

EXHIBIT D

PLAINTIFFS' LIST OF WITNESSES FOR DEPOSITIONS¹

1. Chuck Davis, Chairman and Chief Executive Officer, Fandango.com
2. Rick Butler, Senior Vice President and Chief Information Officer, Fandango.com
3. Christopher Cunningham, Vice President, Business Development, Fandango.com
4. Rajesh Duggal, Vice President, Finance/Controller, Fandango.com
5. Bethany Ellism, Vice President, Human Resources, Fandango.com
6. Ted Hong, Vice President, Marketing, Fandango.com
7. Dan Mohler, Vice President, Sales, Fandango.com
8. Shane O'Neil, Chief Technology Officer, Fandango.com
9. Roberta Peralta, Vice President, Operations, Fandango.com
10. Peter Phillips, Vice President, Product Development, Fandango.com
11. Jeffery H. Boyd, President and Chief Executive Officer, Priceline.com
12. Robert J. Mylod Jr., Chief Financial Officer, Priceline.com
13. Christopher L. Soder, President, North American Travel, Priceline.com
14. Peter J. Millones Jr., Executive Vice President and General Counsel, Priceline.com
15. Ronald V. Rose, Chief Information Officer, Priceline.com
16. Brett Keller, Chief Marketing Officer, Priceline.com
17. Paul J. Hennessy, Chief Distribution Officer, Priceline.com
18. Daniel J. Finnegan, Senior Vice President, Chief Accounting Officer and Controller,

Priceline.com

¹ This list of potential witnesses Plaintiffs intend to depose in connection with this action does not constitute a complete and exhaustive list of individuals whom Plaintiffs believe will possess discoverable information in this action. Accordingly, Plaintiffs expressly reserve the right to seek depositions of additional individuals whose identities are obtained during the course of discovery.

19. Glenn D. Fogel, Managing Director, Corporate Development and International, Priceline.com
20. Lisa Gillingham, Senior Vice President, Customer Service and Operations, Priceline.com
21. Tim Gordon, Senior Vice President, Hotels, Priceline.com
22. Mark Koehler, Senior Vice President, Air, Priceline.com
23. Stef Norden, Chief Executive Officer, Priceline Europe, Priceline.com
24. Patricia D'Angelo, Senior Vice President, Rental Cars, Priceline.com
25. James R. Zarley, chairman and chief executive officer, ValueClick, Inc.
26. Tom A. Vadnais, president (U.S.) and general manager, Commission Junction and Mediaplex, ValueClick, Inc.
27. Samuel J. Paisley, chief administrative officer, ValueClick, Inc.
28. Carl J. White, chief executive officer, Europe, ValueClick, Inc.
29. Scott H. Ray, chief financial officer, ValueClick, Inc.
30. Peter J. Wolfert, chief technology officer, ValueClick, Inc.
31. Scott P. Barlow, vice president and general counsel, ValueClick, Inc.
32. Farshad Fardad, general manager, Promotions and E-commerce, ValueClick, Inc.
33. Joshua R. Gray, Executive Vice President, Strategic Development, ValueClick, Inc.
34. Martin D. Andersen, general manager, PriceRunner, U.S., ValueClick, Inc.
35. David A. Yovanno, general manager, Display Advertising, ValueClick, Inc.
36. Scott Piotroski, general manager, Lead Generation, ValueClick, Inc.
37. John Ardis, vice president, corporate strategy, ValueClick, Inc.
38. Nelson Shane Garrett c/o Justflowers.com.

39. Maxim O. Khokhlov c/o Justflowers.com,
40. Andrea Riggs, Spokeswoman for IAC/InterActive Corp.
41. Richard J. Fernandes, Chief Executive Office, Webloyalty
42. Vincent R. D'Agostino, President, Webloyalty
43. Jeffrey Kendall, Senior Vice President Information Technology and Operations,

Webloyalty

44. Gary Cacace, Chief Technology Officer, Webloyalty
45. Gina Carey, Vice President, Finance, Webloyalty
46. Eli Chalfin, Senior Vice President, Account Management, Webloyalty
47. Martin Child, Managing Director, Europe, Webloyalty
48. Matt Gilbert, Senior Vice President, Business Development, Webloyalty
49. Martin Isaac, Senior Vice President, Marketing, Webloyalty
50. Sloane Levy, Senior Vice President, General Counsel, Webloyalty
51. David Lynch Senior, Vice President, Corporate Development and Corporate

Marketing, Webloyalty

52. Shane Spitzer Senior, Vice President, Strategic Alliances, Webloyalty
53. Tamra Lichtman, Vice President of Marketing, Webloyalty
54. Gail Schnitzler, Webloyalty
55. Rule 30(b)(6) designees from the following entities:
 - (a) The Sutherland Group or Sutherland Global Services
 - (b) Better Business Bureaus of All Fifty States
 - (c) American International Specialty Lines Ins. Co.
 - (d) Wal-Mart Stores, Inc.

- (e) ESPN, Inc.
- (f) Amazon.com
- (g) Apple
- (h) Comcast
- (i) Home Depot, Inc.
- (j) Sanpeggio's
- (k) Carmike Cinemas
- (l) AMC Theaters
- (m) Alamo Car Rental/National Car Rental
- (n) US Airways
- (o) RipOffReport.com/ Xcentric Ventures, LLC
- (p) Complaints.com
- (q) Consumerwebwatch.org/Consumers Union
- (r) Consumer Affairs
- (s) Adam Kessel
- (t) Connecticut Better Business Bureau
- (u) MasterCard
- (v) Visa U.S.A.
- (w) Discover Card
- (x) Drugstore.com
- (y) 1800Flowers
- (z) FTD.com
- (aa) Classmates Online, Inc.

- (bb) Experian
- (cc) IAC/InterActiveCorp, National Registered Agents, Inc.
- (dd) Internet Fraud Complaint Center
- (ee) Columbia House, LLC;
- (ff) Vitacost.com
- (gg) Holiday Inn, Inter Continental Hotel Group
- (hh) National Amusements, Inc.
- (ii) Steven Lieberman, Esq., Rothwell, Figg, Ernst & Maubeck P.C.

G:\sdavidson\Webloyalty\Witness List for 56(f) Motion.doc