motion for Leave to File Second Amended Complaint and Brief in Support* (Doc. 148) (filed October 20, 2011) contains a copy of American Airlines' Second Amended Complaint. Like the First Amended Complaint, the Second Amended Complaint contains details of the negotiations between Sabre and US Airways. The details of these negotiations are highly confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
- e. American Airlines' *Second Amended Complaint* (Doc. 159) (filed December 5, 2011) contains details of the negotiations between Sabre and US Airways. The details of these negotiations are highly confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
- f. The *Appendix of Exhibits to Travelport's Memorandum in Support of Travelport's Rule 12(b)(6) Motion to Dismiss the Third Through Sixth Claims for Relief in Plaintiff's Second Amended Complaint* (Doc. 171) (filed December 22, 2011) contains an email string between executives of Sabre and US Airways that discloses confidential technical and strategic initiatives the two companies were exploring and negotiating. These negotiations were confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.

This *Appendix* (Doc. 171) also contains an email string between two of Sabre's top executives, Tom Klein and Sam Gilliland, that discloses details of Sabre's confidential strategy in contract negotiations with American Airlines as well as strategic business combinations Sabre was exploring. This information is highly confidential and not disclosed outside the company. The information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, Sabre's strategic initiatives, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.

- g. The *Appendix in Support of American Airlines Inc.'s Reply to Travelport's Response in Opposition to American's Motion for Reconsideration of the Court's November 21, 2011 Order* (Doc. 203) (filed January 23, 2012) attaches a copy of American Airlines' *Second Amended Complaint*. As described above, the *Second Amended Complaint* contains details of the negotiations between Sabre and US Airways. The details of these negotiations are highly confidential and not disclosed outside the company. This information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
- h. The *Appendix in Support of American Airlines Inc.'s Motion to Compel Travelport's Production of Documents in Response to American Airlines Inc.'s Third, Fourth, and Fifth Requests for Production of Documents, and Memorandum in Support Thereof* (Doc. 281) (filed April 2, 2012) contains a confidential internal email string between Sabre's then-President, Tom Klein, and its then-CEO, Sam Gilliland, that discloses details of Sabre's confidential strategy in contract negotiations with American Airlines as well as strategic business combinations Sabre was exploring. This information is highly confidential and not disclosed outside the company. The information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential negotiation strategies, Sabre's strategic initiatives, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
- i. Attached to *American Airlines, Inc.'s Combined Emergency Motion to Lift the Stay for the Limited Purpose of Determining Whether American Can Use O'Hara Deposition Testimony in the Tarrant County Case and Motion for Expedited Treatment and Memorandum in Support Thereof* (Doc. 414) (filed October 15, 2012) is the transcript of the state court deposition of Sam Gilliland, Sabre's C.E.O. This transcript contains, among other things, testimony concerning Sabre's highly confidential negotiating strategies relating to American Airlines as well as highly confidential discussions concerning business transactions Sabre was considering in the GDS marketplace. This information is highly confidential and not disclosed outside the company. The information is not generally known outside Sabre and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential strategic initiatives, negotiation strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position.
6. The sealed filings in this proceeding also disclose confidential financial information and other proprietary, non-public data from January 1, 2009 to the present. The

documents listed below reveal non-public strategic analysis and financial information relating to Sabre – a privately-held company – as well as highly confidential financial information that relates to Sabre’s customers. This information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre’s competitors and customers to understand Sabre’s proprietary confidential business strategies, financial standing and status, and thus threaten Sabre’s competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of Sabre’s customers to get a window into the strategies and financial positions of those customers. I personally reviewed and confirmed the Sabre highly confidential and proprietary information contained in the following materials:

- a. *American Airlines Inc.’s Response in Opposition to Sabre’s Motion to Dismiss Pursuant to Rule 12(b)(6)* (Doc. 124) (filed August 3, 2011) discloses the amount of annual payments made by American Airlines to Sabre. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre’s competitors and customers to understand Sabre’s proprietary confidential business strategies, financial standing and status, and thus threaten Sabre’s competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.
- b. *American Airlines Inc.’s Response to Travelport’s September 9, 2011 Letter* (Doc. 138) (filed September 16, 2011) contains a financial analysis of aspects of the confidential contractual relationship between Sabre and American Airlines. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre’s competitors and customers to understand Sabre’s proprietary confidential business strategies, financial standing and status, and thus threaten Sabre’s competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.
- c. Attached to the *Appendix in Support of American Airlines Inc.’s Response to Travelport’s September 9, 2011 Letter* (Doc. 139) (filed September 16, 2011) is an email string that contains a confidential financial analysis of the business

relationship between American Airlines and Sabre. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.

The *Appendix* (Doc. 139) also contains an email string that describes a confidential analysis of American Airlines booking trends and the financial impact of marketplace activity. This information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.

