

Oblong stamp:
District Prosecutor's Office in Warsaw
00-791 Warsaw
ul. Chocimska 28

Warsaw, March 21st, 2006

File no. V Ds. 246/03

REQUEST
for legal assistance in a criminal case

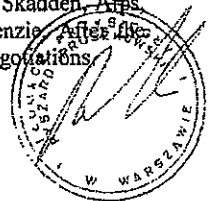
District Prosecutor's Office in Warsaw supervises proceedings in case of file number V Ds 246/03 regarding irregularities in operation of subsequent Boards of Directors of Elektrim Spółka Akcyjna of Warsaw, ul. Pańska 77/79, in 1999-2002, involving failure to fulfill their duties on conclusion of trade agreements, and hence causing large losses to the company's property, i.e. crime under article 296 paragraphs 1 and 3 of the Criminal Code.

~~I. The proceedings also cover the thread regarding conclusion on April 8th, 1999 the share purchase agreement by Elektrim Spółka Akcyjna (Elektrim S.A.) of shares in Pilicka Telefonía Spółka Akcyjna (Telefonia Pilicka S.A.) based in Radom, from PenneCom B.V. based in Amsterdam, Holland, and then termination of the agreement, resulting in litigation before the International Court of Arbitration of the International Chamber of Commerce in Paris.~~

On March 15th, 1999, Douglas Davidson – Managing Director of PenneCom B.V. received a voice mail message, requesting him to contact Steven Marguardt of the London office of Merrill Lynch, by phone. On March 16th, 1999, during a phone conversation with Steven Marguardt, Douglas Davidson was informed that a Polish company, Elektrim S.A. is interested in purchase of Pilicka Telefonía S.A., then dealing with construction of phone networks in Poland. Pilicka Telefonía S.A. was owned by PenneCom B.V. On March 24th, 1999, in Omaha, Nebraska, USA, a meeting was held between Paul Pittman, the investment banker employed with Merrill Lynch, and Douglas Davidson and Sylvester J. Orsi – legal counsel of PenneCom B.V. During the aforesaid meeting, PenneCom B.V. presented the basic information about Pilicka Telefonía S.A. in form of a shortened report of the Board of Directors, previously developed by Sylvester J. Orsi. During short negotiations, Paul Pittman declared that Elektrim S.A. is ready to purchase Pilicka Telefonía S.A. for USD 110,000,000, and Douglas Davidson suggested the amount of USD 150,000,000. After phone conversation (conducted during the meeting, probably with Barbara Lundberg, president of the Board of Directors of Elektrim S.A.), Paul Pittman agreed on the amount of USD 140,000,000. During the conversation, Paul Pittman also informed Douglas Davidson and Sylvester J. Orsi that the agreement must be prepared and signed as soon as possible.

On March 25th, 1999, PenneCom B.V. received draft agreement from Skadden, Arps, Meagher, Slate & Flom, legal consultant of Elektrim S.A. Douglas Davidson prepared the final version of the agreement, and sent it back to the address of Skadden.

On March 29th, 1999, in New York, there started negotiations regarding conclusion of the agreement, in which Elektrim S.A. was represented by lawyers of Skadden, Arps, Meagher, Slate & Flom, and PenneCom B.V. – be Baker & McKenzie. ~~After the purchase agreement has been verified, Paul Pittman again joined the negotiations.~~



The agreement was concluded on April 8th, 1999, by Sylvester J. Orsi, Henry Klein, and Douglas Davidson (on part of PenneCom B.V.) and Barbara J. Lundberg and Piotr Mroczkowski (president and vice-president of the Board of Directors of Elektrim S.A.). The final closing of the agreement was to take place on August 1st, 1999.

The first due diligence technical-economical analysis has been performed about three weeks after the agreement conclusion and it only lasted for two days, and the employees of Merrill Lynch and Elektrim S.A. took part in it. Another analysis was performed on July 22nd-23rd, 1999, with participation of the representatives of Merrill Lynch - Kempton Dunn and Julian Fabre, and representatives of Elektrim S.A. On July 23rd, 1999, Kempton Dunn informed Paul Pittman about the results of the analysis, and Paul Pittman transferred the information to Elektrim S.A.

