

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES



In the Matter of)
)
BENCO DENTAL SUPPLY CO.,)
a corporation,)
)
HENRY SCHEIN, INC.,)
a corporation, and)
)
PATTERSON COMPANIES, INC.,)
a corporation,)
)
Respondents.)

Docket No. 9379

ORIGINAL

NON-PARTY KLEAR IMPAKT, LLC'S MOTION FOR *IN CAMERA* TREATMENT

Pursuant to Rule 3.45(b) of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.45(b), Non-Party Klear Impakt, LLC ("Klear Impakt") respectfully moves this Court for *in camera* treatment of four confidential, competitively sensitive documents (the "Confidential Documents"). Klear Impakt produced these documents, among others, in response to a third-party subpoena in this matter. The Federal Trade Commission (the "FTC") and Henry Schein, Inc. ("Henry Schein") have now each notified Klear Impakt that they intend to introduce six and twenty-one of Klear Impakt's documents, respectively, into evidence at the administrative trial in this matter. *See* Letters from the FTC (attached as **Exhibit A**) and Henry Schein (attached as **Exhibit B**), each dated September 17, 2018.

Given the sensitive business information that the Confidential Documents contain, Klear Impakt submits this Motion to request permanent *in camera* treatment of them in their entirety. All of the materials for which Klear Impakt seeks *in camera* treatment are confidential business documents, such that if they were to become part of the public record, Klear Impakt would be significantly harmed in its ability to compete in the dental buying-group space. For the reasons discussed in this Motion, Klear Impakt requests that this Court afford its confidential business documents *in camera* treatment indefinitely. In support of this Motion, Klear Impakt relies on the

Declaration of Richard K. Johnson, Au.D. (“Johnson Declaration”), attached as **Exhibit C**, which provides more detail on the documents for which Klear Impakt seeks *in camera* treatment.

I. Documents for which protection is sought

Klear Impakt seeks *in camera* treatment of the following Confidential Documents, copies of which are attached as **Exhibit D**.

Exhibit No.	Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
CX4107	Email from Darci Wingard to Rich Johnson, Subject: “RE: Updated PVA,” Attachment: “scan.pdf”	8/1/2016	FTC-KI-00000804	FTC-KI-00000815
RX2057	Amendment to the Primary Vendor Agreement (Buying Group) between Henry Schein and Klear Impakt	4/20/2018	FTC-KI-00000524	FTC-KI-00000524
RX2058	Email from Darci Wingard to Rich Johnson regarding countersigned Primary Vendor Agreement	8/1/2016	FTC-KI-00000804	FTC-KI-00000806
RX2059	Klear Impakt Primary Vendor Agreement	8/1/2016	FTC-KI-00000807	FTC-KI-00000815

II. Klear Impakt’s documents are secret and material, and their public disclosure would result in serious injury to Klear Impakt

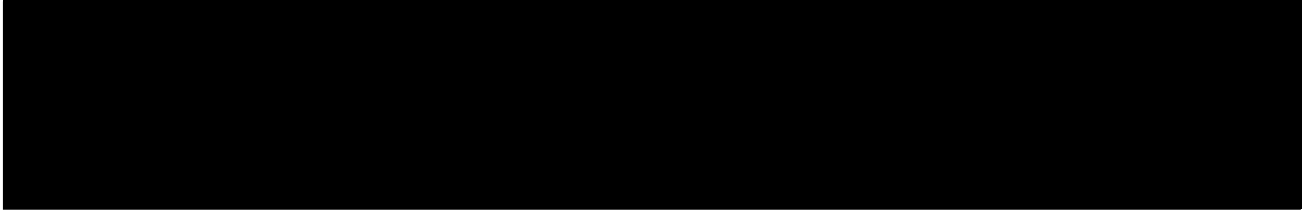
In camera treatment of material is proper where its “public disclosure will likely result in a clearly defined, serious injury” to the person requesting such treatment. 16 C.F.R. § 3.45(b). A proponent demonstrates “serious competitive injury” by showing that documents are both *secret* and *material* to its business. *Matter of Gen. Foods Corp.*, 95 F.T.C. 352, 355 (1980). Generally, courts attempt “to protect confidential business information from unnecessary airing.” *In re H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961).

In considering both *secrecy* and *materiality*, this Court should consider: (1) the extent to which the information is known outside of the business; (2) the extent to which it is known by

employees and others involved in the business; (3) the extent of measures taken to guard the secrecy of the information; (4) the value of the information to the business and competitors; (5) the amount of effort or money expended in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others. *Matter of Bristol-Myers Co.*, 90 F.T.C. 455, 456–57 (1977).

Here, the Confidential Documents are both secret and material to Klear Impakt’s business as set forth in greater detail in the Johnson Declaration. In sum, the materials at issue contain information of competitive significance to Klear Impakt, such as the Primary Vendor Agreement (“PVA”) between Henry Schein and Klear Impakt with the terms of their initial agreement, including but not limited to the administrative fee charged by Klear Impakt, the rebate and discounts offered by Henry Schein, and the carefully negotiated, highly confidential formulary of specific discount rates for Klear Impakt’s members that apply to certain categories of products at various levels in Henry Schein’s offerings catalogue (RX2059, and part of CX4107). The PVA also includes, among other additional terms, a strict confidentiality provision. The materials at issue contain other information of competitive significance to Klear Impakt, such as an amendment to the PVA that changes, among other things, the calculation of rebates for equipment and technology offered by Henry Schein (RX2057) and emails that describe, explain, and reveal the negotiations between Henry Schein and Klear Impakt regarding key terms of the PVA with respect to the structure of administrative fees, discounts, and rebates (RX2058, and part of CX4107). Johnson Decl. ¶¶ 3–9.

As a buying group, Klear Impakt depends on the proprietary value of the unique discount, rebate, and formulary structure it has negotiated with Henry Schein and that it offers to its members; Klear Impakt also relies on the confidentiality of its arrangements with Henry Schein vis-à-vis potential competitors, future partners, and the general public.¹ *Id.* ¶ 3. Thus, it has



developed custom-designed pricing based on a detailed formulary, for which it has spent significant resources and years negotiating. *Id.* ¶ 4. Such information is proprietary to Klear Impakt and not publicly known outside of Klear Impakt. *Id.* ¶¶ 6, 8–9. Indeed, when Klear Impakt produced the Confidential Documents, it took steps to maintain confidentiality by designating the documents “Confidential” pursuant to the Protective Order in this matter. Given the highly confidential and proprietary nature of the information and its materiality to Klear Impakt’s business, *in camera* treatment is proper.

Also, public disclosure of the Confidential Documents would result in a loss of business advantage to Klear Impakt. *See In re Hoechst Marion Roussel, Inc.*, No. 9293, 2000 F.T.C. LEXIS 138, at *6 (Sept. 19, 2000) (“The likely loss of business advantages is a good example of a ‘clearly defined, serious injury.’” (quoting *General Foods*, 95 F.T.C. at 355)). The Confidential Documents are material to Klear Impakt’s business. Johnson Decl. ¶¶ 6, 8–9. The public disclosure of such documents would result in a loss of business advantage that Klear Impakt has built as the result of its own substantial investments in the development of a proprietary value-add proposition for its partners and members, including Henry Schein and independent dental practices across the country.

