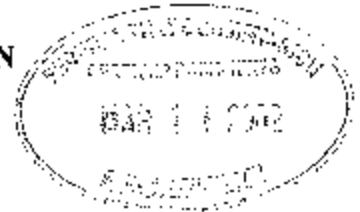


**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION**



\_\_\_\_\_ )  
 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

**ORDER GRANTING WARNER COMMUNICATIONS INC.'S  
MOTION FOR *IN CAMERA* TREATMENT OF CERTAIN  
CONFIDENTIAL DOCUMENTS DESIGNATED AS TRIAL EXHIBITS**

Upon the motion of non-party Warner Communications Inc., and for good cause shown, **IT IS HEREBY ORDERED** that the following confidential documents designated as Proposed Trial Exhibits (and portions of O'Brien's Dep.) be placed *in camera*:

<b>Trial Exhibit No.</b>	<b>Bates Number of Document</b>	<b>Length of <i>In Camera</i> Treatment</b>
Withdrawn	3TEN0000130 ;	10 Years
Withdrawn	3TEN0000230	10 Years
CX 518	3TEN00010795-3TEN00010797	10 Years

<b>Trial Exhibit No.</b>	<b>Bates Number of Document</b>	<b>Length of <i>In Camera</i> Treatment</b>
CX 519	3TEN00000225	10 Years
Withdrawn	3TEN00010184-3TEN00010185	10 Years
Withdrawn	3TEN00010181-3TEN00010183	10 Years
Withdrawn	3TEN00002142-3TEN00002147	10 Years
CX 520	3TEN00010151	10 Years
Withdrawn	3TEN00007301	10 Years
CX 372	3TEN00000209-3TEN00000216	Permanent
CX 362	3TEN00002308-3TEN00002323 <sup>1</sup>	Permanent
CX 361	3TEN00002392-3TEN00002403	Permanent
CX 359	3TEN00002405-3TEN00002412	Permanent
CX 363	3TEN00003601-3TEN00003602	Permanent
CX 358	3TEN00002438-3TEN00002443 <sup>2</sup>	Permanent
CX 355	3TEN00003298-3TEN00003299	Permanent
CX 357	3TEN00017990-3TEN00017996	Permanent
CX 206	3TEN00000173-3TEN00000186	Permanent
CX 205	3TEN00000187-3TEN00000199	Permanent
JX 11 <sup>3</sup>	3TEN00000074-3TEN00000091	Permanent
CX 322	3TEN00006987-3TEN00006997	Permanent
CX 237	3TEN00003755-3TEN00003765	Permanent
CX 234	3TEN00005522-3TEN00005531	Permanent
CX 233	3TEN00000640-3TEN00000651	Permanent
CX 232	3TEN00000052-3TEN00000062	Permanent
CX 211	3TEN00004303-3TEN00004320	Permanent
CX 394	3TEN00003977-3TEN00003978	10 Years

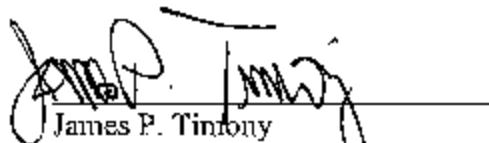
<sup>1</sup>*In camera* treatment granted for pages 3TEN00002308-3TEN00002320 only.

<sup>2</sup>*In camera* treatment granted for pages 3TEN00002438-3TEN00002443 only.

<sup>3</sup>JX 11 bears the bates numbers UMG 001778-UMG 001796

<b>Trial Exhibit No.</b>	<b>Bates Number of Document</b>	<b>Length of <i>In Camera</i> Treatment</b>
CX 603	CX 603 A - CX 603-Z-20 <sup>4</sup>	10 Years
JX 100	Portions of Anthony O'Brien's Deposition Transcript ¶¶ 84:25-86:12	10 Years
JX 100	Portions of O'Brien's Dep. ¶¶ 29:13-34:21	Permanent
JX 100	Portions of O'Brien's Dep. ¶¶ 49:1-6; 60:22-61:3; 90:23-92:6; 106:14-107:15	Permanent

IT IS FURTHER ORDERED that, in addition to the protection specified in Federal Trade Commission Rule of Practice §3.45, the confidential materials designated herein shall not be disclosed to any employee of Respondents, except as provided for in the Modified Protective Order entered previously in this proceeding.

  
 James P. Timony  
 Chief Administrative Law Judge

March 11, 2002

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<sup>4</sup>*In camera* treatment granted for pages CX 603I-CX 603R, and corresponding exhibits, CX 603-Z-7 - CX 603-Z-20.