FEDERAL TRADE COMMISSION
RECEIVED DOCUMENTS
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SECRETARY

PUBLIC VERSION

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System, a corporation, and	)	Docket No. 9349
	)	PUBLIC
	)	
Rockford Health System, a corporation.	)	
	)	
	)	

NON-PARTY UNITEDHEALTH GROUP INCORPORATED'S MOTION FOR *IN CAMERA* TREATMENT OF PROPOSED EVIDENCE

UnitedHealth Group Incorporated ("United"), which is not a party to the above-captioned matter, respectfully requests that this court grant *in camera* treatment for several documents and certain deposition testimony that Complaint Counsel and Respondent Counsel have designated for possible introduction into evidence during the administrative trial in this matter. By letters dated March 13, 2012,[1] Complaint Counsel and Respondents Counsel notified United that they intend to introduce into evidence certain documents produced by United in response to a Civil Investigation Demand and Subpoena *Duces Tecum* and certain deposition testimony of Michelle Lobe (Regional Vice-President for Network Management for UnitedHealthcare of Illinois, Inc.). Of the numerous documents and deposition testimony identified by the parties, United seeks *in camera* treatment for only a limited number of documents and deposition testimony.

Specifically, United requests *in camera* treatment for the following documents and deposition testimony, grouped into three categories – (1) membership/product/proprietary

[1] Copies of the letters from Complaint Counsel and Respondent Counsel are attached hereto as Exhibits A and B, respectively.

information; (2) pricing/financial information; and (3) contracts/contract negotiations/contracting strategy:[2]

Chart A – Membership, Product and Proprietary Information

FTC_OSF-United-00516; 01142	United enrollment, premium and claims paid for members in Boone, Ogle and Winnebago Counties.
FTC_OSF-United-01160-1181	United's internal trend analysis.
FTC_OSF-United-01508-01532; 01533-01579	Listing of United's customers and membership information for Boone, Ogle and Winnebago Counties.
FTC_OSF-United-26512	Internal email which contains United's membership information in the Rockford area.
FTC_OSF-United-29628-29636	United's internal Core Membership Report as of February 8, 2010.
M. Lobe Investigational Hearing, September 27, 2011 – 15:10-16:1	
M. Lobe Transcript, January 10, 2012 – 12:17-16:21; 33:22-34:18; 36:5-14; ; 37:1-10; 37:19-24; 39:3-19; 46:6-47:6; 47:19-48:5; 97:23-98:3; 153:17-155:1-21; 168 3-170:2; 171:1-24;	
M. Lobe Transcript, February 24, 2012 – 95:7-11	

Chart B – United's Pricing and Financial Information

FTC_OSF-United-01153	United's 2007-2009 internal pricing information (allowed reimbursement as a percentage of gross charges) for Rockford Memorial Hospital.
FTC_OSF-United-01154	United's 2004-2006 internal pricing information (allowed reimbursement as a percentage of gross charges) for Rockford Memorial Hospital.
FTC_OSF-United-01155	United's Hospital Financial Analysis for Swedish American Hospitals.

[2] Given the confidential nature of the documents and depositions testimony at issue, United has not attached copies of these documents to this motion. Instead, United has submitted a disc which contains copies of these documents and deposition testimony for *in camera* review.

FTC_OSF-United-01156	United's 2006-2007 internal pricing information (allowed reimbursement as a percentage of gross charges) for Swedish American Hospital.
FTC_OSF-United-01157	United's chargemaster audit reports for Rockford Memorial Hospital and Swedish American Hospital.
FTC_OSF-United-01255	United's internal Network Pricing Trend Calculator for Swedish American Hospital.
FTC_OSF-United-01256	United's internal Pricing Scenario Model for Swedish American Hospital.
FTC_OSF-United-01258-1264; 01343; 01396	United's internal Hospital Pricing Models.
FTC_OSF-United-01340	United's internal Network Pricing Trend Calculator for Rockford Memorial Hospital.
FTC_OSF-United-03918-03940	United's Reimbursement Analysis dated September 2008 relating to Swedish American Hospital.
FTC_OSF-United-17909-17917	United's internal COB Analysis for Rockford Memorial Hospital dated March 2010.
FTC_OSF-United-21778-21786	United's internal COB Analysis for Swedish American Hospital dated December 2010.
FTC_OSF-United-21787	United's internal hospital financial analysis for Swedish American Hospital.
M. Lobe Transcript, February 24, 2012 – 18:14-19:8; 24:16-23; 26:5-11; 26:17-27:14; 30:23-31:16; 32:12-36:8; 40:16-41:24; 50:5-55:11; 55:17-57:9; 63:4-67:4; 67:14-69:7; 78:1-79:12; 95:22-97:15; 97:25-99:1; 99:20-100:15	

Chart C – Contracts, Contract Negotiations and Contracting Strategy

FTC_OSF-United-03942-03944	Contract appendix – Illinois Regulatory Requirements Appendix
FTC_OSF-United-03945-03953	All Payer Appendix for Swedish American Hospital
FTC_OSF-United-03954-03962	Options PPO Payer Appendix for Swedish American Hospital.
FTC_OSF-United-03963	Medicare Select Appendix for Swedish American Hospital.
FTC_OSF-United-15674-15677	E-Mail string, dated August 24, 2009, regarding contract negotiations between United and Swedish American Hospital.

FTC_OSF-United-16732	Internal United e-mail communications regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-18032-18035	E-Mail string, dated April 12, 2010, regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-19147-19148	Internal United e-mail communications regarding contract negotiations between United and Swedish American Hospital.
FTC-UHC-000003-000014	UnitedHealthcare All Payer Appendix, 10/01/04-9/30/05
FTC-UHC-000015-000026	UnitedHealthcare All Payer Appendix, 10/01/05-9/30/06
FTC-UHC-000027-000038	UnitedHealthcare All Payer Appendix, 10/01/06-9/30/07
FTC-UHC-000039-000058	Facility Participation Agreement between UnitedHealthcare Insurance Company and Rockford Memorial Hospital dated October 1, 2004.
FTC-UHC-000059-000080	Hospital Participation Agreement between UnitedHealthcare of Illinois, Inc. and Swedish American Hospital dated January 1, 2002.
FTC-UHC-000702-000713	Contract Proposal.
FTC-UHC-000714-000723	Physician Agreement between UnitedHealthcare of Illinois, Inc. and StaffCorp dated August 1, 2002.
M. Lobe Investigational Hearing, September 27, 2011 – 23:10-13; 35:6-15; 40:20-41:8; 42:9-44:18; 48:25-49:9; 56:23-57:12; 58:8-15; 60:8-61:20; 62:5:65:14; 69:4-70:25; 73:2-83:8	
M. Lobe Transcript, January 10, 2012 – 18:19-19:7; 45:4-14; 63:19-66:17; 67:19-74:8; 74:14-76:3; 76:7-82:14; 87:8-88:13; 88:18-89:23; 102:5-14; 103:3-105:5; 105:12-106:14; 109:1-111:5; 111:23-112:8; 113:19-120:6; 126:19-130:20; 135:14-24; 138:4-11; 142:13-150:5; 150:18-151:16; 163:10-16; 164:13-17; 164:24-165:10; 165:25-166:1; 173:21-174:8; 175:1-19; 179:1-6; 183:15-187:2; 188:10-189:2;	
M. Lobe Transcript, February 24, 2012 – 14:5-7; 19:15-22:3; 36:9-37:6; 41:25-42:9; 43:16-44:10; 47:3-22; 60:10-62:10; 70:5-75:17; 87:3-13; 100:16-102:3	
FTC-ROPE-005648-005656; FTC_OSF-United-02968-02977	Unsigned Draft Declaration of Michelle Lobe – ¶¶18, 20-26

All of the foregoing documents and deposition testimony were designated by United as confidential pursuant to the Protective Order Governing Discovery Material, dated November 18, 2011, entered in this matter. The information contained in these documents is competitively sensitive and is held in strict confidence by United. Public disclosure of these documents is likely to cause direct, serious harm to United's competitive position. Therefore, pursuant to 16 C.F.R. § 3.45(b), United respectfully moves for *in camera* treatment of the foregoing documents and deposition testimony.