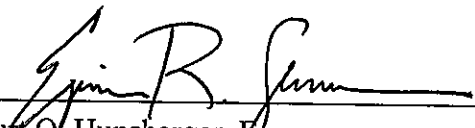
Finally, Klear Impakt’s status as a third party to this matter is relevant to the treatment of its documents. The FTC has long recognized that “[t]here can be no question that the confidential records of businesses involved in Commission proceedings should be protected insofar as possible.” *In re H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1186 (1961). This is especially true for a third party like Klear Impakt, who deserves “special solicitude” in its request for *in camera* treatment of its confidential business information. *See In the Matter of Kaiser Aluminum & Chem. Corp.*, 103 F.T.C. 500, 500 (1984) (“As a policy matter, extensions of confidential or *in camera* treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests.”). Thus, Klear Impakt’s third-party status weighs in favor of granting *in camera* treatment of the Confidential Documents.

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III. Conclusion

For the reasons set forth above and in the accompanying Johnson Declaration, Klear Impakt respectfully requests that this Court grant permanent *in camera* treatment of the Confidential Documents in their entirety.

Dated: September 26, 2018.



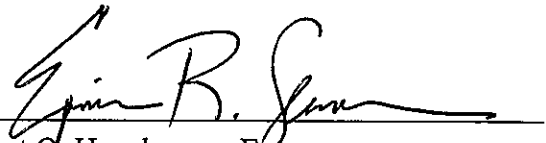
Kurt O. Hunsberger, Esq.
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eschaerer@mcllawfirm.com

Counsel for Non-Party Klear Impakt, LLC

STATEMENT REGARDING MEET AND CONFER

The undersigned certifies that counsel for Non-Party Klear Impakt, LLC (“Klear Impakt”) notified counsel for the Federal Trade Commission (the “FTC”) and Henry Schein, Inc. (“Henry Schein”) via email on or about September 19, 2018 that it would seek *in camera* treatment of the Confidential Documents. Counsel for both the FTC and Henry Schein informed the undersigned that they would not object to Klear Impakt’s motion.

Dated: September 26, 2018.



Kurt O. Hunsberger, Esq.
Enrique R. Schaerer, Esq.
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Counsel for Non-Party Klear Impakt, LLC

Exhibit A

Exhibit A



Western Regional Office

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

WASHINGTON, D.C. 20580

September 17, 2018

VIA EMAIL TRANSMISSION

KlearImpakt
c/o Enrique Schaerer, Esq.
Maupin, Cox & Legoy
4785 Caughlin Pkwy.
Reno, NV 89519
eschaerer@mcllawfirm.com

RE: *In the Matter of Benco Dental Inc., et al., Docket No. 9379*

Dear Mr. Schaerer:

By this letter we are providing formal notice, 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 documents and testimony referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. For your convenience, a copy of the documents and testimony will be sent to you in a separate email with an FTP link.

The administrative trial is scheduled to begin on October 16, 2018. All exhibits admitted into evidence become part of the public record unless Administrative Law Judge D. Michael Chappell grants *in camera* (i.e., non-public/confidential) status.

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.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS 39 (Feb. 23, 2015) and *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 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (Apr. 23, 2004). For your convenience, we included, as links in the cover email, an example of a third-party motion (and the accompanying declaration or affidavit) for *in camera* treatment that was filed and granted in an FTC administrative

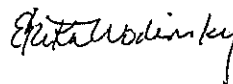
proceeding. If you choose to move for *in camera* treatment, you must provide a copy of the document(s) for which you seek such treatment to the Administrative Law Judge. Also, you or your representative will need to file a Notice of Appearance in the administrative proceeding. For more information regarding filing documents in adjudicative proceedings, please see <https://www.ftc.gov/faq/ftc-info/file-documents-adjudicative-proceedings>.

Please be aware that under the current Scheduling Order **the deadline for filing motions seeking *in camera* treatment is September 26, 2018**. A copy of the March 14, 2018 Scheduling Order can be found at <https://www.ftc.gov/enforcement/cases-proceedings/151-0190/bencoscheinpatterson-matter>.

Additionally, in lieu of a deposition on the admissibility of the documents listed in Attachment A, we ask that you sign and return the attached declaration regarding the admissibility of these documents. Please return the signed declaration to my attention by September 28, 2018.

If you have any questions, please feel free to contact me at 415-848-5190.

Sincerely,



Erika Wodinsky
Counsel Supporting the Complaint

Attachment

Attachment A

Exhibit No.	Full Name	Date	BegBates	EndBates
CX4106	Email from: Kathleen Titus to Rich Johnson cc: Nicole Lena subject: ["RE: KlearImpakt"]	4/1/2015	FTC-KI-00000606	FTC-KI-00000611
CX4107	Email from: Darci Wingard to Rich Johnson subject: ["RE: Updated PVA" attachments: ["scan.pdf" (attachments included)]] Email from: Ryan Lewis to Rich Johnson cc: Rebecca Haulman and Angie D'Antoni subject: ["Re: Letterhead" attachments: ["KlearImpakt Intro Letter Template.docx", "KlearImpakt Letterhead Template.docx", "KlearImpakt 8.5x11 Solutions Summary Flier RV.pdf", "KlearImpakt Sept Email 2 RV2.jpg", "KlearImpakt Sept Email RV2.jpg", "KlearImpakt_8_5x11_Solutions_Summary_Flier_RV_pdf.jpg" (attachments included)]]	8/1/2016	FTC-KI-00000804	FTC-KI-00000815
CX4109	Email from: Jason Sala to Rich Johnson subject: ["Fwd: Gary and his Reno visit"]	10/3/2016	FTC-KI-00001255	FTC-KI-00001261
CX4110	Email from: Darci Wingard to Rich Johnson subject: ["KI Marketing Messaging" attachments: ["IMG_1072.PNG" (attachments included)]]	7/19/2016	FTC-KI-00000914	FTC-KI-00000914
CX4111	Email from: marketing@klearimpakt.com to forms@klearimpakt.com subject: ["New submission from: Join KlearImpakt"]	4/26/2017	FTC-KI-00000348	FTC-KI-00000349
CX4112	Deposition of Richard Johnson transcript	5/2/2018	FTC-KI-00001589	FTC-KI-00001590
CX8029		7/26/2018	CX8029-001	CX8029-060

Exhibit B

Exhibit B



Proskauer Rose LLP 1001 Pennsylvania Avenue, NW Suite 600 South Washington, DC 20004-2533

September 17, 2018

**VIA EMAIL
VIA FEDEX**Colin Kass
Attorney at Law
d 202.416.6890
f 202.416.6899
ckass@proskauer.com
www.proskauer.comKlear Impakt LLC
c/o Enrique Schaerer, Esq.
Maupin, Cox & Legoy
4785 Caughlin Parkway
Reno, NV 89519Re: *In the Matter of Benco Dental Supply Co, Henry Schein, Inc. and Patterson Companies, Inc.* (FTC Docket No. 9379)

Dear Mr. Schaerer,

By this letter, we are providing formal notice, pursuant to Rule 3.45(b) of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Benco Dental Supply Company, Henry Schein, Inc., and Patterson Companies, Inc. intend to offer the documents and/or testimony referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. The administrative trial is scheduled to begin on October 16, 2018. 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 which 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, 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.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS (Feb. 23, 2015); *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 documents. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (April 23, 2004). Each party or non-party that files a motion for *in camera* treatment shall provide one copy of the documents for which *in camera* treatment is sought to the Administrative Law Judge. For your convenience, a copy of the documents and testimony will be provided to you via secure file share.