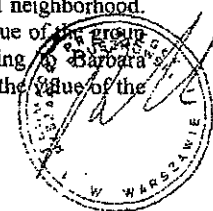
On July 27th, 1999, Board of Directors of Elektrim S.A. informed PenneCom B.V. about termination of the agreement, accusing the aforesaid company of fraud and warranty breach. This resulted in PenneCom B.V. placing a suit with the International Court of Arbitration of the International Chamber of Commerce in Paris, against Elektrim S.A., and simultaneously, in Elektrim S.A. placing the counter-claim against PenneCom B.V. regarding invalidation of the agreement concluded on April 8th, 1999.

In consequence of the aforementioned proceedings, the claim of Elektrim S.A. has been dismissed and the claim of PenneCom B.V. has been accepted.

II. The proceedings conducted also cover the thread regarding sale by Elektrim S.A. in 1999 - 2000 to Warsaw Equity Holding (hereinafter WEH) and then Warsaw Equity Management (hereinafter WEM) shares and receivables held in various companies. On March 31st, 1999 Elektrim S.A. concluded a cooperation agreement with WEH and Landford Enterprises Ltd. (a company managing WEH) (amended on September 1st, 1999) obliging WEH and Landford to take measures aimed at release of Elektrim S.A. from guarantees granted to various companies. There were the same persons in the Boards of WEH, WEM, and Landford, i.e. Jacek Giedrojć and Witold Grzesiak. The aforementioned transactions lead to sale of assets of book value equal to about PLN 341.7 million, of which Elektrim S.A. received PLN 37.9 million, and WEH and WEM - remuneration and commission of about PLN 17 million. According to the materials gathered, agreement concluded with WEH, and then with WEM, was unfavorable for Elektrim S.A., which paid commissions to the aforementioned companies, irrespective of the results of their operations. Moreover, according to the documentation, WEH could have collected undue commissions in respect of release of guarantees granted by Elektrim S.A. to other businesses, i.e.: Telzas, El-Corn, and Ter-Coll, in the total amount of about PLN 700,000.

III. Additionally, the proceedings cover conclusion of the Bresnan International Partners Poland Limited Partnership (BIP Poland L.P.) including Aster City Cable Spółka z ograniczoną odpowiedzialnością (ACC Sp. z o.o.) for USD 325 million.

After Barbara Lundberg took the function of the President of Elektrim S.A. on February 8th, 1999, there started changes in the existing profile of the company's business. During the meeting with the representatives of Telecommunication Engineering Office, Barbara Lundberg suggested purchase of the Bresnan International Partners Poland Limited Partnership group. She was informed that there was an interest in the Bresnan group at the end of 1998, and it was found that it would not be a good investment, because none of the companies in Bresnan, including ACC has no license to provide telecommunication services in Warsaw and neighborhood. Additionally, the companies required large investment outlays, the value of the group was then assessed as about USD 150 million. However, according to Barbara Lundberg, the transaction was supposed to be a good investment, and the value of the



companies – significantly larger than USD 150 million, because according to the preliminary analysis, made by Enterprise Investors, it amounted to about USD 200 million.

On March 23rd, 1999, Barbara Lundberg and Piotr Mroczkowski (Vice-President of Elektrim S.A. Board of Directors) concluded a conditional agreement with BIP (Poland) L.P. regarding purchase by Elektrim S.A. of companies in the Bresnan group. The agreement was concluded without further consulting with the Telecommunication Engineering Office of Elektrim sa. On March 24th, 1999, Barbara Lundberg informed the Supervisory Board of Elektrim S.A. about conditional acquisition of shares in BIP (Poland) L.P. for USD 325 million. The agreement has been concluded pursuant to the law of Delaware, USA. Among the companies purchased, the most valuable assets belonged to ACC. Additionally, there were other companies acquired, including limited liability companies, i.e.: Aster Polska, Bresnan Polska (then changed to El-Viv Telecom), Mesat, Polskie Sieci Kablowe, Warszawskie Sieci Kablowe, RTK Autocom, Autocom, Telefonía Zachód (after merger with Kabelton – Telenet), Kabelton, and Zielonogórska Telewizja Przewodowa Spółka Akcyjna.