- d. *American Airlines Inc.'s Response to Travelport's September 23 Filing and Sabre's September 26 Filing* (Doc. 143) (filed September 30, 2011) contains details of a confidential strategic analysis concerning the financial impact of certain business strategies being considered by Sabre in its relationship with American Airlines. This information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the financial position of that airline customer.
- e. *American Airlines Inc.'s Motion for Leave to File Second Amended Complaint and Brief in Support* (Doc. 148) (filed October 20, 2011) contains a copy of American Airlines' Second Amended Complaint. The Second Amended Complaint discloses financial results and expected earnings from booking fees Sabre was considering. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.
- f. *American Airlines' Second Amended Complaint* (Doc. 159) (filed December 5, 2011) discloses financial results and expected earnings from booking fees Sabre was considering. This financial information is highly sensitive, not generally

known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies and financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

- g. The *Appendix of Exhibits to Travelport's Opposition to Plaintiff American Airlines, Inc.'s Motion for Protective Order with Respect to Travelport's Request for Admissions and Interrogatories* (Doc. 175) (filed December 28, 2011) includes a PowerPoint presentation that discloses data related to Sabre customers booking flights on American Airlines. This data is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

The *Appendix* (Doc. 175) also contains a PowerPoint presentation that discloses confidential financial data concerning earnings Sabre makes from American Airline bookings. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.

- h. The *Appendix in Support of Travelport's Response in Opposition to Plaintiff American Airlines, Inc.'s Motion for Reconsideration* (Doc. 183) (filed January 9, 2012) includes a PowerPoint presentation that discloses data related to Sabre customers booking flights on American Airlines. This data is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

The *Appendix* (Doc. 183) also contains a PowerPoint presentation that discloses confidential financial data concerning earnings Sabre makes from American Airline bookings. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also

allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.

- i. The *Appendix of Exhibits to Travelport's Response in Opposition to Plaintiff American Airlines, Inc.'s Motion to Extend Scheduling Order Deadlines* (Doc. 185) (filed January 10, 2012) contains a PowerPoint presentation that details confidential financial details of the American Airlines/Sabre business relationship. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.

The *Appendix* (Doc. 185) also includes a PowerPoint presentation that discloses data related to Sabre customers booking flights on American Airlines. This data is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

- j. The *Appendix in Support of Sabre's Response to American Airlines' Motion to Extend Scheduling Order Deadlines* (Doc. 190) (filed January 12, 2012) contains an email string that discloses confidential booking data of a Sabre travel agent customer. This data is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of this travel agent customer to get a window into the strategies and financial position of that airline customer.
- k. The *Appendix in Support of American Airlines Inc.'s Reply to Travelport's Response in Opposition to American's Motion for Reconsideration of the Court's November 21, 2011 Order* (Doc. 203) (filed January 23, 2012) contains a copy of American's proposed *Third Amended Complaint* that discloses financial results and expected earnings from American booking fees. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies and financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

1. *Travelport's Response to Plaintiff's Motion to File Supplemental Brief in Support of its Motion to Extend Scheduling Order Deadlines* (Doc. 223) (filed February 7, 2012) contains a PowerPoint presentation that discloses confidential financial data concerning earnings Sabre makes from American Airline bookings. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.
- m. *The Appendix in Support of Defendant Orbitz Worldwide, LLC's Motion for an Order Permitting it to Share Certain Documents with In-House Counsel Pursuant to the Protective Order* (Doc. 225) (filed February 9, 2012) contains a PowerPoint presentation that discloses confidential financial data concerning earnings Sabre makes from American Airline bookings. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.
- n. *The Appendix to Motion by the Travelport Defendants to Compel Discovery and for Sanctions* (Doc. 231) (filed February 14, 2012) includes a PowerPoint presentation that discloses data related to Sabre customers booking flights on American Airlines. This data is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.
- o. *The Appendix to Motion by Defendants Travelport and Orbitz (A) for Leave to Take Up to Twenty-Five Fact Depositions and (B) for Expedited Treatment* (Doc. 327) (filed May 16, 2013) contains a PowerPoint slide deck that discloses details of Sabre's capital structure and revenue from American Airlines bookings. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies and financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.



This *Appendix* (Doc. 327) contains another PowerPoint slide deck that discloses Sabre and Travelocity financial information including amount of revenue generated from various business segments and detail related to the number and dollar value of American bookings. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies and financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