Please be aware that under the current Scheduling Order of March 14, 2018, the deadline for filing motions seeking *in camera* status is September 26, 2018. A copy of the Scheduling Order can be found at <https://www.ftc.gov/system/files/documents/cases/d09379order590015.pdf>.

If you have any questions, please feel free to contact me at (202) 416-6890.

Sincerely,

/s/ Colin R. Kass

Colin R. Kass s

**KlearImpakt
Attachment A**

RX Number	Description	Date	Beg Bates	End Bates
RX2045	Henry Schein & KlearImpakt Enrollment Procedure explaining electronic enrollment process	9/14/2015	FTC-KI-00000017	FTC-KI-00000017
RX2046	Email From K. Titus To rkjrich@yahoo.com re: KlearImpakt News Release - For Approval	9/10/2015	FTC-KI-00000023	FTC-KI-00000024
RX2047	Email From R. Lewis To R. Johnson re: PDF Henry Schein (FINAL PDF - HENRY SCHEIN PRICE SHEET.pdf attached)	8/27/2015	FTC-KI-00000057	FTC-KI-00000057
RX2048	KlearImpakt / Henry Schein Dental Price Sheet	8/27/2015	FTC-KI-00000058	FTC-KI-00000293
RX2049	Composite Exhibit: Email from D. Wingard to R. Johnson re: HSD/KI Welcome Letter attaching Letter from Henry Schein Dental to KlearImpakt Customer welcoming newest member of the Solutions Platform	7/19/2016	FTC-KI-00000341 FTC-KI-00000342	FTC-KI-00000341 FTC-KI-00000343
RX2050	Klearimpakt and Henry Schein Meeting Calendar Invite	4/24/2015	FTC-KI-00000397	FTC-KI-00000398
RX2051	Henry Schein's Klearimpakt Meeting Agenda for April 24th 2015	4/24/2015	FTC-KI-00000399	FTC-KI-00000399
RX2052	Email from R. Lewis To K. Titus (Bcc rkjrich@yahoo.com) re: KlearImpakt Presentation (KI HS Present (2).pdf attached	4/27/2015	FTC-KI-00000424	FTC-KI-00000424
RX2053	Henry Schein Partnership Presentation to KlearImpakt	4/27/2015	FTC-KI-00000425	FTC-KI-00000443
RX2054	Email from N. Lena to R. Johnson, R. Lewis, M. Iliff, J. Sala and Todd (KlearImpakt) re: Business Solutions Offerings	1/23/2015	FTC-KI-00000448	FTC-KI-00000448
RX2055	Email from K. Titus to T. Sala, N. Lena, R. Johnson,	4/27/2015	FTC-KI-00000484	FTC-KI-00000485

	and J. Sala re: Schein and KlearImpakt meeting			
RX2056	Email from D. Wingard to R. Johnson, J. Sala, T. Sala, and R. Lewis re: KlearImpakt Amendment E&T with PVA KlearImpakt attached	4/20/2018	FTC-KI-00000522	FTC-KI-00000523
RX2057	Amendment to the Primary Vendor Agreement (Buying Group) between Henry Schein and KlearImpakt	4/20/2018	FTC-KI-00000524	FTC-KI-00000524
RX2058	Email from Darci Wingard to Rich Johnson with counter signed primary vendor agreement attached	8/1/2016	FTC-KI-00000804	FTC-KI-00000806
RX2059	KlearImpakt Primary Vendor Agreement	8/1/2016	FTC-KI-00000807	FTC-KI-00000815
RX0707	Email re: "Klearimpakt introduction"	12/11/2017	FTC-KI-00001167	FTC-KI-00001167
RX2060	Email from R. Lewis to J. Sala, T. Sala, M. Iliff, R. Johnson, C. Iliff re: Fwd: KlearImpakt; KlearImpakt TLA Benefits Summary 8.5x11.pdf attached	3/12/2015	FTC-KI-00001346	FTC-KI-00001346
RX2061	Welcome to KlearImpakt packet	3/12/2015	FTC-KI-00001347	FTC-KI-00001355
RX2062	Email from K. Titus to R. Johnson re: KlearImpakt	2/11/2015	FTC-KI-00001598	FTC-KI-00001602
RX3043	Richard Johnson Deposition Transcript	7/26/2018	CX8029-001	CX8029-060

Exhibit C

Exhibit C

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES

In the Matter of

BENCO DENTAL SUPPLY CO.,
a corporation,

HENRY SCHEIN, INC.,
a corporation, and

PATTERSON COMPANIES, INC.,
a corporation,

Respondents.

Docket No. 9379

**DECLARATION OF RICHARD K. JOHNSON, Au.D., IN SUPPORT OF
NON-PARTY KLEAR IMPAKT, LLC’S MOTION FOR *IN CAMERA* TREATMENT**

I, Richard K. Johnson, Au. D., hereby declare as follows:

1. I am the VP of Finance at Klear Impact, LLC (“Klear Impakt”). I make this declaration in support of Non-Party Klear Impakt’s Motion for *In Camera* Treatment (the “Motion”). I have personal knowledge of the matters stated in this Declaration and, if called upon to do so, could competently testify about them.

2. I have reviewed and am familiar with the documents Klear Impakt produced in the above-captioned matter in response to a third-party subpoena from the Federal Trade Commission (“FTC”). Given my role at Klear Impakt, I am familiar with the type of information contained in the documents at issue and its competitive significance to Klear Impakt. Based on my review of the documents, my knowledge of Klear Impakt’s business, and my familiarity with the confidentiality protection afforded this type of information by Klear Impakt, I submit that the disclosure of these documents to the public and to competitors of Klear Impakt would cause serious competitive injury to Klear Impakt.