I. UNITED'S CONFIDENTIAL DOCUMENTS WARRANT *IN CAMERA* TREATMENT UNDER THE FEDERAL TRADE COMMISSION'S RULES OF PRACTICE

The documents described in this motion warrant *in camera* treatment as provided by 16 C.F.R. § 3.45(b). The code section provides for *in camera* treatment of certain business-related information. Relating to business issues, under 16 C.F.R. § 3.45(b), requests for *in camera* treatment will be granted where public disclosure of the document in question "will result in a clearly defined, serious injury to the ... corporation requesting *in camera* treatment." *Id.* That showing can be made by establishing that the document in question is "sufficiently secret and sufficiently material to the applicant's business that disclosure would result in serious competitive injury." *In re Dura Lube Corp.*, 1999 F.T.C. LEXIS 255, *6 (Dec. 23, 1999) (quoting *General Foods Corp.*, 95 FTC 352, 355 (1980)). In this context, "courts have generally attempted to protect confidential business information from unnecessary airing." *H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961).

Six factors are weighed in determining whether the documents in question are sufficiently sensitive and material that disclosure would result in serious competitive injury:

> (1) the extent to which the information is known outside of the applicant's business; (2) the extent to which the information is known by employees and others involved in the applicant's

> business; (3) the extent of measures taken by the applicant to guard the secrecy of the information; (4) the value of the information to the applicant and its competitors; (5) the amount of effort or money expended by the applicant in developing the information; and (6) the ease or difficulty with which the information could be properly acquired or duplicated by others.

Dura Lube, 1999 F.T.C. LEXIS 255 at *6-*7 (quoting *Bristol-Myers Co*, 90 F.T.C. 455, 456 (1977)).

A. United Has Preserved the Confidentiality of the Documents and Information in Question.

United has taken substantial measures to guard the information contained in the documents identified above by limiting dissemination of such information and taking reasonable steps to protect its confidentiality. Lobe Declaration, ¶ 2.[3] Such information is only disclosed to particular United employees. *Id.* The information is not known outside of United, except to the extent necessary to engage in contract negotiations, and it would be extremely difficult for United's competitors (*e.g.*, Aetna, Blue Cross/Blue Shield, Cigna, etc.), those healthcare providers in which United negotiates contracts with (*e.g.*, Rockford Memorial, OSF, Swedish American, etc.) and other outside persons to access or duplicate the information contained in the documents and testimony identified in Charts A, B and C. *Id.* These efforts demonstrate that United has gone through great lengths to preserve the confidentiality of this information and such information should not be disclosed publically, especially where United is not a party to this action.

B. Disclosure of the Information Contained in the Documents in Question Would Result in Serious Competitive Injury to United.

As set forth above, the documents for which United seeks *in camera* protection are grouped into three categories: (1) membership/product/proprietary information; (2)

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[3] The Declaration of Michelle M. Lobe in Support of Non-Party UnitedHealthGroup Incorporated's Motion for *In Camera* Treatment of Proposed Evidence is attached hereto as Exhibit C.

pricing/financial information; and (3) contracts/contract negotiations/contracting strategy. As explained below, disclosure of this information would cause serious competitive injury to United.

1. Membership/Product/Proprietary Information.

Chart A identifies those documents which contain information relating to United's customer groups, membership, product offerings and product performance. Lobe Declaration, ¶ 3. The information contained in these documents is compiled by United and is not generally available to the public. *Id.* Public dissemination of this information would result in competitive injury to United in that competitors may use this information to reduce United's market share and to potentially target United's customers (especially those more profitable customers or employer groups) and contracted healthcare providers. *Id.* Accordingly, the documents identified in Chart A should be afforded *in camera* treatment.

2. Pricing and Financial Information.

Chart B identifies those documents which contain United's highly confidential and commercially sensitive information regarding pricing and financial information, and how United compiles and analyzes such information in its business and contract negotiations. Lobe Declaration, ¶ 4. These documents reveal sensitive information regarding the manner in which United negotiates rates and contracts with providers and how United analyzes such information to gain a competitive advantage. *Id.* This information could be used by United's competitors for their own advantage in targeting United's contracted healthcare providers and analyzing the manner in which United sets its contract rates. *Id.* Additionally, this information could be used by healthcare providers to gain an advantage during contract negotiations with United (and other payors for that matter) and potentially drive up reimbursement amounts. *Id.* Disclosure of this

information could result in serious damage to United's competitive advantage in the marketplace vis-à-vis competitors and healthcare providers. *Id.*

3. Contracts, Contract Negotiations and Contracting Strategy.

Chart C identifies various contracts, contract appendices and contract amendments, as well as communications relating to contract negotiations. Lobe Declaration, ¶ 5. The contracts, appendices, amendments and communications reveal sensitive information regarding United's negotiations and agreements with various healthcare providers. *Id.* The contracts themselves contain specific compensation schedules that identify the rates United pays to healthcare providers for services. *Id.* All of this information is highly confidential and commercially sensitive. *Id.* The disclosure of this information would reveal valuable information regarding the way that United negotiates contracts and determines rates for physician services, processes that United has expended numerous hours and many years to develop. *Id.* This information could be used by healthcare providers during contract negotiations to increase reimbursement rates under any potential contract. *Id.* Additionally, this information could be used by United's competitors for their own advantage by targeting United's contracted providers and analyzing the manner in which United determines its rates. *Id.* United's efforts to negotiate and analyze rates have allowed it to gain a competitive advantage in the marketplace and to better service its insureds and employer groups. *Id.* If this information were disclosed publically, it would result in serious damage United's competitive advantage in the marketplace. *Id.*

C. The Public Interest in Disclosure of the Documents in Question is Outweighed by the Likelihood of Serious Competitive Harm to United.

As a non-party to this matter, United deserves "special solicitude" in its request for *in camera* treatment of its confidential business information. *In the Matter of Kaiser Aluminum & Chemical Corp.*, 103 F.T.C. 500, 500 (1984) (order directing *in camera* treatment for five-year-

old sales statistics of non-parties). *In camera* treatment of information encourages non-parties to cooperate with future discovery requests in adjudicative proceedings. *Id.* United has cooperated with the discovery demands in this case, has produced over 30,000 pages of documents and Ms. Lobe has been deposed three times in connection with the proposed merger at issue. Conversely, "public understanding of this proceeding does not depend on access to" United's highly confidential information. *Id.* The balance of interests clearly favors *in camera* protection for the documents and deposition testimony identified in this motion. *See Bristol,* 90 F.T.C. at 456 (describing six-factor test for determining secrecy and materiality).