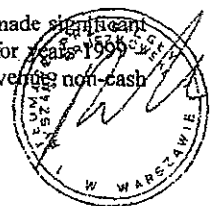
The final closing of the transaction took place on July 9th, 1999, in consequence of which Elektrim S.A. purchased 99.998% shares in BIP (Poland) L.P. and Elektrim B Inc. 0.0002%. Board of Directors of Elektrim S.A. publicly announced that it had purchased 100% in BIP (Poland) L.P. thus also in ACC, which was not true, because during the time of the transaction, Temar as the majority shareholder (51%) of Polskie Sieci Kablowe, which in turn held 100% shares in Aster Polska and Mesat held the total of 24.9% shares in ACC. Sale of shares in ACC took place without knowledge and consent on part of the Temar Board of Directors. This situation led to a conflict, and Temar placed relevant civil suits.

In July 1999, the Bresnan group was contributed by Elektrim S.A. as non-cash contribution to Elektrim Telekomunikacja Spółka z ograniczoną odpowiedzialnością (ET), in which Elektrim S.A. took 100% shares. Then in December 1999, Elektrim sold 45.07% shares in ET to a French company Vivendi and Vivendi Telecommunications International – 3.93%. Elektrim S.A. kept the control package – 51% of shares.

On March 31st, 2003, ET sold a part of the companies to the funds Hick Muse Tate & First, Emerging Market Partners, and Argus Capital for EUR 110 million. On February 26th, 2003, ET together with El-Viv Telecom concluded sale agreement of shares in Telefonía Polska Zachód and Kabelton to EVL Poland for PLN 15.5 million. Prior to taking the function of the President of the Board of Directors in Elektrim, Barbara Lundberg worked in a Polish-American Enterprise Investors Fund, which held shares in Bresnan. Barbara Lundberg probably received success fee from Bresnan for the purchase transaction of Bresnan by Elektrim S.A.

According to the documentation, Kerns Hill Inc, based in Delaware, 1209 Orange Street, Wilmington, New Castle was the sole partner in Bresnan International Partners (Poland) L.P. in 1999 and 2000, and Barbara Lundberg was the sole Director in Kerns Hill Inc. On July 27th, 1999 there was a non-cash contribution made to the aforementioned company in form of Bresnan group, worth about USD 309 million. So far it has not been established what were the purposes of establishing of Elektrim B Inc. and Kerns Hill Inc. and what was the purpose of these companies in transaction with Bresnan.

- IV. It was additionally found during the investigation that Elektrim S.A. made significant infringements in preparation of the balance sheets and annual reports for years 1999-2001. The said infringements, involving incorrect accounting of the revenue non-cash



contributions in investments of underestimated value, no consolidation of companies sustaining significant losses, and consolidation and absence of consolidation of the companies in the aforementioned years were aimed at misleading the shareholders/investors of Elektrim S.A., in respect of the actual value of the Company. Some of the infringements have been disclosed in the opinions of expert accountants or in the reports of the auditors. There is a justified suspicion that these actions, as well as others, not yet disclosed, constituted violation of the applicable law.

During the course of the proceedings it was established that the following companies were the shareholders in Elektrim S.A. with over 5% of the share capital:

1. **Emerging Markets Growth Fund Inc.** - based in Santa Monica Boulevard, Los Angeles, California 90025-3302 - shareholder since July 15th, 1999, also as per December 31st, 1999. No information in this respect as per December 31st, 2000.
2. **Franklin Resources, Inc., USA** - based in Island Blvd., San Mateo - shareholder since June 14th, 2000, remained a shareholder as per December 31st, 2000.
3. **Merrill Lynch & Co. Inc.**, - based in London (United Kingdom of Great Britain and Northern Ireland).
4. **Schroder Investment Management Limited** - based in London (United Kingdom of Great Britain and Northern Ireland).
5. **BNK (Bank) Austria AG** - based in Vienna, Austria.
6. **Vivendi Universal S.A.** - based in Paris, France.
7. **Chase Fleming Asset Management Limited** (changed name to Morgan Fleming Asset Management) - based in the United Kingdom of Great Britain and Northern Ireland.
8. **BRE Bank** - based in Poland.

To obtain wide knowledge about the transaction hereunder, necessary for correct evaluation of the events, it is necessary to obtain additional evidence.