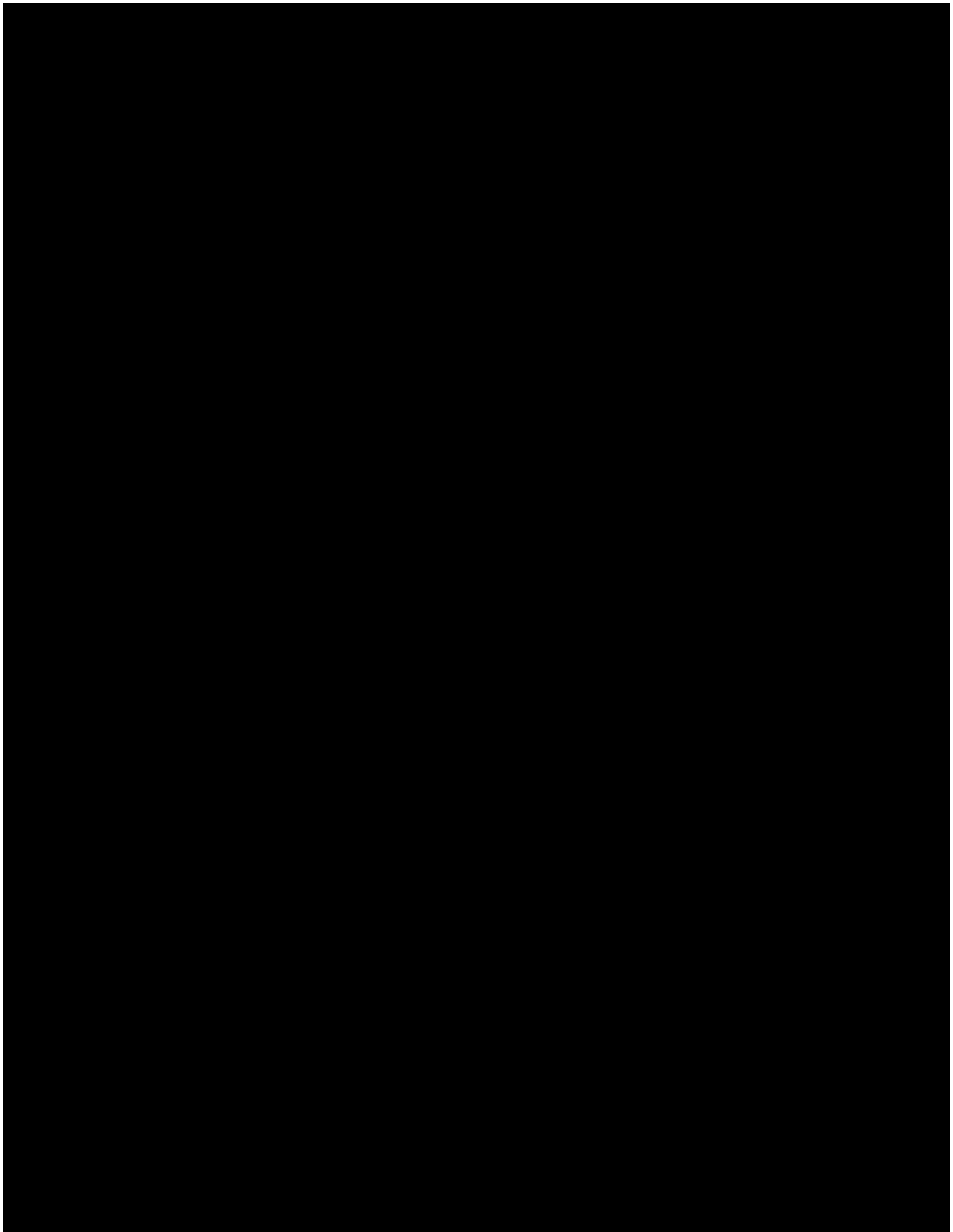
3. Klear Impakt is a buying group composed of independent dentists who are its members. Klear Impakt leverages the collective purchasing power of its members, as separately owned and managed dental practices across the country, to negotiate for them competitive,

comprehensive, custom-designed pricing that is not currently available outside of the group. The pricing is based on a carefully negotiated, highly confidential formulary developed over the years by Klear Impakt and Henry Schein, Inc. (“Henry Schein”). The design of the formulary is meant to preserve the confidentiality of administrative fees, discounts, and rebates vis-à-vis Klear Impakt’s current and prospective members, potential competitors, future partners, and the public at large. In addition, Klear Impakt delivers collaborative, peer-driven practice strategies and offers innovative, well-tailored marketing services to its members.

4. Over the past three years, Klear Impakt has worked diligently to reshape the balance of bargaining power in the dental industry in order to transform a purely commercial transaction into a strategic partnership that provides value to Klear Impakt’s members, Henry Schein, and Klear Impakt itself. Through unique, proprietary data and processes, Klear Impakt has fostered competition among suppliers of dental products where none previously existed. By coordinating among independent dentists and differentiating between data and analytic services, for example, Klear Impakt has shifted bargaining power toward itself and its members. The proprietary data and processes took Klear Impakt over two and a half years to negotiate, design, redesign, and ultimately implement. The public disclosure of those data and processes would allow potential competitors to copy, duplicate, or otherwise mimic Klear Impakt, thereby causing serious competitive injury to Klear Impakt and its members.

5. The FTC has informed Klear Impakt that it intends to use six of the documents that Klear Impakt produced in response to the FTC’s third-party subpoena at the administrative hearing in this matter. Of these documents, CX4107 is particularly sensitive and contains confidential business information. As described in the Motion, Klear Impakt seeks permanent *in camera* protection of the following document:

Exhibit No.	Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
CX4107	Email from Darci Wingard to Rich Johnson, Subject: “RE: Updated PVA,” Attachment: “scan.pdf”	8/1/2016	FTC-KI-00000804	FTC-KI-00000815



7. Henry Schein has informed Klear Impakt that it intends to use twenty-one of the documents that Klear Impakt produced in response to the FTC's third-party subpoena at the administrative hearing in this matter. Of these documents, RX2057, RX2058, and RX2059 are particularly sensitive and contain confidential business information. As described in the Motion, Klear Impakt seeks permanent *in camera* protection of the following documents:

Exhibit No.	Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
RX2057	Amendment to the Primary Vendor Agreement (Buying Group) between Henry Schein and Klear Impakt	4/20/2018	FTC-KI-00000524	FTC-KI-00000524
RX2058	Email from Darci Wingard to Rich Johnson regarding countersigned Primary Vendor Agreement	8/1/2016	FTC-KI-00000804	FTC-KI-00000806
RX2059	Klear Impakt Primary Vendor Agreement	8/1/2016	FTC-KI-00000807	FTC-KI-00000815

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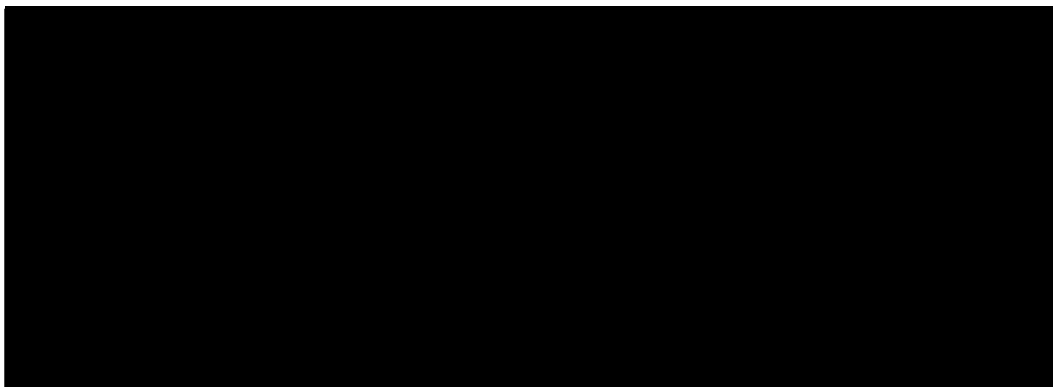
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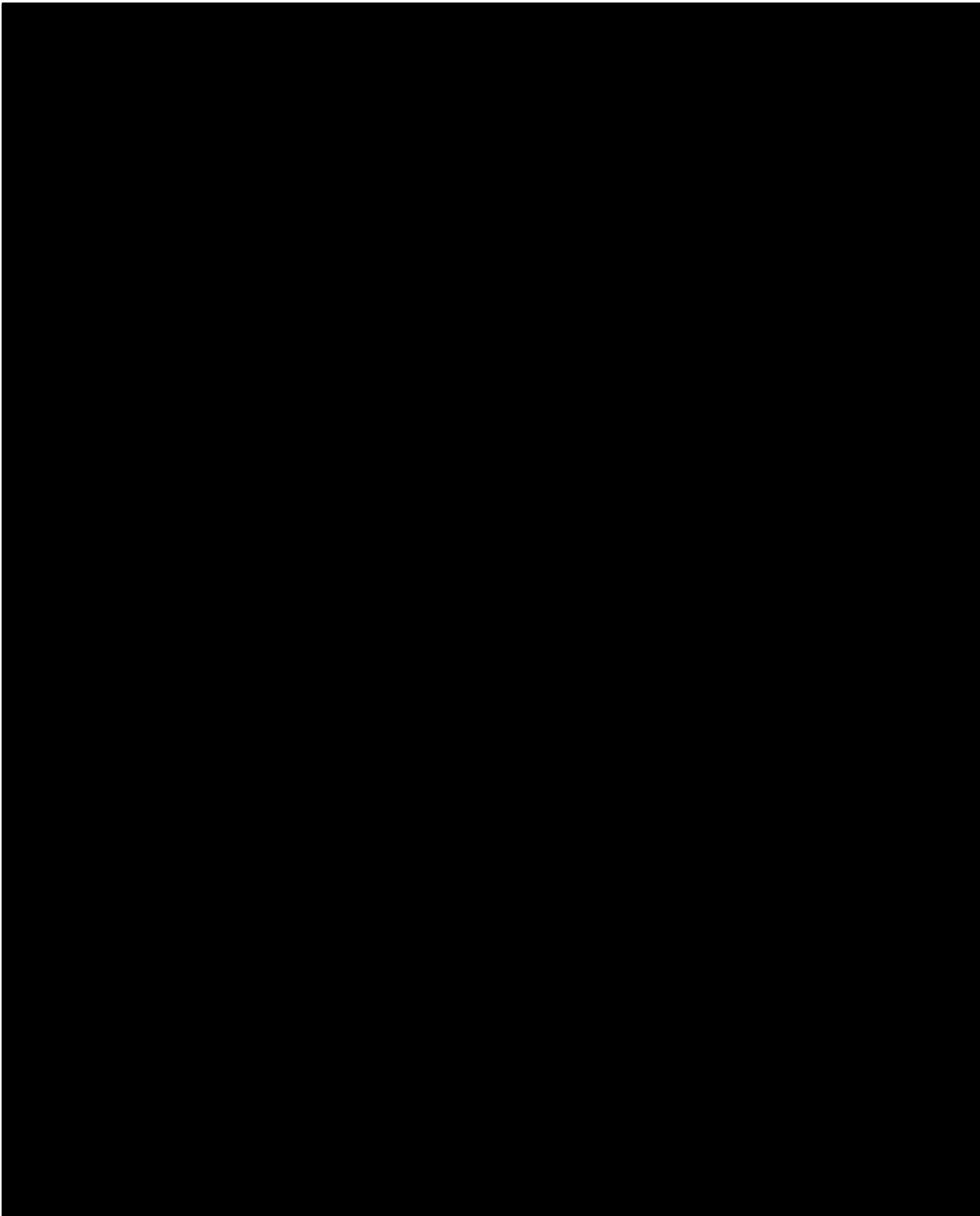