D. *In Camera* Protection for the Documents Identified in Chart A Should Extend For 5 Years and *In Camera* Protection for the Documents Identified in Charts B and C Should Extend Indefinitely.

The nature of the confidential information contained in the documents identified in Chart A warrants protection. Accordingly, United requests that the documents identified in Chart A be afforded *in camera* protection for a period of five years.

The nature of the highly confidential and commercially sensitive information contained in the documents identified in Charts B and C warrants indefinite *in camera* treatment. Indefinite *in camera* treatment may be granted where the competitive sensitivity or the proprietary value of the information will not diminish with the passage of time. *In re Coca Cola Co.*, 1990 FTC LEXIS 364 (Oct. 17, 1990). Unlike ordinary business records, such as business plans, marketing plans, or sales documents, which often receive *in camera* treatment for shortened periods of time, the information contained in the documents identified in Charts B and C is extremely sensitive and of such enduring significant proprietary value to United's competitive position and business strategy that its value will not diminish with the passage of time. Accordingly, United respectfully requests that the documents identified in Charts B and C be afforded indefinite *in camera* protection.

II. CONCLUSION

Under the Federal Trade Commission's Rules of Practice and relevant FTC precedent, *in camera* tr eatment of the documents identified in Charts A, B and C is warranted. These documents are both secret and material to a major component of United's business. Accordingly, United requests that the documents identified in Chart A be afforded *in camera* treatment for a period of 5 years and that the documents identified in Charts B and C be afforded indefinite *in camera* treatment.[4]

Dated: March 20, 2012

UNITEDHEALTH GROUP INCORPORATED

By: _____
One of Its Attorneys

James K. Gardner
Athanasios Papadopoulos
NEAL, GERBER & EISENBERG LLP
Two North LaSalle Street, Suite 1700
Chicago, Illinois 60602
(312) 269-5982
(312) 429-3575 Fax
jgardner@ngelaw.com
tpapadopoulos@ngelaw.com

[4] Attached hereto as Exhibit D is a Proposed Order.

PUBLIC VERSION

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
	)	
Rockford Health System,	)	
a corporation.	)	
	)	

CERTIFICATE OF VERIFICATION OF WORD COUNT

I hereby certify that Non-Party UnitedHealth Group Incorporated's Motion for *In Camera* Treatment of Proposed Evidence does not exceed the 2,500 word count per 16 C.F.R. § 3.22(c).

Athanasios Papadopoulos

PUBLIC VERSION

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
	)	
Rockford Health System,	)	
a corporation.	)	
	)	

CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties or the adjudicator.

Athanasios Papadopoulos

PUBLIC VERSION

CERTIFICATE OF SERVICE

I certify that on March 20, 2012, I sent the foregoing document by FedEx to; and that I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark
Secretary
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW, Room 172
Washington, DC 20580

I also certify that on March 20, 2012, I sent the foregoing document by electronic mail and FedEx to:

Hon. D. Michael Campbell
Administrative Law Judge
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW, Rm. H-110
Washington, DC 20580

I also certify that on March 20, 2012, I sent the foregoing document by electronic mail to:

Complaint Counsel

Matthew J. Reilly (mreilly@ftc.gov)
Jeffrey H. Perry (jperry@ftc.gov)
Kenneth W. Field (kfield@ftc.gov)
Jeremy P. Morrison (jmorrison@ftc.gov)
Katherine A. Ambrogi (kambrogi@ftc.gov)
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW
Washington, DC 20580

Counsel for OSF Healthcare System

Alan I. Greene (agreene@hinshawlaw.com)
Matthew J. O'Hara (mohara@hinshawlaw.com)
Kristin M. Kurczweski (kkurczweski@hinshawlaw.com)
HINSHAW & CULBERTSON LLP
222 N. LaSalle St., Suite 300
Chicago, IL 60601

Michael Iasparro (miasparro@hinshawlaw.com)
HINSHAW & CULBERTSON LLP
100 Park Ave.
Rockford, IL 61101

Counsel for Rockford Health System

David Marx, Jr. (dmarx@mwe.com)
William P. Schuman (wshuman@mwe.com)
Amy J. Carletti (acarletti@mwe.com)
McDERMOTT WILL & EMERY LLP
227 W. Monroe Street
Chicago, IL 60606

Jeffrey W. Brennan (jbrennan@mwe.com)
Carla A.R. Hine (chine@mwe.com)
Nicole L. Castle (ncastle@mwe.com)
Rachael V. Lewis (rlewis@mwe.com)
Daniel G. Powers (dgpowers@mwe.com)
James B. Camden (jcamden@mwe.com)
McDERMOTT WILL & EMERY LLP
600 13th St., N.W.
Washington, DC 20005-3096

Athanasios Papadopoulos

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
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Rockford Health System,	)	
a corporation.	)	
	)	

NON-PARTY UNITEDHEALTH GROUP INCORPORATED'S MOTION FOR *IN CAMERA* TREATMENT OF PROPOSED EVIDENCE

EXHIBIT A

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Bureau of Competition
Mergers IV

March 13, 2012

VIA ELECTRONIC MAIL

UnitedHealthcare of Illinois
c/o Athanasios (Tom) Papadopoulos
Neal, Gerber & Eisenberg LLP
Two North LaSalle Street, Suite 1700
Chicago, IL 60602

Re: In the Matter of OSF Healthcare System and Rockford Health System, Docket No. 9349

Dear Mr. Papadopoulos:

By this letter we are providing formal notice to UnitedHealthcare of Illinois, pursuant to Rule 3.45(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Complaint Counsel intends to offer the material referenced in Attachment A into evidence in the administrative trial in the above-captioned matter. For your convenience, I have attached the material referenced in Attachment A. The administrative trial is scheduled to begin on April 17, 2012. All exhibits admitted into evidence become part of the public record unless *in camera* status is granted by Administrative Law Judge D. Michael Chappell.

For documents or testimony that include sensitive or confidential information that you do not want on the public record, you must file a motion seeking *in camera* status or other confidentiality protections pursuant to 16 C.F.R. §§ 3.45 and 4.10(g). Judge Chappell may order that materials, whether admitted or rejected as evidence, be placed *in camera* only after finding that their public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment. For example, judges have granted *in camera* motions after non-parties to a proceeding demonstrated that public disclosure of commercially sensitive information would expose them to serious competitive disadvantage; that they had taken and continued to take measures to guard the secrecy of the information; and that the documents at issue had not been widely disseminated.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the standards set forth in 16 C.F.R. § 3.45 and explained in *In re Dura Lube Corp.*, 1999 FTC LEXIS 255 (Dec. 23, 1999); *In re Hoechst Marion Roussel, Inc.*, 2000 FTC LEXIS 157 (Nov.

22, 2000) and 2000 FTC LEXIS 138 (Sept. 19, 2000); *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the material. *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (April 23, 2004). For your convenience, I have provided two examples of third-party motions (and their accompanying declarations or affidavits) for *in camera* treatment that were filed and granted in a recent FTC administrative proceeding.

