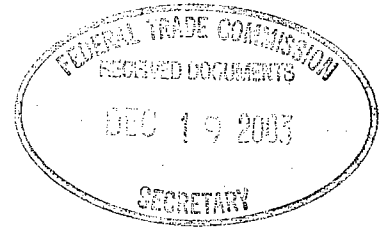


UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION



In the Matter of)
)
)

KENTUCKY HOUSEHOLD)
GOODS CARRIERS)
ASSOCIATION, INC.,)
)

a corporation.)
_____)

Docket No. 9309

COMPLAINT COUNSEL'S FINAL PROPOSED WITNESS LIST

Complaint Counsel hereby submits its Proposed Witness list:

A. F. Mirus
Tariff Committee
Kentucky Household Goods Carriers Association

The Complaint in this matter charges Respondent with, *inter alia*, engaging in an illegal agreement on price by preparing and filing tariffs (and supplements) containing rates and charges for the intrastate transportation of household goods. Mr. Mirus will testify about Respondent's activities in preparing the tariff and members' adherence to the terms of the tariff. It should be noted, however, that the evidence establishing that Respondent engaged in the conduct at issue in this matter is the tariffs, their supplements, and related documents. Therefore, Complaint Counsel will continue to discuss with Respondent whether it objects to the admission of the relevant documents without the use of live testimony. Should such documents be admitted into evidence, Complaint Counsel does not anticipate calling any witnesses in its case-in-chief.

Complaint Counsel hereby submits its Proposed Rebuttal Witness list:

Denise King, Director
Division of Motor Carriers
Kentucky Transportation Cabinet

William Debord
Division of Motor Carriers
Kentucky Transportation Cabinet

A. F. Mirus
Tariff Committee
Kentucky Household Goods Carriers Association

Dennis Tolson
President
Kentucky Household Goods Carriers Association

Ms. King's and Mr. Debord's testimony will rebut Respondent's assertion that Respondent's tariff was subjected to "active supervision," the second prong of the "State Action Defense" as established in *California Retail Liquor Dealers Ass'n. v. Midcal Aluminum, Inc.*, 445 U.S. 97, 105 (1980), and interpreted in subsequent precedents.

Ms. King and Mr. Debord will testify, among other things, that Kentucky does not hold hearings to consider rate increases, that there are no written decisions issued approving rates or rate increases, that there are no formal economic analyses undertaken of the household goods industry in Kentucky and that there are no formal standards in place to analyze whether the rates contained in the tariff satisfy the statutory requirements established by the Kentucky legislature.

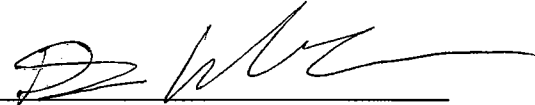
Ms. King and Mr. Debord were listed on Respondent's Preliminary Witness List. Ms. King's video deposition was taken on November 12, 2003. Mr. Debord's video deposition was taken on November 13 and 14, 2003. Complaint Counsel and Respondent have had very

preliminary discussions about the possible submission of one or both of these depositions in lieu of live testimony.

Mr. Mirus and Mr. Tolson were also listed on Respondent's Witness Lists. It is Complaint Counsel's understanding that Respondent may attempt to use testimony from Mr. Mirus and Mr. Tolson in furtherance of its claim that the tariffs filed by Respondent were actively supervised. Mr. Mirus was deposed by Complaint Counsel on November 18 and 19. Mr. Tolson was deposed by Complaint Counsel on December 15 and 16. If Respondent does not call these officials as witnesses, it is possible that Complaint Counsel would call them (or offer their transcripts into evidence) to rebut Respondent's evidence of active supervision. These officials will testify, among other things, that to their knowledge Kentucky does not hold hearings to consider rate increases, that there are no written decisions issued approving rates or rate increases, that there are no formal economic analyses undertaken of the household goods industry in Kentucky and that there are no formal standards in place to analyze whether the rates contained in the tariff satisfy the statutory requirements established by the Kentucky legislature.

Complaint Counsel reserves the right to supplement this information in accordance with the Scheduling Order issued in this matter.

Respectfully submitted,



Dana Abrahamsen
Counsel Supporting the Complaint
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580
(202) 326-2096
Facsimile (202) 326-3496

Dated: December 19, 2003

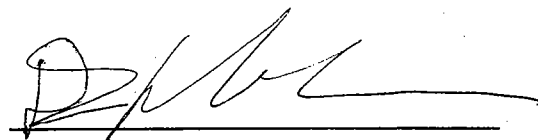
CERTIFICATE OF SERVICE

This is to certify that on December 19, 2003, I caused a copy of the attached Complaint Counsel's Final Proposed Witness List to be served upon the following persons by facsimile, U.S. Mail or Hand-Carried:

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