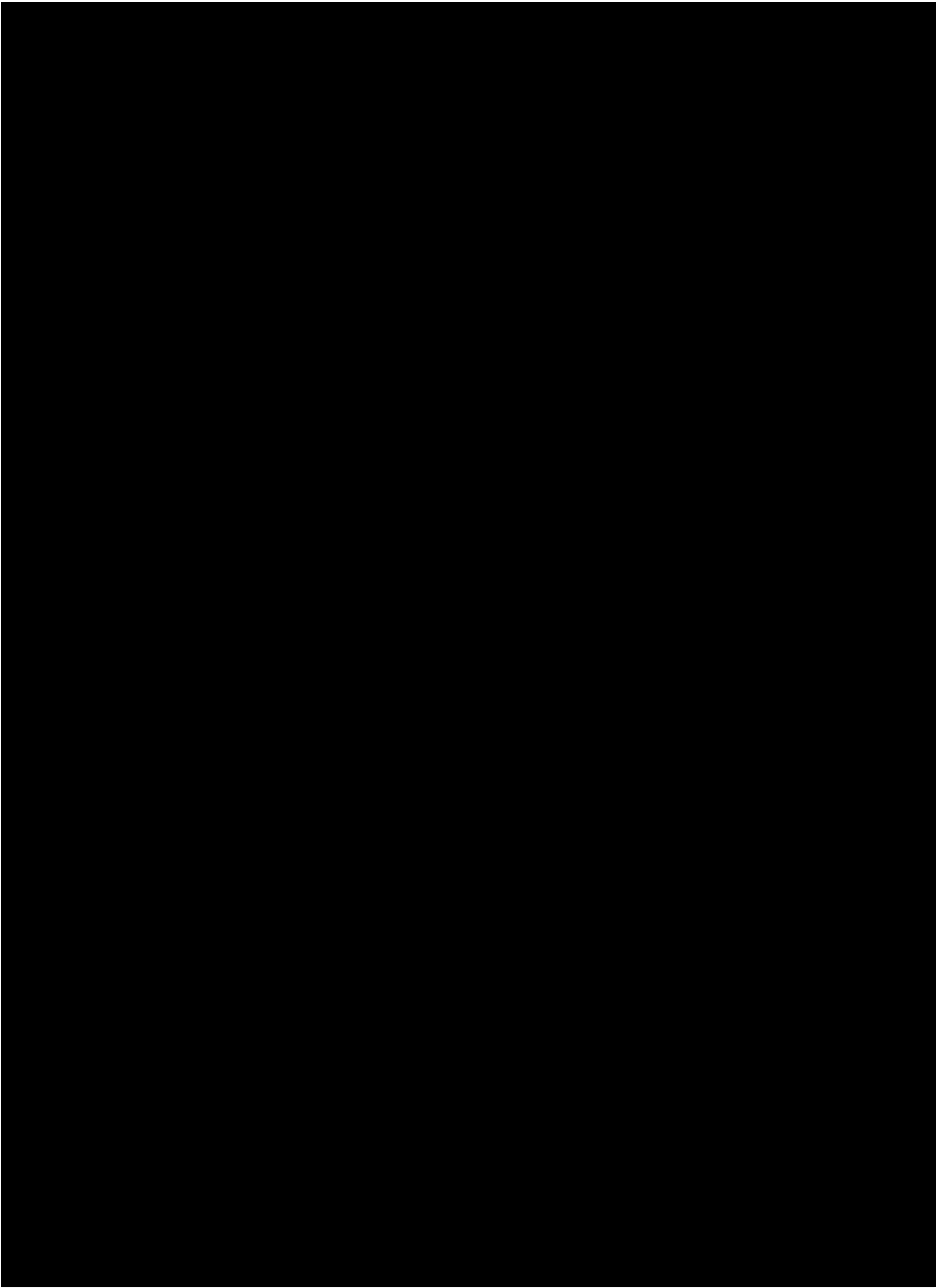
A handwritten signature in black ink, appearing to read "Richard K. Johnson", is written over a horizontal line.