Please be aware that under the current Scheduling Order dated December 20, 2011, the deadline for filing motions seeking *in camera* status is **March 20, 2012**. If you have any questions, please feel free to contact me at (202) 326-2118 or at dzach@ftc.gov or Sarah Swain at (202) 326-2639 or at sswain@ftc.gov. Thank you.

Regards,

Daniel K. Zach

Attachments

Attachment A

In the Matter of OSF Healthcare System, and Rockford Health System, Docket No. 9349
List of UnitedHealthcare of Illinois Exhibits Marked by Complaint Counsel

Exhibit No.	Beg Bates	End Bates	Date	Description
PX0217	n/a	n/a	9/27/2011	Michelle Mary Lobe (UHC) Designated Investigational Hearing Transcript
PX0288	FTC-ROPE-005648	FTC-ROPE-005656	undated	Draft Declaration of Michelle Lobe (United Health Care)
PX4001	n/a	n/a	1/10/2012	Designated Deposition Transcript of Michelle Lobe (United)
PX4088	n/a	n/a	2/24/2012	Designated Deposition Transcript of Michelle Lobe (United)

Papadopoulos, Athanasios Tom

From: Field, Kenneth [kfield@ftc.gov]
Sent: Tuesday, March 13, 2012 3:03 PM
To: Papadopoulos, Athanasios Tom
Cc: Zach, Daniel; Swain, Sarah K.
Subject: RE: In re OSF and RHS, FTC Docket # 9349

Tom:
Under the December 20, 2012, scheduling order in the administrative proceeding, the deadline for deposition counter designations is March 23, 2012, three days after the deadline for you to file seeking *in camera* treatment of the transcripts. Accordingly, we cannot provide you with the final and complete list of designations for Ms. Lobe's February 24, 2012, deposition until after the filing deadline. That said, Complaint Counsel's designations to date include the following portions of the February 24, 2012, deposition transcript:

(Page:Line – Page:Line)
6:4 – 6
6:8 - 19
7:9 - 21
12:8 - 15
13:10 - 14:7
33:21 - 35:10
35:25 - 36:11
36:24 - 37:6
49:22 - 50:20
54:2 - 22
75:4 - 9
78:13 - 79:8
94:7 - 19
94:23 - 97:15
97:25 - 99:1
99:20 - 102:3
102:5 - 103:23

The extent of Complaint Counsel's counter designations will depend largely on what Respondents designate but we will keep you informed in any case. Please note that Respondents have an independent obligation to notify United about those designations and any other United materials Respondents intend to introduce in to evidence.

Thank you,

Ken Field
U.S. Federal Trade Commission
601 New Jersey Avenue, NW
Washington, DC 20001
Phone: 202.326.2868
Fax: 202.326.2286
Email: kfield@ftc.gov

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

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	)	

NON-PARTY UNITEDHEALTH GROUP INCORPORATED'S MOTION FOR *IN CAMERA* TREATMENT OF PROPOSED EVIDENCE

EXHIBIT B

McDermott
Will & Emery

Boston Brussels Chicago Dusseldorf Houston London Los Angeles Miami Milan
Munich New York Orange County Paris Rome Silicon Valley Washington D.C.
Strategic alliance with MWE China Law Offices (Shanghai)

Carla A. R. Hine
Associate
chine@mwe.com
+1 202 756 8095

March 13, 2012

VIA E-MAIL *JGARDNER@NGELAW.COM*
BY U.S. MAIL

James K. Gardner, Esq.
Neal, Gerber & Eisenberg LLP
Two North LaSalle St., Suite 1700
Chicago, IL 60602

Re: In the Matter of OSF Healthcare System and Rockford Health System, Docket No. 9349

Dear Mr. Gardner:

I write on behalf of Respondents to provide notice to your client, UnitedHealthcare, of Respondents' intent to offer your client's materials as evidence at the hearing in the above-referenced matter, pursuant to 16 C.F.R. § 3.45(b) and the Scheduling Order issued by Judge Chappell on December 20, 2011. Below are testimony excerpts and a list of documents that your client submitted in response to Civil Investigative Demands and Subpoenas *Duces Tecum* issued by Complaint Counsel and Respondent Counsel in this matter, and that Respondents intend to introduce as evidence at the hearing scheduled to commence on April 17, 2012.

Beg Bates	End Bates	Date	Description / Title
FTC_OSF-UNITED-00001	FTC_OSF-UNITED-00494	2011	Chicago/Northwest Indiana UnitedHealthcare Choice UnitedHealthcare Choice Plus
FTC_OSF-UNITED-00495	FTC_OSF-UNITED-00496	N/A	UnitedHealthcare OSF/Rockford Choice Plus
FTC_OSF-UNITED-00497	FTC_OSF-UNITED-00515	01/09/2012	A Report on the Accessibility UnitedHealthcare Choice Plus Providers For the Employees of OSF/Rockford
FTC_OSF-UNITED-00516	FTC_OSF-UNITED-00516	N/A	Chart of Member Months for Boone, Ogle, and Winnebago
FTC_OSF-UNITED-00517	FTC_OSF-UNITED-00534	09/30/2007	Provider Counts Analysis by State/County and Provider Type UHC Choice Plus and BlueCard PPO

Beg Bates	End Bates	Date	Description / Title
FTC_OSF-UNITED-00535	FTC_OSF-UNITED-00552	09/01/2009	Provider Counts Analysis by State/County and Provider Type UHC Choice Plus and BlueCard PPO
FTC_OSF-UNITED-00553	FTC_OSF-UNITED-00570	09/23/2008	Provider Counts Analysis by State/County and Provider Type UHC Choice Plus and BlueCard PPO
FTC_OSF-UNITED-00571	FTC_OSF-UNITED-00600	11/2011	Physician Counts, Overlap and Market Penetration UHC Choice Plus & BlueCard PPO
FTC_OSF-UNITED-00601	FTC_OSF-UNITED-00617	11/01/2011	UnitedHealthcare Project Summary Report (Boone)
FTC_OSF-UNITED-00618	FTC_OSF-UNITED-00634	11/01/2011	UnitedHealthcare Project Summary Report (Ogle)
FTC_OSF-UNITED-00635	FTC_OSF-UNITED-00651	11/01/2011	UnitedHealthcare Project Summary Report (Winnebago)
FTC_OSF-UNITED-00652	FTC_OSF-UNITED-00659	07/2011	UnitedHealthcare Core: A PPO Product Featuring a Designated Network of Hospitals and Affiliated Physicians
FTC_OSF-UNITED-00660	FTC_OSF-UNITED-00661	N/A	Why UnitedHealthcare Core is Unique
FTC_OSF-UNITED-00662	FTC_OSF-UNITED-00662	N/A	When it Comes to your Health, Reach for the Stars
FTC_OSF-UNITED-00756	FTC_OSF-UNITED-01067	2011	Iowa and Central Illinois UnitedHealthcare Choice UnitedHealthcare Choice Plus
FTC_OSF-UNITED-01068	FTC_OSF-UNITED-01141	2011	Central/Southeastern Illinois UnitedHealthcare Choice UnitedHealthcare Choice Plus
FTC_OSF-UNITED-01142	FTC_OSF-UNITED-01142	N/A	Chart of Member Months for Boone, Ogle, and Winnebago
FTC_OSF-UNITED-01143	FTC_OSF-UNITED-01144	N/A	UnitedHealthcare Core

