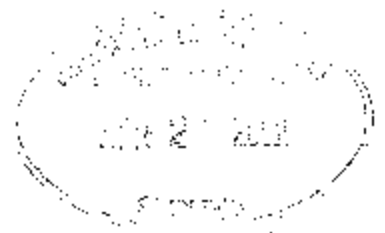


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



In the Matter of
POLYGRAM HOLDING, INC.,
a corporation

STATE OF CALIFORNIA
23

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Richard Constant

Mr. Constant will testify concerning PolyGram's business structure in 1998 and concerning PolyGram's decision not to implement any restriction on pricing and discounting of the 1990 and 1994 Three Tenors albums as part of its joint venture with Warner Music Group. Respondents anticipate that Mr. Constant, who resides outside the United States, will testify live

5. Melchor Hidalgo

Melchor Hidalgo was born in the town of ...

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

decisions made by PolyGram in the context of that joint venture.

9. Paul Saintilan

Mr. Saintilan will testify concerning PolyGram's marketing strategy with respect to the joint venture between PolyGram and Warner Music Group and concerning his

11. Janusz Ordover

Professor Ordover will provide expert testimony concerning the conduct alleged in the Complaint and Respondents' affirmative defenses. The subjects of Professor Ordover's testimony were set forth in Professor Ordover's expert report. Additionally, Professor Ordover will testify regarding the opinions offered by Complaint Counsel's expert witnesses regarding the conduct alleged in this case.

12. Dickon Stainer

Mr. Stainer will testify concerning PolyGram's and Universal's pricing and promotion of recorded music products in Spain, including the pricing and promotion of the 1990 Three Tenors album in 1998. Respondents anticipate that Mr. Stainer, who resides outside the United States, will testify live at trial; however, in the event that Mr. Stainer is unable to testify at trial, Respondents hereby designate the following portions of his deposition transcript for use at trial: 5:3-81:14.

13. Yoram ("Jerry") Wind

1

II. Exhibit List

DELETED

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RX15	UMG000371-03	February 9, 1998	Meeting Minutes
RX16	UMG001540-44	February 18, 1998	Meeting Minutes
RX17	UMG003728	March 6, 1998	Email from Ascension Hernandez

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

RX36	3ten00003538	April 29, 1998	Memorandum from Pat Creed to Tony O'Brien and Margo Scott
RX37	UMG003052		E-mail from Niel Haywood to Bert

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

			Still
RX53	3ten00009910	June 26, 1998	Memorandum from Tibor Rudas to Ray Still
RX54	UMG004432-33	June 29, 1998	Email from Bert Cloeckert to Roger Lewis

RX69	UMG5909-5910	July 30, 1998	Memorandum from Melchor Hidalgo to Paul Saintilan
RX70	UMG5909-5910		

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]


RX84	Stainer Exhibit 7		Promotional Flyer for 1998 Album U.K. Campaign
RX85	-----	1998	Promotional Flyer for 1990 Album U.K. campaign
RX86	-----	-----	Ordover summary exhibit regarding 311 CD Gross and Effective Wholesale Prices in U.S.
RX87		November 14, 2001	Expert Report of Catherine Moore
RX88		November 14, 2001	Expert Report of Stephen Stockum
RX89		December 7, 2001	Expert Report of Janusz Ordover
RX90		December 7, 2001	Expert Report of Yoram Wind
RX91		December 21, 2001	Rebuttal Expert Report of Catherine Moore
RX92		December 21, 2001	Rebuttal Expert Report of Stephen Stockum
RX93		January 31, 2001	Rand Hoffman investigative hearing transcript
RX94		January 5, 2001	Anthony O'Brien investigative hearing transcript
RX95		December 6, 2001	Anthony O'Brien Deposition transcript
RX96		November 28, 2001	Bert Cloockaert Deposition transcript (Vol I.)
RX97		November 29, 2001	Bert Cloockaert Deposition transcript (Vol. II)
RX98		November 6, 2001	Paul Saintilan Deposition transcript
RX99		October 31, 2001	Christopher Roberts Deposition transcript (Vol. 1)
RX100		November 1, 2001	Christopher Roberts Deposition transcript (Vol. 2)

RX101		December 21, 2001	Dickon Stainer Deposition transcript
RX102		October 30, 2001	Kevin Gore Deposition transcript
RX103		December 20, 2001	Melchor Hidalgo Deposition transcript
RX104		November 29, 2001	Rand Hoffman Deposition transcript
RX105		November 28, 2001	Richard Constant Deposition transcript
RX106		November 19, 2001	Stephen Greene Deposition transcript
RX107		November 20,	Stephen Greene Deposition transcript

CERTIFICATE OF SERVICE

I, Stephen E. Morrissey, hereby certify that on January 16, 2002, I caused a copy of the attached **RESPONDENTS POLYGRAM HOLDING, INC., DECCA MUSIC GROUP, LTD., UMG RECORDINGS, INC. AND UNIVERSAL MUSIC & VIDEO DISTRIBUTION CORP.'S PROPOSED WITNESS LIST, DESIGNATIONS OF DEPOSITION TESTIMONY, AND EXHIBIT LIST** to be served upon the following persons by facsimile and Federal Express:

Geoffrey Green/John Roberti/Cary Zuk/Richard Dagen
Federal Trade Commission
6th & Pennsylvania Ave., N.W.
Washington, D.C. 20580



STEPHEN E. MORRISSEY