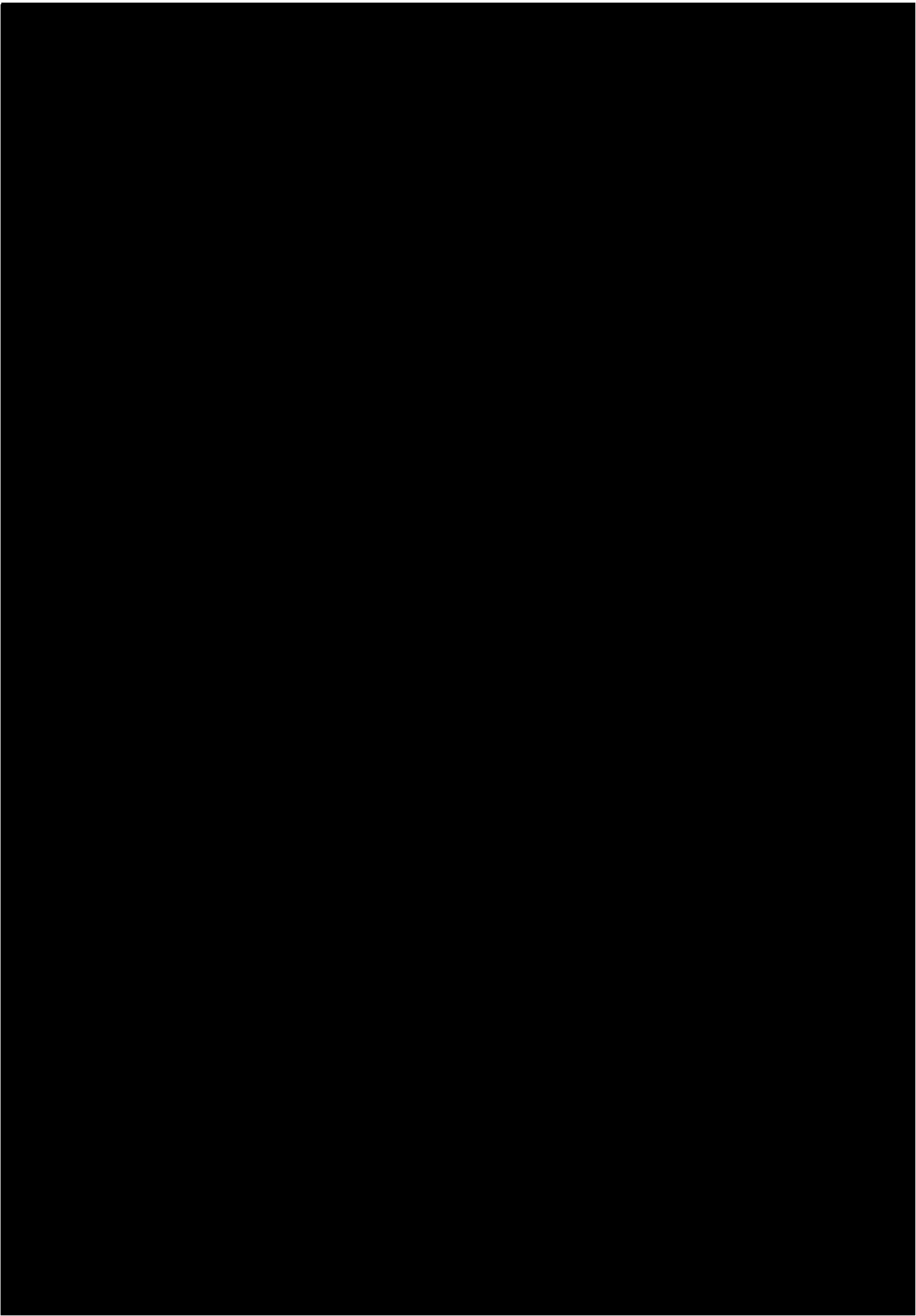
Richard K. Johnson, Au.D.