Beg Bates	End Bates	Date	Description / Title
FTC_OSF-UNITED-01145	FTC_OSF-UNITED-01147	08/23/2010	UnitedHealthcare Offers New Health Plan in Chicago and Northwest Indiana
FTC_OSF-UNITED-01148	FTC_OSF-UNITED-01148	08/23/2010	Provider Service Information Office: UnitedHealthcare Offers New Health Plan Option in Chicago and NW Indiana
FTC_OSF-UNITED-01149	FTC_OSF-UNITED-01149	N/A	UnitedHealthcare Core
FTC_OSF-UNITED-01150	FTC_OSF-UNITED-01151	N/A	Why UnitedHealthcare Core is Unique
FTC_OSF-UNITED-01152	FTC_OSF-UNITED-01152	03/2011	UnitedHealthcare E&I Membership by County
FTC_OSF-UNITED-01153	FTC_OSF-UNITED-01153	N/A	Allowed Reimbursement as a Percentage of Gross Charges
FTC_OSF-UNITED-01154	FTC_OSF-UNITED-01154	N/A	Allowed Reimbursement as a Percentage of Gross Charges
FTC_OSF-UNITED-01155	FTC_OSF-UNITED-01155	N/A	Hospital Financial Analysis
FTC_OSF-UNITED-01156	FTC_OSF-UNITED-01156	N/A	Allowed Reimbursement as a Percentage of Gross Charges
FTC_OSF-United-01157	FTC_OSF-United-01157	N/A	Rockford Memorial Hospital Pricing Audit
FTC_OSF-United-01160	FTC_OSF-United-01181	1/24/2012	UnitedHealthcare Trend Discussion, Prepared for Missouri Market, January 24, 2012
FTC_OSF-United-01254	FTC_OSF-United-01254	10/26/2011	Hospital Analysis: Cost Targets and Financial Statistics
FTC_OSF-United-01255	FTC_OSF-United-01255	2/8/2012	Network Pricing Trend Calculator, SwedishAmerican

Beg Bates	End Bates	Date	Description / Title
FTC_OSF-United-01256	FTC_OSF-United-01256	N/A	Scenario Analysis Model v.9.3.1
FTC_OSF-United-01258	FTC_OSF-United-01258	N/A	UHN National Hospital Pricing Model 2010-2011
FTC_OSF-United-01259	FTC_OSF-United-01259	N/A	UHN National Hospital Pricing Model 2010-2011
FTC_OSF-United-01260	FTC_OSF-United-01260	N/A	UHN National Hospital Pricing Model 2010-2011
FTC_OSF-United-01261	FTC_OSF-United-01264	N/A	UHN National Hospital Pricing Model
FTC_OSF-United-01262	FTC_OSF-United-01262	N/A	UHN National Pricing Model 2010-2011
FTC_OSF-United-01263	FTC_OSF-United-01263	N/A	UHN National - Hospital Pricing Model - Proposal 2010-2011
FTC_OSF-United-01264	FTC_OSF-United-01264	N/A	UHN National - Hospital Pricing Model - Proposal 2010-2011
FTC_OSF-United-01340	FTC_OSF-United-01340	2/8/2012	Network Pricing Trend Calculator, Rockford
FTC_OSF-United-01343	FTC_OSF-United-01343	N/A	UHN National Hospital Pricing Model
FTC_OSF-United-01396	FTC_OSF-United-01396	N/A	UHN National Hospital Pricing Model
FTC_OSF-United-01508	FTC_OSF-United-01532	12/2011	UnitedHealthcare E&I Membership by Residency December 2011
FTC_OSF-United-01533	FTC_OSF-United-01579	12/1/2011	Membership Breakdown, Business Group and Funding Type

Beg Bates	End Bates	Date	Description / Title
FTC_OSF-United-01596	FTC_OSF-United-01597	2/22/2011	Email from Kenneth Field to Teonta Williams re: Contact Information
FTC_OSF-United-02925	FTC_OSF-United-02925	7/15/2011	Email between Teonta Williams to Paul J. Nolan re: Rockford IL
FTC_OSF-United-02926	FTC_OSF-United-02938	7/19/2011	Email from Kenneth Field to Teonta Williams re: Past United Declaration
FTC_OSF-United-02968	FTC_OSF-United-02977	8/30/2011	Fax from Teonta Williams to Kenneth Field with Declaration of Michelle Lobe
FTC_OSF-United-03078	FTC_OSF-United-03084	9/15/2011	Email chain between Teonta Williams to Kenneth Field re: Friday Call
FTC_OSF-United-03085	FTC_OSF-United-03091	9/15/2011	Email chain between Kenneth Field and Teonta Williams re: Friday Call (Lobe Deposition)
FTC_OSF-United-03175	FTC_OSF-United-03175	9/23/2011	Email from Teonta Williams to Michelle Lobe re: OSF/Rockford Memorial FTC Deposition
FTC_OSF-United-03177	FTC_OSF-United-03206	9/23/2011	Email from Kenneth Field to Teonta Williams re: UHC Transcript and Transcript of Gina Sheridan (9/13/2010)
FTC_OSF-United-03237	FTC_OSF-United-03237	9/23/2011	Email chain between Kenneth Field and Teonta Williams re: UHC Transcript.
FTC_OSF-United-03918	FTC_OSF-United-03940	9/2008	Reden & Anders, ReimbursementAnalysis, SwedishAmerican Hospital, September 2008
FTC_OSF-United-03942	FTC_OSF-UNITED-03944	N/A	Illinois Regulatory Requirements Appendix
FTC_OSF-United-03945	FTC_OSF-UNITED-03953	N/A	All Payer Appendix Swedish American Hospital
FTC_OSF-United-03954	FTC_OSF-UNITED-03962	N/A	Options PPO Payer Appendix Swedish American Hospital

Beg Bates	End Bates	Date	Description / Title
FTC_OSF-United-03963	FTC_OSF-United-03963	N/A	Medicare Select Appendix Swedish American Hospital
FTC_OSF-United-15674	FTC_OSF-UNITED-15677	7/22/2009	Email chain between Gina Schlink and Kevin Lewis re: SwedishAmerican New Agreement
FTC_OSF-United-16579	FTC_OSF-UNITED-16583	9/29/2009	Email from Gina Schlink to Kevin Lewis re: Introducing UnitedHealthcare Core in Illinois and NW Indiana
FTC_OSF-United-16732	FTC_OSF-United-16732	10/21/2009	Email from Michelle Lobe to Gina Schlink re: negotiating rates for Core with SwedishAmerican
FTC_OSF-United-17909	FTC_OSF-United-17917	3/2010	Ingenix Consulting, COB Analysis, Rockford Memorial Hospital, March 2010
FTC_OSF-United-18032	FTC_OSF-UNITED-18035	4/12/2010	Email chain between Kevin Lewis and Gina Schlink re: SwedishAmerican Medical Group Proposal Response
FTC_OSF-United-19147	FTC_OSF-UNITED-19148	9/21/2010	Conversation between Gina Schlink and Daniel Kim re: SwedishAmerican
FTC_OSF-United-21778	FTC_OSF-UNITED-21786	December 2010	Ingenix Consulting, COB Analysis, SwedishAmerican Hospital, December 2010
FTC_OSF-United-21787	FTC_OSF-United-21787	N/A	Ingenix Consulting, Hospital Financial Analysis, SwedishAmerican Hospital May 31
FTC_OSF-United-21937	FTC_OSF-United-21937	N/A	Redirection assumptions by hosptial
FTC_OSF-United-26512	FTC_OSF-United-26512	7/29/2011	Email from Joanne Beck to Teonta Williams cc Michelle Lobe re: Membership by county - Rockford inquiry
FTC_OSF-United-29628	FTC_OSF-UNITED-29636	2/8/2010	Core Membership Report - as of 2/8/10
FTC-UHC-000003	FTC-UHC-000014	N/A	UnitedHealthcare All Payer appendix, 10/01/04 to 09/30/05
FTC-UHC-000015	FTC-UHC-000026	N/A	UnitedHealthcare All Payer appendix, 10/01/05 to 09/30/06