Therefore, I respectfully ask for interrogation, as witnesses, of the representatives of Elektrim S.A. shareholders, i.e.:

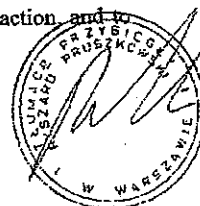
1. **Emerging Markets Growth Fund Inc.** - based in Santa Monica Boulevard, Los Angeles, California 90025-3302
2. **Franklin Resources, Inc., USA** - based in Island Blvd., San Mateo. Prior to interrogation of the representatives of the aforementioned company, please establish more details about the seat of the same.

Questions to the witnesses:

1. when were Emerging Markets Growth Fund Inc. and Franklin Resources, Inc. the shareholders in Elektrim S.A. and what percent of shares did they hold?
2. What made the aforementioned entities take shares in Elektrim S.A.?
3. Were the financial results of Elektrim S.A. at the Stock Exchange watched prior to shares' taking, if so, what were they, and who provided them?
4. Were the financial reports of Elektrim S.A. for 1999 - 2001 examined, what were the results of the company at that time, and what was the exchange rate?
5. Were there any comments or objections of the company's auditor regarding the balance sheets and annual reports of Elektrim S.A. for 1999 - 2001, if so, what were the objections and what did they refer to?
6. What were the conclusions of the auditor and whether on their basis the financial reports of Elektrim S.A. have been corrected by the Board of Directors, if not, due to what reasons?



7. Do presently Emerging Markets Growth Fund Inc. and Franklin Resources, Inc. have any shares in Elektrim S.A. (in what number), if not, what was the reason of their sale, and when was that?
8. Who apart from Emerging Markets Growth Fund Inc. and Franklin Resources, Inc. was a shareholder in the company?
9. Who represented Emerging Markets Growth Fund Inc. and Franklin Resources, Inc. at the Meetings of Shareholders of Elektrim S.A.?
10. Were the representatives of Emerging Markets Growth Fund Inc. and Franklin Resources, Inc. present in the Supervisory Board of Elektrim S.A., if so, who were they?
11. What was the composition of the Supervisory Board and the Board of Directors of Elektrim S.A. in 1999 - 2001 and what shareholders were represented by the Supervisory Board members?
12. Did the owners of Emerging Markets Growth Fund Inc. and Franklin Resources, Inc. know Barbara Lundberg earlier, if so, where did they meet her, and what was the nature of their relationships?
13. Did they know where Barbara Lundberg has worked before?
14. Which of the shareholders of Elektrim S.A. (Emerging Markets Growth Fund Inc. or other) suggested Barbara Lundberg as the President of the Board of Directors of Elektrim S.A.?
15. What were the professional qualifications of Barbara Lundberg?
16. What were the business strategy assumed by the Board of Directors of Elektrim S.A. in particular by Barbara Lundberg, in 1999 - 2001, and what was it based on?
17. In what main industries was Elektrim S.A. supposed to operate at that time?
18. What business strategy did the shareholders suggest, including Emerging Markets Growth Fund Inc. and was it realized by the Board of Directors of Elektrim S.A., if so, through what transaction?
19. If not, due to what reasons, and what the measures taken in such situation by the shareholders?
20. Was the PenneCom B.V. - owner of Pilicka Telefonía and its Directors known to Emerging Markets Growth Fund Inc. or other shareholders, and how did they get to know it?
21. Whether and due to what reasons Emerging Markets Growth Fund Inc. indicated the need to acquire Telefonía Pilicka from PenneCom B.V. to the Board of Directors of Elektrim S.A.?
22. If not, did the Board of Directors of Elektrim S.A. inform the shareholders about the plans to purchase Pilicka Telefonía from the Dutch company PenneCom B.V., if so, how, if not, what could have caused it?
23. Does the witness know when and from whom did the Board of Directors of Elektrim S.A. received information about a possibility of acquisition of Pilicka Telefonía?
24. Was the aforementioned transaction referring to purchase of Pilicka Telefonía a subject to discussions at the Meetings of Shareholders, what were the settlements made in this respect, and what were the standpoints of individual shareholders, did they support purchase of Pilicka Telefonía, if not, why?
25. Did the Board of Directors of Elektrim S.A. inform the shareholders about the negotiations pending and their results regarding the purchase of Pilicka telefonía, and the amount of purchase?
26. Did the shareholders provide the written or verbal criteria of the transaction and to whom?