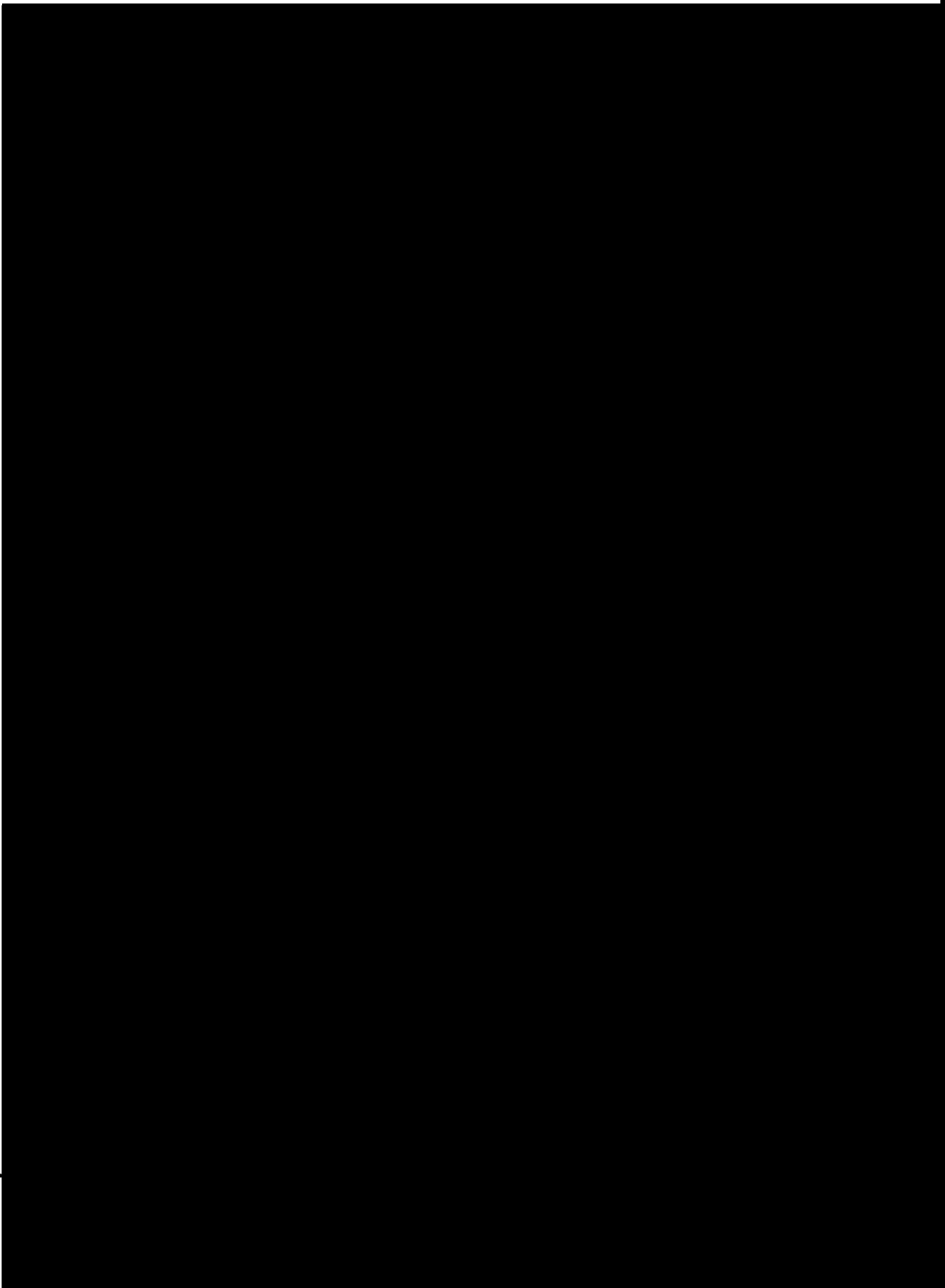
Exhibit D

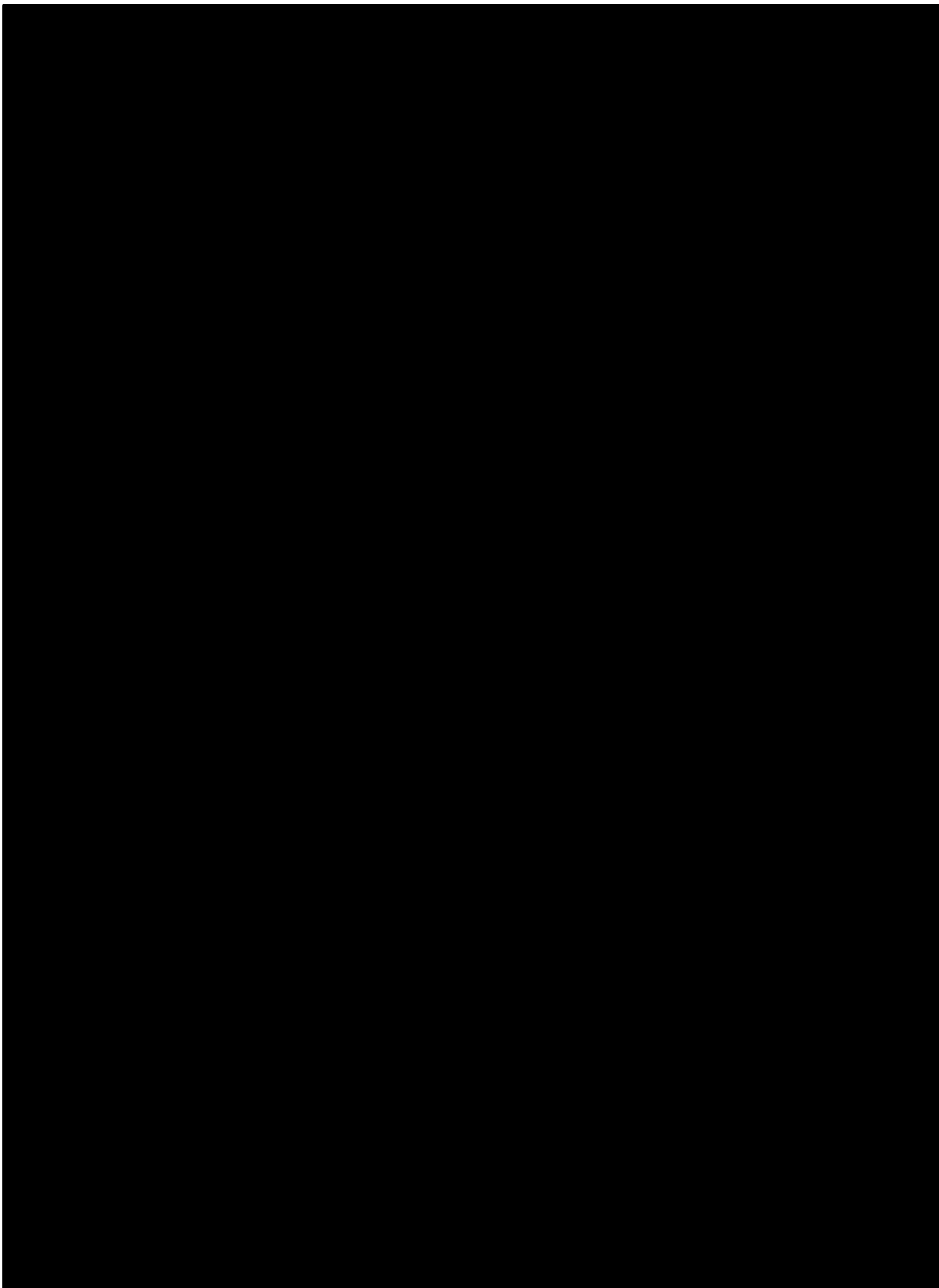
Exhibit D