Beg Bates	End Bates	Date	Description / Title
FTC-UHC-000027	FTC-UHC-000038	N/A	UnitedHealthcare All Payer appendix, 10/01/06 to 09/30/07
FTC-UHC-000039	FTC-UHC-000058	08/13/2004	Facility Participation Agreement, Rockford Memorial and United Healthcare of Illinois
FTC-UHC-000064	FTC-UHC-000080	01/01/2002	UnitedHealthcare of Ill. Hospital Participation Agreement, SwedishAmerican and UnitedHealth Networks
FTC-UHC-000702	FTC-UHC-000713	10/01/2003	UnitedHealthcare Physician Contract 10/01/2003
FTC-UHC-000714	FTC-UHC-000723	08/01/2002	UnitedHealthcare of IL Physician Contract 08/01/2002
N/A	N/A	09/27/2011	Lobe Investigational Hearing Transcript Designations at 35:19-36:1; 42:9-43:5; 43:6-43:25; 45:25-46:15; 46:24-47:3; 48:7-49:9;71:3-10;78:15-21;87:10-88:1; 89:3-8
N/A	N/A	01/10/2012	Michelle Lobe Deposition Transcript Designations at 6:22-7:20; 7:24-8:14; 8:24-9:24; 10:21-11:7; 11:10-13:2; 13:22-25; 15:15-20; 16:22-20:5; 20:12-25; 22:17-23; 23:3-15; 24:25-27:8; 27:20-29:19; 29:23-30:19; 33:3-34:18; 36:5-39:19; 40:24-44:23; 45:4-47:6; 47:19-48:10; 48:16-49:4; 49:8-13; 49:24-51:11; 51:18-52:4; 52:9-54:7; 55:18-57:1; 57:17-20; 58:13-19; 60:2-62:4; 62:18-63:13; 63:19-66:22; 67:19-74:8; 74:14-76:3; 76:7-81:24; 82:15-20; 83:17-84:6; 84:14-85:8; 85:21-86:9; 87:8-88:13; 88:18-89:9; 89:24-90:1; 90:22-95:5; 95:10-20; 96:8-97:19; 97:23-98:3; 98:8-99:10; 99:14-100:4; 100:11-103:7; 103:12-16; 105:6-106:25; 107:9-13; 108:3-12; 109:1-111:5; 111:18-22; 113:3-17; 115:11-117:5; 120:8-11; 126:19-127:6; 129:19-131:10; 132:14-133:3; 134:18-138:11; 142:13-22; 146:7-20; 147:19-148:10; 149:8-150:5; 150:18-153:13; 153:17-156:10; 156:18-157:6; 157:24-158:9; 170:10-171:24; 182:10-183:4; 185:17-187:2; 188:10-189:2

Beg Bates	End Bates	Date	Description / Title
N/A	N/A	2/24/2012	Michelle Lobe (UnitedHealthcare) Deposition Transcript Designations at 6:9-19; 8:5-14; 8:23-9:6; 13:10-14:7; 15:7-18:4; 18:14-22:3; 23:25-24:23; 26:5-11; 26:17-27:14; 29:24-30:13; 30:20-31:16; 32:12-37:6; 40:16-42:9; 43:16-44:10; 47:3-22; 49:17-22; 50:5-55:11; 55:17-57:9; 59:2-62:10; 62:16-67:4; 67:14-69:7; 70:5-75:17; 78:1-79:12; 80:6-81:5; 81:10-84:9; 85:6-87:13; 89:9-89:21; 90:5-92:5; 92:23-93:21

Sincerely,

Carla A. R. Hine

Carla A. R. Hine

DM_US 32346894-1.046498.0021

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
	)	
Rockford Health System,	)	
a corporation.	)	
	)	

NON-PARTY UNITEDHEALTH GROUP INCORPORATED'S MOTION FOR *IN CAMERA* TREATMENT OF PROPOSED EVIDENCE

EXHIBIT C

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
	)	
Rockford Health System,	)	
a corporation.	)	
	)	

DECLARATION OF MICHELLE M. LOBE IN SUPPORT OF NON-PARTY UNITEDHEALTH GROUP INCORPORATED'S MOTION FOR *IN CAMERA* TREATMENT OF PROPOSED EVIDENCE

I, Michelle M. Lobe, declare as follows:

1. I am currently Regional Vice-President for Network Management for UnitedHealthcare of Illinois, Inc. In my position, I am responsible for managing the contracting team for all of the physicians, hospitals, and ancillary contracts for UnitedHealthcare in the 16 markets throughout the central United States. I have been in this position for five years.

2. UnitedHealthcare has taken substantial measures to safeguard the information contained in the documents identified in Charts A, B and C (attached hereto as Exhibit A) by limiting dissemination of such information and by taking reasonable steps to protect its confidentiality. The information contained in the documents identified in Charts A, B and C is disclosed only to particular UnitedHealthcare employees, and is not generally known outside of UnitedHealthcare except to the extent necessary to engage in contract negotiations. The information contained in the documents identified in Charts A, B and C would be extremely difficult for UnitedHealthcare's competitors, healthcare providers and any other third parties.

3. Chart A identifies those documents which contain information relating to UnitedHealthcare's customer groups, membership, product offerings and product performance.

The information contained in these documents is compiled by UnitedHealthcare and is not generally available to the public. Public dissemination of this information would result in competitive injury to United in that competitors may use this information to reduce United's market share and to potentially poach United's customers (especially those more profitable customers or employer groups).

4. Chart B identifies those documents which contain United's highly confidential and commercially sensitive information regarding UnitedHealthcare pricing and financial information with regard to its contracts with healthcare providers, and how UnitedHealthcare compiles and analyzes such information. These documents reveal sensitive information regarding the manner in which United negotiates rates and contracts with providers and how UnitedHealthcare analyzes such information to gain a competitive advantage. This information could be used by UnitedHealthcare's competitors for their own advantage in targeting UnitedHealthcare's contracted providers and analyzing the manner in which United sets its contract rates. Additionally, this information could be used by healthcare providers to gain an advantage during contract negotiations with UnitedHealthcare and potentially drive up reimbursement amounts. Disclosure of this information could result in serious damage to UnitedHealthcare's competitive advantage in the marketplace vis-à-vis its competition and healthcare providers.