- p. The *Appendix in Support of American Airlines' Motion to Compel Deposition of Sabre Witnesses and Motion for Expedited Treatment* (Doc. 378) (filed July 25, 2012) contains an email and PowerPoint slide decks that reveal highly confidential and proprietary strategic planning and financial analyses performed by Sabre related to its airline and travel agency relationships, contracts, and negotiation strategy. This information is not generally known outside Sabre, and access to this information is controlled even within Sabre. Furthermore, this confidential and proprietary information was developed and prepared at substantial expense to Sabre, is extremely valuable to Sabre, and could not be easily or inexpensively acquired or duplicated by Sabre's competitors. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, highly confidential negotiating strategies, and Sabre's relationship with its customers and thus threaten Sabre's competitive position both with its customers and its competitors.
- q. The *Appendix of Exhibits in Support of Sabre Defendants' Response to American's Motion to Compel the Second Deposition of Sabre Witnesses & Motion for Protection* (Doc. 384) (filed August 15, 2012) contains an excerpt from the expert report of M. Ray Perryman, PhD that includes a damages analysis that discloses highly confidential Sabre financial data regarding booking fees contained in the contract between American Airlines and Sabre. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.
- r. Attached to *American Airlines, Inc.'s Combined Emergency Motion to Lift the Stay for the Limited Purpose of Determining Whether American Can Use O'Hara Deposition Testimony in the Tarrant County Case and Motion for Expedited Treatment and Memorandum in Support Thereof* (Doc. 414) (filed October 15, 2012) are the transcripts of the state court depositions of Sam Gilliland (Sabre's then-CEO) and Tom Klein (Sabre's then-President). Mr. Gilliland's transcript contains, among other things, testimony concerning highly confidential financial

details of the commercial relationship between American Airlines and Sabre, including confidential financial information about the impact on Sabre if American Airlines pulled content from the Sabre GDS. This financial information is highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors. Disclosure of this information would also allow competitors of American Airlines to get a window into the strategies and financial position of that airline customer.

The deposition transcripts of Mr. Gilliland and Mr. Klein attached to the *Appendix* (Doc. 414) also disclose highly confidential information about strategic business combinations considered by Sabre as well as strategic plans concerning an initial public offering considered by Sabre. These confidential strategic business analyses and plans are highly sensitive, not generally known outside Sabre, and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies and thus threaten Sabre's competitive position both with its customers and its competitors.

- s. The *Appendix in Support of Plaintiff American Airlines, Inc.'s Motion to Authorize Deposit Into Court Registry and for Expedited Trial* (Doc. 456) (filed February 25, 2013) contains a copy of the July 25, 2012 expert report of M. Ray Perryman, PhD – American Airlines' damages expert. This expert report includes a damages analysis that discloses highly confidential Sabre financial data including disclosure of revenues by business line, operating income and EBITDA from 2007 through 2011. Sabre is a privately-held company thus its financial information is highly confidential and access to this information is controlled even within Sabre. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies, financial standing and status, and thus threaten Sabre's competitive position both with its customers and its competitors.

7. The sealed filings in this proceeding also contain documents that disclose highly confidential and proprietary information regarding new products or product enhancements Sabre is developing but has not yet disclosed, including non-public Sabre technology or planned technology. I personally reviewed and confirmed that the *Appendix in Support of American Airlines' Motion to Compel Deposition of Sabre Witnesses and Motion for Expedited Treatment* (Doc. 378) (filed July 25, 2012) contains an email and PowerPoint slide decks that reveal highly confidential and proprietary information concerning new products, product enhancements, non-

public Sabre technology, and Sabre technology under development at Sabre. This information is highly sensitive and not generally known outside Sabre, and access to this information is controlled even within Sabre. Moreover, these new product enhancements and technologies are developed and prepared at substantial expense to Sabre, are extremely valuable to Sabre, and could not be easily or inexpensively acquired or duplicated by Sabre's competitors. Disclosure of this information could be used by Sabre's competitors and customers to understand Sabre's proprietary confidential business strategies and thus threaten Sabre's competitive position both with its customers and its competitors.

8. The public disclosure of the filings set forth above and the highly sensitive and confidential strategic business information contained in them could be used by Sabre's competitors and customers to obtain an unfair competitive advantage that they could not otherwise legitimately obtain without tremendous effort and expense. For example, Sabre operates in an extremely competitive environment so Sabre's GDS competitors could use revelation of Sabre's confidential information to alter their own business models or technology planning. Likewise, Sabre's airline customers could use the confidential information improperly in future negotiations with Sabre (as they have done in the past). The confidential proprietary customer information revealed in the documents and transcripts could also be used by those customers' competitors to uncover confidential business strategies if they were publicly disclosed in this judicial proceeding. For example, Sabre's travel agency customers also operate in a highly competitive market. Public disclosure of those agencies' confidential contractual relationships with Sabre as well as technology developments could threaten those customers' competitive positions.

9. In sum, I have concluded that public disclosure of the documents listed above would cause serious and substantial harm to the competitive standing of Sabre and certain of its customers. As shown above, permanently sealing the specified materials is the only way to ensure that the highly confidential, trade secret, and proprietary material that is contained in them does not become available to Sabre's competitors and customers and thus undermine the competitive advantages Sabre has gained through years of investments in technology, business strategies, and customer relationships.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11<sup>th</sup> day of October 2013.

  
Camille Penniman