27. Does the witness know who of Merrill Lynch & Co. Inc. and when negotiated with PenneCom B.V. in respect of Pilicka Telefonía and what was their course?
28. Was the Supervisory Board of Elektrim S.A. informed about purchase of Pilicka Telefonía, when, and by whom?
29. Was there any other company beside Elektrim S.A. interested in the purchase of Pilicka Telefonía, and were there any offers submitted in this respect?
30. Does the witness know what kind of company Pilicka Telefonía was, what was the object of its business, where did it operate, what financial results did it achieve, and what was its value?
31. What purchase price did Elektrim S.A. present to PenneCom and what were the transaction conditions?
32. Did Elektrim S.A. have the financial assets to pay the price, if not, where were they to come from?
33. How was the payment to be made?
34. Who was appointed by Elektrim S.A. to conduct negotiations, who and when on part of Elektrim S.A. contacted PenneCom Board of Directors in respect of the purchase of Pilicka Telefonía?
35. Who on part of PenneCom participated in negotiations regarding sale of Pilicka Telefonía?
36. Did Elektrim S.A. perform due diligence analysis of the company prior to purchase of Pilicka Telefonía, if so, what were the results, and whether and in what form was it presented to the shareholders?
37. If not, when was such analysis performed for the first time?
38. When and where did the negotiations regarding Pilicka Telefonía commence?
39. What was the subject of the meeting in Omaha on March 24th, 1999, who participated in it, and who represented Elektrim S.A. and who PenneCom?
40. What were the settlements made in respect of the transaction conditions?
41. What was the date of the transaction closing?
42. When and where was the agreement regarding purchase of shares in Pilicka Telefonía concluded, who represented Elektrim S.A. and who PenneCom?
43. What was the amount to be finally paid for Pilicka Telefonía, how was the payment to be made (was to to in a single amount or in installments)?
44. When and due to what reasons Elektrim S.A. withdrew from the transaction?
45. Were the shareholders informed about withdrawal from the transaction, and who on part of Elektrim S.A. informed them about it?
46. What was the reaction of PenneCom to the withdrawal of Elektrim S.A. from the transaction?
47. Does the witness know how long did the arbitration process between PenneCom and Elektrim S.A. last, and who represented the parties?
48. Did anyone from Emerging Markets Growth Fund Inc. or other shareholders participate in the arbitration proceedings at the International Court of Arbitration in Paris, if so, who was that?
49. Who testified before the International Court of Arbitration on part of Elektrim S.A. and who on part of PenneCom?
50. What was the final verdict of the International Court of Arbitration, and was it appealed against by Elektrim S.A.?
51. When and finally what amount of indemnity and other court fees did Elektrim S.A. pay in favor of PenneCom?



Questions to the representatives of Emerging Markets Growth Fund Inc. and Franklin Resources Inc. regarding the thread referring to transaction between Elektrim S.A. and WEH and WEM:

1. when and for what purpose was WEH established?
2. What was the object of its business, what judicial persons and individuals were its shareholders and what was the composition of the Board of Directors?
3. When and for what purpose was Landford Enterprises Ltd. established?
4. Who was a shareholder in this company and what was the composition of its Board of Directors?
5. What agreements have been concluded between Elektrim S.A., WEH, and Landford Enterprises Ltd.?
6. Does the witness know the provisions of the said agreements, if so, were they favorable for Elektrim S.A., was there the shareholders' acceptance for commencement of cooperation by Elektrim S.A. with WEH and Landford Enterprises Ltd.?
7. What was WEH to deal with in the structure of Elektrim S.A. and were its tasks compliant with the will of the shareholders?
8. What benefits was Elektrim S.A. to gain from conclusion of agreements with WEH and Landford, when were they concluded, and who signed them on part of Elektrim S.A.?
9. Were the Supervisory Board and the shareholders informed about establishing of WEH by the Board of Directors of Elektrim S.A.?
10. Did the shareholders of Elektrim S.A. bring any objections to the agreement concluded between Elektrim S.A. and WEH and Landford Enterprises Ltd., if so, what, and in what documents were they reflected?
11. Were the shareholders always informed about cooperation of Elektrim S.A. with WEH and Landford Enterprises Ltd., if so, who provided such information, and what were the results of the cooperation?
12. On what conditions were the subsidiaries of Elektrim S.A. (shares or receivables) were transferred to WEH, how many judicial persons were transferred, how long did WEH manage them?
13. What entities have been transferred to WEH?
14. What was the value of the assets transferred by Elektrim S.A.?
15. What were the financial settlements between Elektrim S.A. WEH and Landford Enterprises Ltd.?
16. When were these entities sold, what financial benefits did Elektrim S.A. gain in this respect, and what WEH and Landford Enterprises Ltd.?
17. What was the purpose of agreement conclusion with WEM, which took over the remaining companies from WEH and Elektrim S.A., who represented the said company, were these the same persons that managed WEH?
18. What did the cooperation with WEH involve?
19. What was the settlement between Elektrim S.A. and WEM in this case?
20. Did Elektrim S.A. sustained any losses in cooperation with WEH, then WEM, if so, what did they result from?
21. Does the witness know Jacek Giedrojc and Witold Grzesiak, if so, how and when did the witness meet them, what were their relationships?
22. Did the shareholders have an opportunity to look the agreements concluded between Elektrim S.A. with WEH, WEM, and Landford Enterprises Ltd.?
23. Does the witness know anything about guarantees, with the release of which WEH and Landford Enterprises Ltd. were to deal?