5. Chart C identifies various contracts, contract appendices and contract amendments as well as communications relating to contract negotiations. The contracts, appendices, amendments and communications reveal sensitive information regarding UnitedHealthcare's contract negotiations and agreements with various healthcare providers. The contracts themselves contain specific compensation schedules that identify the rates

UnitedHealthcare pays to healthcare providers for services. All of this information is highly confidential and commercially sensitive. The disclosure of this information would reveal valuable insight regarding the way that UnitedHealthcare prepares contracting strategy, negotiates contracts and determines rates for physician services, processes that UnitedHealthcare has expended numerous hours and many years to develop. This information could be used by healthcare providers during contract negotiations to increase reimbursement rates under any potential contract. Additionally, this information could be used by UnitedHealthcare's competitors for their own advantage by targeting UnitedHealthcare's contracted providers and analyzing the manner in which UnitedHealthcare determines its rates. UnitedHealthcare's efforts to negotiate and analyze rates have allowed it to gain a competitive advantage in the marketplace and to better service its customers. If this information were disclosed publically, it could result in serious damage UnitedHealthcare's competitive advantage in the marketplace.

I declare under penalty of perjury that the foregoing is true and correct.

Michelle M. Lobe

Signed this 19 day of March 2012.

EXHIBIT A TO DECLARATION OF MICHELLE M. LOBE

Chart A – Membership, Product and Proprietary Information

FTC_OSF-United-00516; 01142	United enrollment, premium and claims paid for members in Boone, Ogle and Winnebago Counties.
FTC_OSF-United-01160-1181	United's internal trend analysis.
FTC_OSF-United-01508-01532; 01533-01579	Listing of United's customers and membership information for Boone, Ogle and Winnebago Counties.
FTC_OSF-United-26512	Internal email which contains United's membership information in the Rockford area.
FTC_OSF-United-29628-29636	United's internal Core Membership Report as of February 8, 2010.
M. Lobe Investigational Hearing, September 27, 2011 – 15:10-16:1	
M. Lobe Transcript, January 10, 2012 – 12:17-16:21; 33:22-34:18; 36:5-14; ; 37:1-10; 37:19-24; 39:3-19; 46:6-47:6; 47:19-48:5; 97:23-98:3; 153:17-155:1-21; 168 3-170:2; 171:1-24;	
M. Lobe Transcript, February 24, 2012 – 95:7-11	

Chart B – United's Pricing and Financial Information

FTC_OSF-United-01153	United's 2007-2009 internal pricing information (allowed reimbursement as a percentage of gross charges) for Rockford Memorial Hospital.
FTC_OSF-United-01154	United's 2004-2006 internal pricing information (allowed reimbursement as a percentage of gross charges) for Rockford Memorial Hospital.
FTC_OSF-United-01155	United's Hospital Financial Analysis for Swedish American Hospitals.
FTC_OSF-United-01156	United's 2006-2007 internal pricing information (allowed reimbursement as a percentage of gross charges) for Swedish American Hospital.
FTC_OSF-United-01157	United's chargemaster audit reports for Rockford Memorial Hospital and Swedish American Hospital.
FTC_OSF-United-01255	United's internal Network Pricing Trend Calculator for Swedish American Hospital.

FTC_OSF-United-01256	United's internal Pricing Scenario Model for Swedish American Hospital.
FTC_OSF-United-01258-1264; 01343; 01396	United's internal Hospital Pricing Models.
FTC_OSF-United-01340	United's internal Network Pricing Trend Calculator for Rockford Memorial Hospital.
FTC_OSF-United-03918-03940	United's Reimbursement Analysis dated September 2008 relating to Swedish American Hospital.
FTC_OSF-United-17909-17917	United's internal COB Analysis for Rockford Memorial Hospital dated March 2010.
FTC_OSF-United-21778-21786	United's internal COB Analysis for Swedish American Hospital dated December 2010.
FTC_OSF-United-21787	United's internal hospital financial analysis for Swedish American Hospital.
M. Lobe Transcript, February 24, 2012 – 18:14-19:8; 24:16-23; 26:5-11; 26:17-27:14; 30:23-31:16; 32:12-36:8; 40:16-41:24; 50:5-55:11; 55:17-57:9; 63:4-67:4; 67:14-69:7; 78:1-79:12; 95:22-97:15; 97:25-99:1; 99:20-100:15	

Chart C – Contracts, Contract Negotiations and Contracting Strategy

FTC_OSF-United-03942-03944	Contract appendix – Illinois Regulatory Requirements Appendix
FTC_OSF-United-03945-03953	All Payer Appendix for Swedish American Hospital
FTC_OSF-United-03954-03962	Options PPO Payer Appendix for Swedish American Hospital.
FTC_OSF-United-03963	Medicare Select Appendix for Swedish American Hospital.
FTC_OSF-United-15674-15677	E-Mail string, dated August 24, 2009, regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-16732	Internal United e-mail communications regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-18032-18035	E-Mail string, dated April 12, 2010, regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-19147-19148	Internal United e-mail communications regarding contract negotiations between United and Swedish American Hospital.
FTC-UHC-000003-000014	UnitedHealthcare All Payer Appendix, 10/01/04-9/30/05

FTC-UHC-000015-000026	UnitedHealthcare All Payer Appendix, 10/01/05-9/30/06
FTC-UHC-000027-000038	UnitedHealthcare All Payer Appendix, 10/01/06-9/30/07
FTC-UHC-000039-000058	Facility Participation Agreement between UnitedHealthcare Insurance Company and Rockford Memorial Hospital dated October 1, 2004.
FTC-UHC-000059-000080	Hospital Participation Agreement between UnitedHealthcare of Illinois, Inc. and Swedish American Hospital dated January 1, 2002.
FTC-UHC-000702-000713	Contract Proposal.
FTC-UHC-000714-000723	Physician Agreement between UnitedHealthcare of Illinois, Inc. and StaffCorp dated August 1, 2002.
M. Lobe Investigational Hearing, September 27, 2011 – 23:10-13: 35:6-15; 40:20-41:8; 42:9-44:18; 48:25-49:9; 56:23-57:12; 58:8-15; 60:8-61:20; 62:5:65:14; 69:4-70:25; 73:2-83:8	
M. Lobe Transcript, January 10, 2012 – 18:19-19:7; 45:4-14; 63:19-66:17; 67:19-74:8; 74:14-76:3; 76:7-82:14; 87:8-88:13; 88:18-89:23; 102:5-14; 103:3-105:5; 105:12-106:14; 109:1-111:5; 111:23-112:8; 113:19-120:6; 126:19-130:20; 135:14-24; 138:4-11; 142:13-150:5; 150:18-151:16; 163:10-16; 164:13-17; 164:24-165:10; 165:25-166:1; 173:21-174:8; 175:1-19; 179:1-6; 183:15-187:2; 188:10-189:2;	
M. Lobe Transcript, February 24, 2012 – 14:5-7; 19:15-22:3; 36:9-37:6; 41:25-42:9; 43:16-44:10; 47:3-22; 60:10-62:10; 70:5-75:17; 87:3-13; 100:16-102:3	
FTC-ROPE-005648-005656; FTC_OSF-United-02968-02977	Unsigned Draft Declaration of Michelle Lobe – ¶¶18, 20-26

NGEDOCS: 1885626.1

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
	)	
Rockford Health System,	)	
a corporation.	)	
	)	

NON-PARTY UNITEDHEALTH GROUP INCORPORATED'S MOTION FOR *IN CAMERA* TREATMENT OF PROPOSED EVIDENCE

EXHIBIT D

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of	)	
	)	
OSF Healthcare System,	)	Docket No. 9349
a corporation, and	)	PUBLIC
	)	
Rockford Health System,	)	
a corporation.	)	
	)	
	)	

PROPOSED ORDER

On March 20, 2012, non-Party UnitedHealth Group Incorporated ("United") filed a Motion for *In Camera* Treatment of Proposed Evidence which seeks *in camera* treatment for documents and deposition testimony that contain confidential business information which have been identified by Complaint Counsel and Respondent Counsel that may be introduced into evidence in connection with this matter.

