

UNITED STATES OF AMERICA
BEFORE 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

COMPLAINT COUNSEL'S WITNESS LIST

Complaint counsel hereby designates those persons currently contemplated to be called to testify as witnesses, by deposition or orally as a live witness, at the hearing in this matter.

Complaint counsel reserves the right not to call any of the persons listed herein to testify at the hearing, as circumstances may warrant. Complaint counsel further reserves the right to call as a witness any person identified as a witness by Respondents. Although this list includes all rebuttal witnesses currently anticipated to be called by complaint counsel, complaint counsel reserves the right to call additional rebuttal witnesses as needed depending upon issues raised by Respondents.

Hoffman, Eric Fuller, James Caparro, Gerald Kopecky, Melchor Hidalgo, Dickon Stainer, Janusz Ordover and Yoram Wind.¹

Rebuttal Witnesses

1. Stuart Rabinowitz

We expect that Mr. Rabinowitz will testify regarding his communications with PolyGram on the subject of the moratorium agreement.

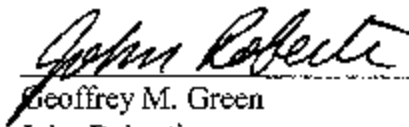
2. Stephen Stockum, Ph. D., Glassman-Oliver Economic Consulting, Inc.

Dr. Stockum will provide expert economic testimony in response to contentions that may be advanced by Respondents concerning the purported economic efficiency rationales and defenses for the Three Tenors moratorium that may be asserted by Respondents.

3. Professor Catherine Moore, Ph. D., New York University

Professor Moore will provide expert music industry and marketing testimony concerning marketing approaches in response to contentions that may be advanced by Respondents that the Three Tenors moratorium was necessary to market the 1998 Three Tenors record.

Respectfully Submitted


Geoffrey M. Green
John Roberti
Melissa Westman-Cherry

Counsel Supporting the Complaint

Dated: January 18, 2002

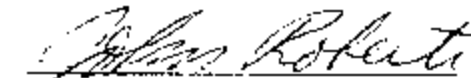
¹ Complaint counsel reserves the right to designate relevant portions of the deposition of Dr. Wind within a reasonable time after receipt of the transcript of Dr. Wind's deposition.

CERTIFICATE OF SERVICE

I, John Roberti, hereby certify that on April 22, 2002, I caused a copy of (1) Complaint Counsel's Witness List; and (2) 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 persons listed below:

The Honorable James P. Timony
Chief Administrative Law Judge
The Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, DC 20580 (served by hand)

Glenn D. Pomerantz
Bradley S. Phillips
Stephen E. Morrissey
Munger Tolles & Olson LLP
355 South Grand Avenue
35th Floor
Los Angeles, Ca 90071
Fax: (213) 687-3702
Counsel for Respondents (served by facsimile and by U. S. Mail)


John Roberti