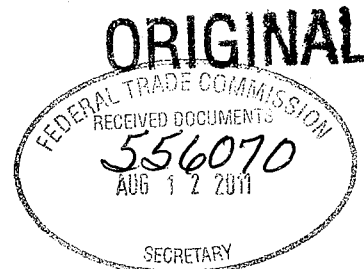


UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION



<p>In the Matter of) PROMEDICA HEALTH SYSTEM, INC.,) a corporation)</p>) Docket No. 9346) PUBLIC))
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**RESPONDENT PROMEDICA HEALTH SYSTEM INC.'S
MOTION FOR LEAVE TO FILE SUBSTITUTE HEARING EXHIBIT**

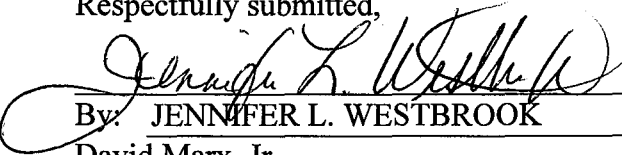
Pursuant to Rule 3.31A of the Federal Trade Commission’s Rules of Adjudicative Practice and Paragraph 14 of the Scheduling Order, Respondent ProMedica Health System, Inc. respectfully seeks leave to file a Substitute Hearing Exhibit.

On April 26, 2011, Respondent submitted a report from its economic expert, Margaret Guerin-Calvert, and subsequently included the expert report in its final exhibit list on April 28, 2011 (listed as RX-71, *in camera*). (See May 18, 2011 Renewed Motion for *In Camera* Treatment; May 25, 2011 Order Granting Respondent’s Renewed Motion for *In Camera* Treatment.) Subsequently, Respondent learned that Ms. Guerin-Calvert’s expert report contained some computational errors. Respondent subsequently submitted to Complaint Counsel on May 12, 2011 an errata for Ms. Guerin-Calvert’s report correcting the computational errors as well as minor typographical errors. Respondent later learned that Ms. Guerin-Calvert’s expert report inadvertently omitted market share tables from the report’s appendix. Respondent provided Complaint Counsel with the missing market share tables. However, Respondent subsequently discovered that the tables it provided to Complaint Counsel on May 13, 2011 contained additional computational errors. Respondent now seeks to substitute Ms. Guerin-Calvert’s expert report with a version that corrects the computational errors.

To correct these errors and avoid confusion during the hearing, Respondent respectfully moves for leave to file a substitute hearing exhibit for the reasons set forth in Respondent's accompanying Memorandum in support of its motion.

Dated: August 11, 2011

Respectfully submitted,



By: JENNIFER L. WESTBROOK

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*Attorneys for Respondent ProMedica
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CERTIFICATE OF SERVICE

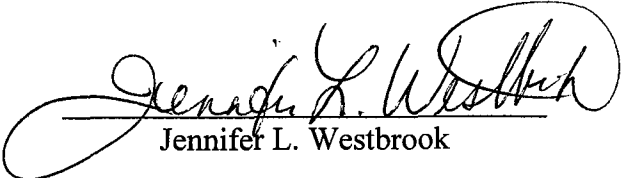
I, Jennifer L. Westbrook, hereby certify that I served a true and correct copy of the foregoing Respondent's Motion for Leave to File Substitute Hearing Exhibit, upon the following individuals by hand on August 11, 2011.

Hon. D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW
Room H110
Washington, DC 20580

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW
Room 172
Washington, DC 20580

I, Jennifer L. Westbrook, hereby certify that I served a true and correct copy of the foregoing Respondent's Motion for Leave to File Substitute Hearing Exhibit, upon the following individuals by electronic mail on August 11, 2011.