IT IS HEREBY ORDERED that United's Motion is Granted;

IT IS FURTHER ORDERED that the following documents/information will be subject to *in camera* treatment under C.F.R. § 3.45 and will be kept confidential and not placed on the public record of this proceeding for a period of five years:

FTC_OSF-United-00516; 01142	United enrollment, premium and claims paid for members in Boone, Ogle and Winnebago Counties.
FTC_OSF-United-01160-1181	United's internal trend analysis.
FTC_OSF-United-01508-01532; 01533-01579	Listing of United's customers and membership information for Boone, Ogle and Winnebago Counties.
FTC_OSF-United-26512	Internal email which contains United's membership information in the Rockford area.
FTC_OSF-United-29628-29636	United's internal Core Membership Report as of February 8, 2010.
M. Lobe Investigational Hearing, September 27, 2011 – 15:10-16:1	
M. Lobe Transcript, January 10, 2012 – 12:17-16:21; 33:22-34:18; 36:5-14; ; 37:1-10; 37:19-24; 39:3-19; 46:6-47:6; 47:19-48:5; 97:23-98:3; 153:17-155:1-21; 168 3-170:2; 171:1-24;	
M. Lobe Transcript, February 24, 2012 – 95:7-11	

IT IS FURTHER ORDERED that the following documents/information will be subject to *in camera* treatment under C.F.R. § 3.45 and will be kept confidential and not placed on the public record of this proceeding or at any point thereafter:

FTC_OSF-United-01153	United's 2007-2009 internal pricing information (allowed reimbursement as a percentage of gross charges) for Rockford Memorial Hospital.
FTC_OSF-United-01154	United's 2004-2006 internal pricing information (allowed reimbursement as a percentage of gross charges) for Rockford Memorial Hospital.
FTC_OSF-United-01155	United's Hospital Financial Analysis for Swedish American Hospitals.
FTC_OSF-United-01156	United's 2006-2007 internal pricing information (allowed reimbursement as a percentage of gross charges) for Swedish American Hospital.
FTC_OSF-United-01157	United's chargemaster audit reports for Rockford Memorial Hospital and Swedish American Hospital.
FTC_OSF-United-01255	United's internal Network Pricing Trend Calculator for Swedish American Hospital.
FTC_OSF-United-01256	United's internal Pricing Scenario Model for Swedish American Hospital.
FTC_OSF-United-01258-1264; 01343; 01396	United's internal Hospital Pricing Models.
FTC_OSF-United-01340	United's internal Network Pricing Trend Calculator for Rockford Memorial Hospital.
FTC_OSF-United-03918-03940	United's Reimbursement Analysis dated September 2008 relating to Swedish American Hospital.
FTC_OSF-United-17909-17917	United's internal COB Analysis for Rockford Memorial Hospital dated March 2010.
FTC_OSF-United-21778-21786	United's internal COB Analysis for Swedish American Hospital dated December 2010.
FTC_OSF-United-21787	United's internal hospital financial analysis for Swedish American Hospital.
M. Lobe Transcript, February 24, 2012 – 18:14-19:8; 24:16-23; 26:5-11; 26:17-27:14; 30:23-31:16; 32:12-36:8; 40:16-41:24; 50:5-55:11; 55:17-57:9; 63:4-67:4; 67:14-69:7; 78:1-79:12; 95:22-97:15; 97:25-99:1; 99:20-100:15	
FTC_OSF-United-03942-03944	Contract appendix – Illinois Regulatory Requirements Appendix

FTC_OSF-United-03945-03953	All Payer Appendix for Swedish American Hospital
FTC_OSF-United-03954-03962	Options PPO Payer Appendix for Swedish American Hospital.
FTC_OSF-United-03963	Medicare Select Appendix for Swedish American Hospital.
FTC_OSF-United-15674-15677	E-Mail string, dated August 24, 2009, regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-16732	Internal United e-mail communications regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-18032-18035	E-Mail string, dated April 12, 2010, regarding contract negotiations between United and Swedish American Hospital.
FTC_OSF-United-19147-19148	Internal United e-mail communications regarding contract negotiations between United and Swedish American Hospital.
FTC-UHC-000003-000014	UnitedHealthcare All Payer Appendix, 10/01/04-9/30/05
FTC-UHC-000015-000026	UnitedHealthcare All Payer Appendix, 10/01/05-9/30/06
FTC-UHC-000027-000038	UnitedHealthcare All Payer Appendix, 10/01/06-9/30/07
FTC-UHC-000039-000058	Facility Participation Agreement between UnitedHealthcare Insurance Company and Rockford Memorial Hospital dated October 1, 2004.
FTC-UHC-000059-000080	Hospital Participation Agreement between UnitedHealthcare of Illinois, Inc. and Swedish American Hospital dated January 1, 2002.
FTC-UHC-000702-000713	Contract Proposal.
FTC-UHC-000714-000723	Physician Agreement between UnitedHealthcare of Illinois, Inc. and StaffCorp dated August 1, 2002.
M. Lobe Investigational Hearing, September 27, 2011 – 23:10-13: 35:6-15; 40:20-41:8; 42:9-44:18; 48:25-49:9; 56:23-57:12; 58:8-15; 60:8-61:20; 62:5:65:14; 69:4-70:25; 73:2-83:8	

M. Lobe Transcript, January 10, 2012 – 18:19-19:7; 45:4-14; 63:19-66:17; 67:19-74:8; 74:14-76:3; 76:7-82:14; 87:8-88:13; 88:18-89:23; 102:5-14; 103:3-105:5; 105:12-106:14; 109:1-111:5; 111:23-112:8; 113:19-120:6; 126:19-130:20; 135:14-24; 138:4-11; 142:13-150:5; 150:18-151:16; 163:10-16; 164:13-17; 164:24-165:10; 165:25-166:1; 173:21-174:8; 175:1-19; 179:1-6; 183:15-187:2; 188:10-189:2;	
M. Lobe Transcript, February 24, 2012 – 14:5-7; 19:15-22:3; 36:9-37:6; 41:25-42:9; 43:16-44:10; 47:3-22; 60:10-62:10; 70:5-75:17; 87:3-13; 100:16-102:3	
FTC-ROPE-005648-005656; FTC_OSF-United-02968-02977	Unsigned Draft Declaration of Michelle Lobe – ¶¶18, 20-26

IT IS FURTHER ORDERED that only authorized Federal Trade Commission personnel, and court personnel concerned with judicial review may have access to the above-identified documents/information, provided that I, the commission, and reviewing courts may disclose such *in camera* information to the extent necessary for the proper disposition of the proceeding.

ORDERED:_____
D. Michael Chappell
Chief Administrative law Judge

DATED:_____