24. What remuneration in respect of guarantee release were WEH and Landford Enterprises Ltd. to receive?

25. In respect of what companies and how were the guarantees released?

Questions to the representatives of Emerging Markets Growth Fund Inc. in respect of the thread regarding purchase of Bresnan Group companies:

1. were the shareholders informed by the Board of Directors of Elektrim S.A. about the intention of purchase of Bresnan International Partners Poland L.P., if so, by whom, in what form, and what transaction conditions, including the purchase price were presented?
2. What companies were in the Bresnan group, and which were purchased by Elektrim S.A.?
3. What was their business and what was their financial condition?
4. What was the Bresnan's structure?
5. Who was the shareholder/complementary of Bresnan International Partners Poland L.P. in the United States of America?
6. Who participated in the negotiations regarding purchase of Bresnan on part of Elektrim S.A. and who on part of Bresnan?
7. Did anyone from Merrill Lynch or other shareholders participate in the negotiations with Bresnan, if so, who?
8. Did Elektrim S.A. perform due diligence analysis of Bresnan group, if so, when, and what were the results?
9. What was the amount for which Bresnan group was evaluated, and what was taken into consideration during the evaluation?
10. What amount did Elektrim S.A. pay for the Bresnan group, and when did the assets concerned come from?
11. Who on part of Elektrim S.A. Board of Directors participated in the negotiations, and who on part of Bresnan?
12. Was there anyone apart from Elektrim S.A. interested in purchase of the Bresnan group in that period of time, if so, who, and what was the price offered?
13. Did the shareholders support the transaction, what conditions did they present, including the price?
14. Was the price paid by Elektrim S.A. compliant with the expectations of the shareholders?
15. Did Vivendi make the evaluation of Bresnan, if so, what were its results?
16. What happened to the Bresnan companies after their purchase by Elektrim S.A.?
17. What was the aim of establishing Elektrim B Inc. and Kerns Hill Inc.?
18. Where was Barbara Lundberg employed prior to taking function of the President in Elektrim S.A.?
19. Did Barbara Lundberg receive any financial gratuity from Bresnan or Enterprise in consequence of Bresnan group acquisition, if so, what were the reasons and amounts concerned?

Additionally, under the thread regarding purchase of companies of the Bresnan group, please interrogate the following persons as witnesses:

1. **William Bresnan** - Director in Bresnan Communications LLC on purchase of BIP Poland L.P. by Elektrim S.A.
2. **Graham Hollis** - Director in Bresnan Communications LLC on purchase of BIP Poland L.P. by Elektrim S.A.
3. **Elis Fuller** - Director in Bresnan Communications LLC on purchase of BIP Poland L.P. by Elektrim S.A.



4. **Frederick M.R. Smith** - Director in Bresnan Communications LLC on purchase of BIP Poland L.P. by Elektrim S.A.