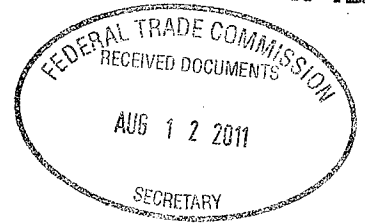
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Jennifer L. Westbrook

APPENDIX 1

Document Redacted in its Entirety

ORIGINAL



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

In the Matter of)
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PROMEDICA HEALTH SYSTEM, INC.,

a corporation

Docket No. 9346
PUBLIC

**RESPONDENT PROMEDICA HEALTH SYSTEM INC.'S
MEMORANDUM IN SUPPORT OF ITS MOTION FOR LEAVE TO FILE
SUBSTITUTE HEARING EXHIBIT**

I. Introduction

Respondent ProMedica Health System, Inc., seeks leave to file a substitute hearing exhibit to correct errors contained within the original copy of the exhibit and to avoid confusion during the hearing.¹ On April 26, 2011, Respondent submitted to Complaint Counsel the Expert Report of Margaret Guerin-Calvert, and subsequently included the expert report in its final exhibit list on April 28, 2011 (listed as RX-71). On May 6, 2011, Respondent learned that Ms. Guerin-Calvert's expert report contained some computational errors. Respondent subsequently submitted to Complaint Counsel on May 12, 2011 an errata for Ms. Guerin-Calvert's report correcting the computational errors as well as minor typographical errors. During the course of Ms. Guerin-Calvert's deposition on May 13, 2011, Respondent learned that Ms. Guerin-Calvert's expert report inadvertently omitted market share tables from the report's appendix. Respondent provided Complaint Counsel with the missing market share tables at a break during Ms. Guerin-Calvert's deposition. However, Respondent subsequently discovered that the tables it provided to Complaint Counsel on May 13, 2011 contained additional computational errors. A corrected copy of Ms. Guerin-Calvert's report, which Respondent seeks leave to substitute for the original report, RX-71, is attached as Appendix 1.

II. ARGUMENT

Respondent seeks to substitute a corrected copy of RX-71, the Expert Report of Margaret Guerin-Calvert, in place of the previously filed exhibit, in order to ensure that the Court has, and the Record will include, the correct version of Ms. Guerin-Calvert's expert report. Respondent has already provided Complaint Counsel with the corrected copy of RX-71, which includes the correct market share tables and corrects certain computational and typographical errors.

¹ Respondent's counsel has conferred with Complaint Counsel, who do not oppose this motion.

Additionally, Respondent has provided Complaint Counsel with the underlying computer programs and raw output used to create the market share tables that are contained in the corrected copy of Ms. Guerin-Calvert's expert report (RX-71), which includes the correct market share tables at pages 42a - 42d of Appendix B.²

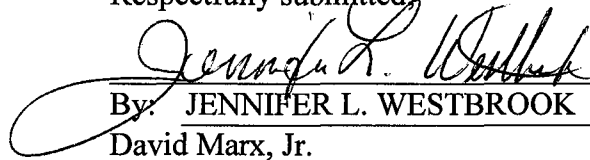
III. Conclusion

For all of the foregoing reasons, Respondent respectfully requests that the Court grant its unopposed Motion for Leave to File Substitute Expert Report of Margaret Guerin-Calvert.

² The substitute report also contains additional corrections for typographical errors. Specifically, paragraphs 36-37 on pages 20-22 and paragraphs 150-151 on page 77 of the original report incorrectly transcribed numbers from accompanying tables; the numbers in the tables are correct, but they were incorrectly cited in the text of the report. Footnote 29, referenced, in paragraph 36, incorrectly cited the appendix when it should have referenced Ms. Guerin-Calvert's backup materials. Also, line 10 and note C of Table 10 require corrections to conform with computational corrections previously made in the errata to paragraphs 97 and 99. Additionally, paragraph 146 incorrectly referred to Tables 7 and 8 as Tables 2 and 3. Finally, additional corrections for typographical errors appear on pages 1, 2, 16, 38, 41, and 42 of the appendix.

Dated: August 11, 2011

Respectfully submitted,


By: JENNIFER L. WESTBROOK

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*Attorneys for Respondent ProMedica
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CERTIFICATE OF SERVICE

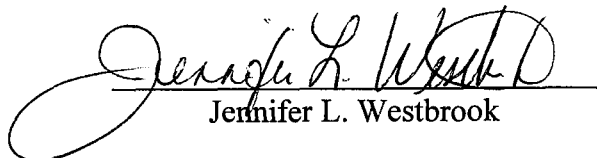
I, Jennifer L. Westbrook, hereby certify that I served a true and correct copy of the foregoing Respondent's Memorandum in Support of its Motion for Leave to File Substitute Expert Report of Margaret Guerin-Calvert, upon the following individuals by hand on August 11, 2011.

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Jennifer L. Westbrook