

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.)

PUBLIC RECORD

Docket No. 9298

**WARNER COMMUNICATIONS INC.'S MOTION FOR
IN CAMERA TREATMENT OF A
CONFIDENTIAL DOCUMENT DESIGNATED AS A TRIAL EXHIBIT**

Further to the previous motion and ruling in this matter, non-party Warner Communications Inc. ("Warner") moves, under Federal Trade Commission ("FTC") Rule of Practice 3.45(b), 16 C.F.R. §3.45(b), for an order directing *in camera* treatment of a portion of its former parent's, Time Warner Inc., response to the FTC's subpoena issued during the pre-complaint investigatory phase of this matter ("Warner's Subpoena Submission") designated as trial exhibit CX 603-B to CX 603-R by Complaint Counsel.¹ Portions of this document (pages CX 603-I to CX 603-R) and related exhibits (and three related exhibits CX 603-Z-7 to CX 603-Z-20), a copy of which is attached to the non-public version of this motion as Confidential

¹ Complaint Counsel inadvertently omitted to provide notice to Warner of this proposed trial exhibit until Sunday, March 3, 2002.

Exhibit CC, includes information revealing Warner Music Group's² confidential retail discounts and wholesale/retail pricing policies including cooperative advertising expenditures, sales figures for all 3 Tenors products and shared distribution rights with third-party record labels for releases other than for the 3 Tenors. Consistent with this Court's ruling on March 4, 2002 concerning Warner's previous *in camera* motion, Warner submits that good cause exists for *in camera* treatment of pages CX 603-I to CX 603-R (and related exhibits CX 603-Z-7 to CX 603-Z-20) of Warner's Subpoena Submission for ten (10) years, as public disclosure of such documents would cause "serious competitive injury."

Neither Complaint Counsel nor Respondents' counsel in this proceeding object to this request for *in camera* treatment. A proposed order is attached for the Court's convenience. Warner respectfully requests that the Court grant this Motion for *In Camera* Treatment of A Confidential Document Designated as a Trial Exhibit to avoid serious competitive harm.

Respectfully submitted,



George S. Cary
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Counsel for Non-party
Warner Communications Inc.

* Admitted in New York only. Working under the supervision of principals in the Washington office.

Dated: March 6, 2002

² Warner oversees a collection of entities known as Warner Music Group.

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DISTRIBUTION CORP.,)	
a corporation.)	
)	

**PROPOSED 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 pages CX 603-I to CX 603-R (and related exhibits CX 603-Z-7 to CX 603-Z-20) of Trial Exhibit CX 603-B to CX 603-R be placed *in camera* for a period of 10 years.

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

Dated: _____, 2002

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CERTIFICATE OF SERVICE

I, Tanya N. Dunne, hereby certify that on March 6, 2002, I caused a true and correct copy of **WARNER COMMUNICATIONS INC.'S MOTION FOR *IN CAMERA* TREATMENT OF DOCUMENTS DESIGNATED AS TRIAL EXHIBITS (PUBLIC RECORD)** to be served upon the following persons by hand delivery:

Hon. James P. Timony
Chief Administrative Law Judge
Federal Trade Commission
Room H-112
600 Pennsylvania Ave., N.W.
Washington, D.C. 20580
Richard B. Dagen
Geoffrey M. Green
John Roberti
Cary Zuk
Melissa Westman-Cherry
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Federal Trade Commission
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Tanya Dunne

Tanya N. Dunne*

*Admitted in NY only. Working under the supervision of the principals of the Washington office.