In consideration of the fact that during the investigation the residential addresses of the aforementioned persons have not been established, please use the data of the companies, inn which the aforementioned persons have been employed:

1. **Bresnan Communications Poland LLC** - White Plains, New York, 709 Weschester Avenue, 10504 New York, phone number 914 993 6000, fax: 914 993 6601 - information as per 1999. Present address: Corporate Headquarters One Manhattanville Road Purchase, NY 10577-2596, phone: 914-641-3300, fax: 914-641-3301.
2. **Bresnan International Partners Management Poland LLC** - based in Delaware, address probably as in case of Bresnan Communications Poland LLC.

Questions to the witnesses:

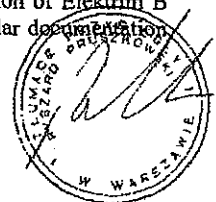
1. during what period was the witness a member in the Board of Directors of Bresnan Communications Poland LLC?
2. By whom and when was the company established, and what was the object of its operations?
3. Who except the witness was in the company's Board of Directors in 1998 - 2001?
4. What was the structure of the shareholders/partners in BCP LLP in 1998 - 2001?
5. Was it in any way related to Bresnan International Partners Management LLC, if so, how?
6. Did the witness hold any function with Bresnan International Partners Management LLC, if so, what and when?
7. What was the composition of Bresnan International Partners Management LLC in 1998 - 2001?
8. Does the witness know who was the shareholder/partner in Bresnan International Partners Management LLC in 1998 - 2001?
9. When and by whom was Bresnan International Partners Management LLC established and what was the objective of the company?
10. Did the witness know Barbara Lundberg, and how did he meet her?
11. Was Barbara Lundberg employed in any of the companies - Bresnan Communications Poland LLC or Bresnan International Partners Management LLC, or did she hold any managerial functions in the said companies, if so, what and when?
12. Did the aforementioned person hold any ownership functions in respect of Bresnan Communications Poland LLC or Bresnan International Partners Management LLC, if so, when?
13. What agreements did did Barbara Lundberg conclude with the aforementioned companies?
14. What companies (or shares in them) in Poland did have Bresnan Communications Poland LLC and Bresnan International Partners Management LLC, what group did they form?
15. What were the aforesaid companies, what was their business, and what was their structure?
16. Did they bring benefits or losses?
17. When did Elektrim S.A. announce its willingness to purchase Bresnan International Partners Poland L.P. (which of the companies operating in Poland)?
18. Who in Elektrim S.A. announced the willingness to purchase Bresnan International Partners Poland L.P., when was it, and who conducted the negotiations?
19. Who in Bresnan Communications Poland LLC and Bresnan International Partners Management LLC negotiated with Elektrim S.A.?



20. What conditions and price did Elektrim S.A. offer in respect of the transaction?
21. What conditions of the transaction were suggested by Bresnan Communications Poland LLC and Bresnan International Partners Management LLC, including the price?
22. What was the value of Bresnan International Partners Poland L.P. at that time and on what basis Bresnan Communications Poland LLC and Bresnan International Partners Management LLC estimated the value of the group (if the witness has his own estimations, please enclose them to the report)?
23. Does the witness have any documentation regarding evaluation of the Bresnan group in 1998 and 1999, analyses, audits, reports (if so, please enclose them to the report)?
24. Did anyone except Elektrim S.A. submit the offers of purchase of Bresnan group - Bresnan International Partners Poland L.P., e.g. UPC, Netia, or other operators, if so who suggested and what conditions of transaction, including the price, and who conducted negotiations on their part?
25. Does the witness know Krzysztof Dryzner and Ewa Drabik - employees of Elektrim S.A. - did they conduct any negotiations in 1998 regarding purchase of Bresnan International Partners Poland L.P., if so, what were these negotiations, why did Elektrim S.A. fail to purchase Bresnan International Partners Poland L.P. at that time?
26. Did Elektrim S.A. make any due diligence analysis of Bresnan International Partners Poland L.P., if so, when and what were the results?
27. Did anyone from Vivendi participate in such analysis, if so, who was it?
28. Does the witness know why did Elektrim S.A. wish to purchase Bresnan International Partners Poland L.P.?
29. What lawyers represented the parties?
30. When was the agreement concluded and when was the transaction finalized?
31. Does the witness know where did the assets for the prise payment come from?
32. What percentage of shares in the company was acquired by Elektrim S.A., and what Elektrim B Inc.?
33. What price did Elektrim S.A. pay and what was it based on?
34. What companies did Elektrim S.A. purchase in the transaction?
35. What does the witness know about the dispute between Elektrim S.A. and Temar Spółka z ograniczoną odpowiedzialnością regarding the shares which Temar Spółka z ograniczoną odpowiedzialnością held in Aster City Cable Spółka z ograniczoną odpowiedzialnością on purchase by Elektrim S.A.?
36. How did the dispute end?
37. Did Barbara Lundberg receive any financial gratuity from Bresnan Communications Poland LLC or Bresnan International Partners Management LLC or any other entity in consequence of the transaction, if so, what were the reasons and amounts concerned, and who did she receive it from?
38. Does the witness know when and were Kerns Hill Inc. and Elektrim B Inc. established and for what purpose?
39. Who established the aforementioned companies?
40. Who were the members of the Boards of Directors of the said companies?
41. What was their relation with the purchase of Bresnan International Partners Poland L.P. by Elektrim S.A. in 1999?

