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ADMITTED IN NEW YORK AND BRUSSELS

ADMITTED ONLY TO A MAN OTHER THAN THAT OF
THE DISTRICT OF COLUMBIA, HOLDING UNDER THE
SUPERVISION OF PRINCIPALS OF THE WASHINGTON F

November 2, 2001

Donald S. Clark, Secretary, p. 2

Please acknowledge receipt of this letter and its enclosures by date-stamping the enclosed copy of this letter and returning it to our waiting messenger.

Should you have any questions, please do not hesitate to contact me at (202) 974-1920.

Very truly yours,

George S. Cary / TD

George S. Cary

Enclosures

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
POLYGRAM HOLDING, INC.,)
a corporation,)
)
DECCA MUSIC GROUP LIMITED,)
a corporation,)
)
UMG RECORDINGS, INC.,)
a corporation,)
)
and)
)
UNIVERSAL MUSIC & VIDEO)
DISTRIBUTION CORP.,)
a corporation.)

Docket No. 9298



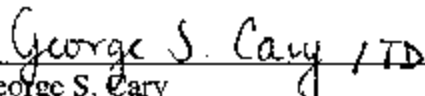
WARNER COMMUNICATIONS INC.'S REQUEST
FOR LEAVE TO FILE A REPLY BRIEF

Warner Communications Inc. v. Federal Trade Commission, Docket No. 9298

[REDACTED]

Warner respectfully submits that the attached Reply Memorandum rebuts Respondents' new assertions and will further assist Your Honor in considering Warner's Motion to Modify the Protective Order.

Respectfully submitted,


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Counsel for Warner Communications Inc.

Dated: November 2, 2001

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)
)
)

POLYGRAM HOLDING, INC.,)
a corporation,)
)

DECCA MUSIC GROUP LIMITED,)
a corporation,)
)

UMG RECORDINGS, INC.,)
a corporation,)
)

and)
)
)

Docket No. 9298

**ORDER GRANTING LEAVE TO FILE REPLY IN SUPPORT OF WARNER
COMMUNICATIONS INC.'S MOTION TO MODIFY THE PROTECTIVE ORDER
GOVERNING DISCOVERY MATERIAL AND TO REBUT NEW ASSERTIONS SET
FORTH BY RESPONDENTS IN THEIR RESPONSE TO WARNER'S MOTION TO
MODIFY THE PROTECTIVE ORDER GOVERNING DISCOVERY MATERIAL**

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

_____)
In the Matter of _____)
POLYGRAM HOLDING, INC. _____)
_____)
_____)

a corporation, _____)

_____)
a corporation, _____)

UMG RECORDINGS, INC., _____)
a corporation, _____)

and _____)

UNIVERSAL MUSIC & VIDEO _____)
DISTRIBUTION CORP., _____)
a corporation. _____)
_____)

Docket No. 9298

Commission ("FTC") and Respondents; Warner was not privy to this version of the protective order before it was entered. Contrary to Respondents' assertion, after reviewing an earlier version of the proposed protective order, Warner expressed its confidentiality concerns numerous times to Glenn Pomerantz for the Respondents and Geoffrey Green for the FTC. The sole reason Warner was forced to seek modification of the Protective Order in this Court was the fact that

IV. Warner's Confidentiality Concerns Regarding the Protective Order of the Court

[REDACTED]

employees³, the protective order clearly provides for Respondents' to challenge such confidentiality designations and to move documents to the less protected category. Protective Order ¶8(c). Thus, there was no "purposeful over-designation" of documents by

Order. Furthermore, at no time did Warner "indicate its unwillingness to reconsider" the confidentiality designations provided for by the Protective Order to Respondents or anyone else; Respondents did not ever respond to Warner's October 19, 2001 letter.

The protections sought in Warner's Motion are not unusual and maintain

already been taken into account by the procedural mechanisms built in to the Protective Order as modified without objection.

Respondents and ordered by this Court for re-designating documents to a lower category of

Conclusion

Aware of the time pressures on the Parties' and their need for access to its confidential documents, Warner narrowly tailored its request to modify the protective order.

Respondents, although readily agreeing to Warner's modifications, now seek from this Court an

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

CERTIFICATE OF SERVICE

I, George S. Cary, hereby certify that on November 2, 2001, I caused a true and correct copy of

Warner's Communications, Inc. v. Time Warner Entertainment Co., L.P.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Motion to Modify the Protective Order Governing Discovery Material ("Warner's Motion") and

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]