I would also very much appreciate if you could secure and provide for the purposes of the proceedings pending the documentation regarding establishing and operation of Elektrim B Inc. based in Delaware (dissolved on December 27th, 2001) and in particular documentation regarding:

- a) company establishing,



- ~~X~~
- b) composition of the Board of Directors and Supervisory Board,
 - c) list of shareholders/partners in 1998 – 2001,
 - d) financial results,
 - e) business,
 - f) transaction with Bresnan International Partners Poland L.P. or Bresnan Communications Partners LLC, Bresnan International Partners Management LLC in 1999.

Additionally, please establish and interrogate as witnesses Directors in Elektrim B Inc. and Kerns Hill Inc. in 1999 – 2001, residing in the United States of America, including the President of the Board of Directors of Elektrim B Inc. in 2001, Mr. Michael G. F. Borne, and founder of Kerns Hill Inc. Lynn Buckley, P.O. Box 636, Wilmington, DE 19899, in the following respects:

1. when, for what purpose, and by whom was the company established?
2. Who was the member in its Board of Directors in 1999 – 2001?
3. ~~did it have any Supervisory Board, if so, what were its members?~~
4. ~~What were its financial results, did it bring profits, or losses?~~
5. ~~What was the object of the company's business?~~
6. ~~What was the company's connection with the purchase of Bresnan group by Elektrim S.A.?~~
7. ~~Did Elektrim B Inc. purchase any shares in Bresnan International Partners Poland L.P., if so, how many and why?~~
8. What was the reason that Elektrim S.A. did not purchase 100% shares in Bresnan International Partners Poland L.P.?
9. What happened to the shares held by Elektrim B. Inc. in Bresnan International Partners Poland L.P.?
10. Does the company still exist, if not, when and by whom was it liquidated?

Addresses of the companies:

1. Kerns Hill Inc. - Delaware, 1209 Orange Street, Wilmington, district New Castle, entered into the register under number 991310457 – 3075458 on July 28th, 1999. Dissolved on December 27th, 2001 (which was later invalidated on May 16th, 2003).
2. Elektrim B. Inc. - Delaware, dissolved on December 27th, 2001.

At the same time, I would very much appreciate, if possible, if you could obtain – for the purposes of the investigation conducted – of authenticated Xerox copies of the documents of Kerns Hill Inc. in 1999 – 2001, in particular regarding the business of the company, founders, shareholders, statutory authorities, financial reports, and balance sheets.

During the interrogation, please extend the issues indicated by other circumstances resulting from the answers obtained.

In reference to the request regarding the aforementioned persons as witnesses, I would also like to ask you, if possible in view of the locally applicable law, to record the testimony in writing, pursuant to article 148 paragraphs 1, 2, 3, and 4 of the Polish Code of Criminal Procedure, and to advise the witnesses about article 233 paragraph 1 of the Polish Criminal Code, prior to the interrogation.

Thank you in advance for the assistance provided.



Oblong stamp:
Deputy District Public Prosecutor in Warsaw
Zbigniew Ordanik
(-) *signature illegible*

Round official stamp with the national emblem of the Republic of Poland inside, and the following circumscription: District Public Prosecutor's Office in Warsaw

Attachments:

- excerpt from the Polish Criminal Code
- excerpt from the Polish Code of Criminal Procedure