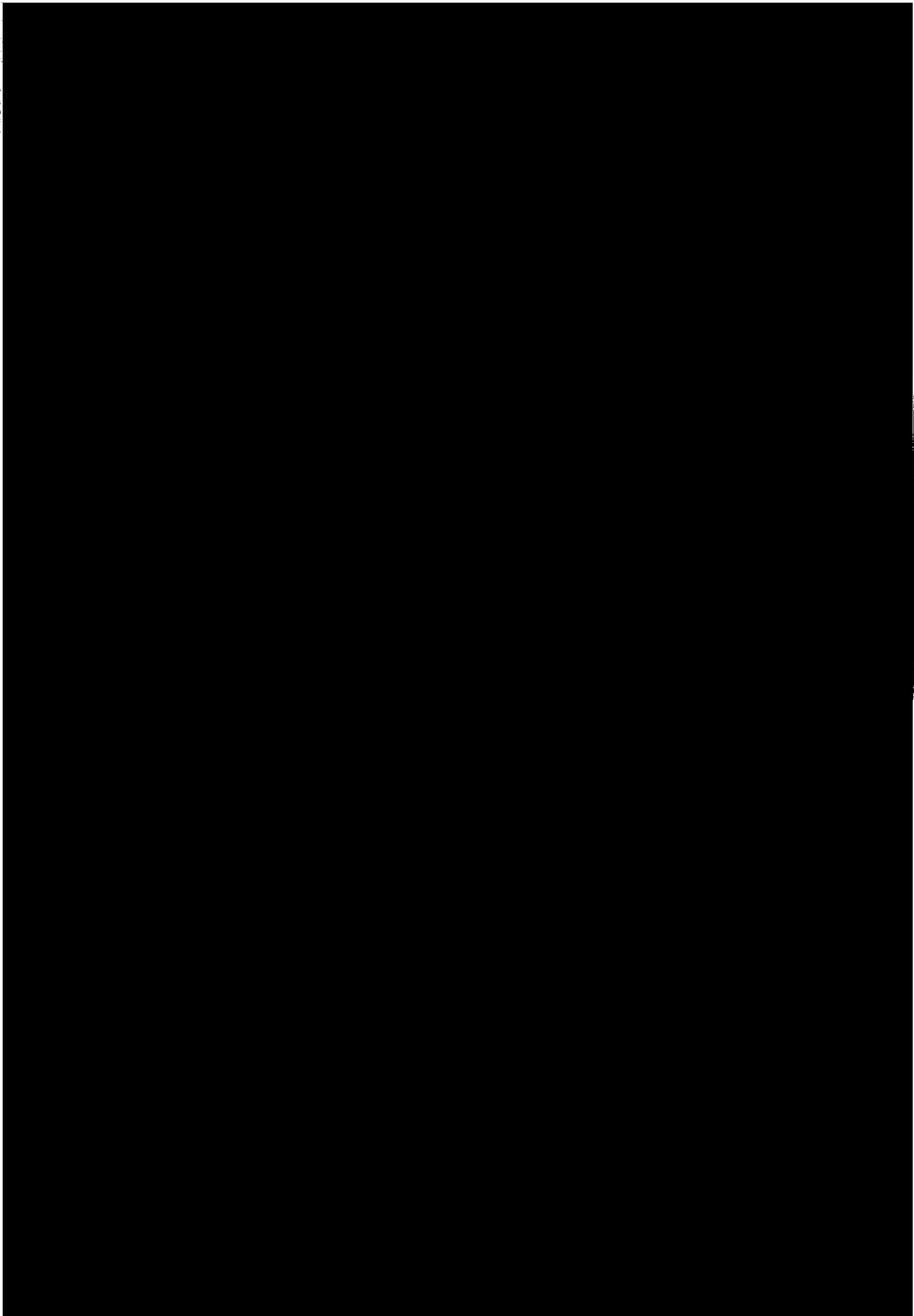


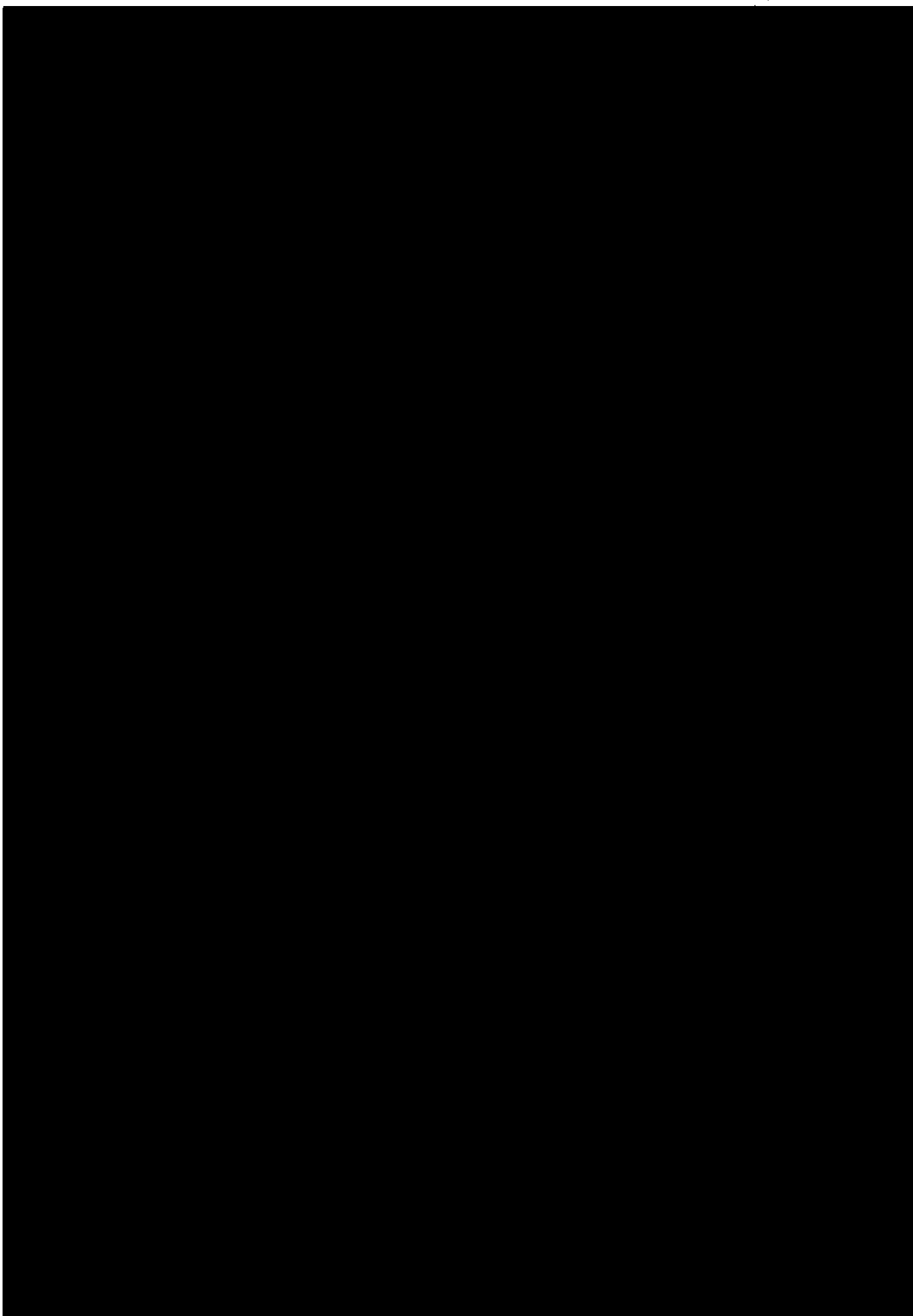


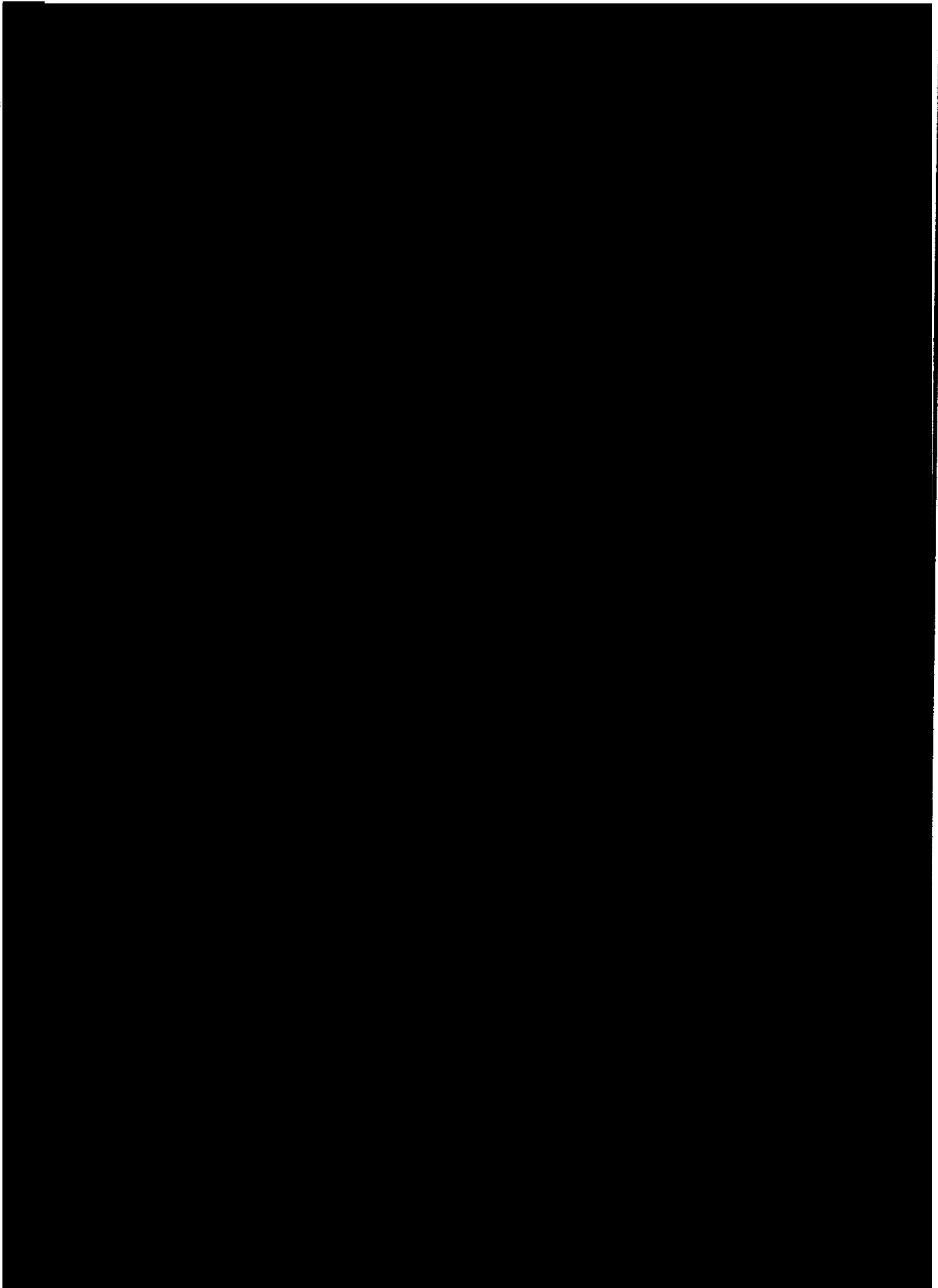


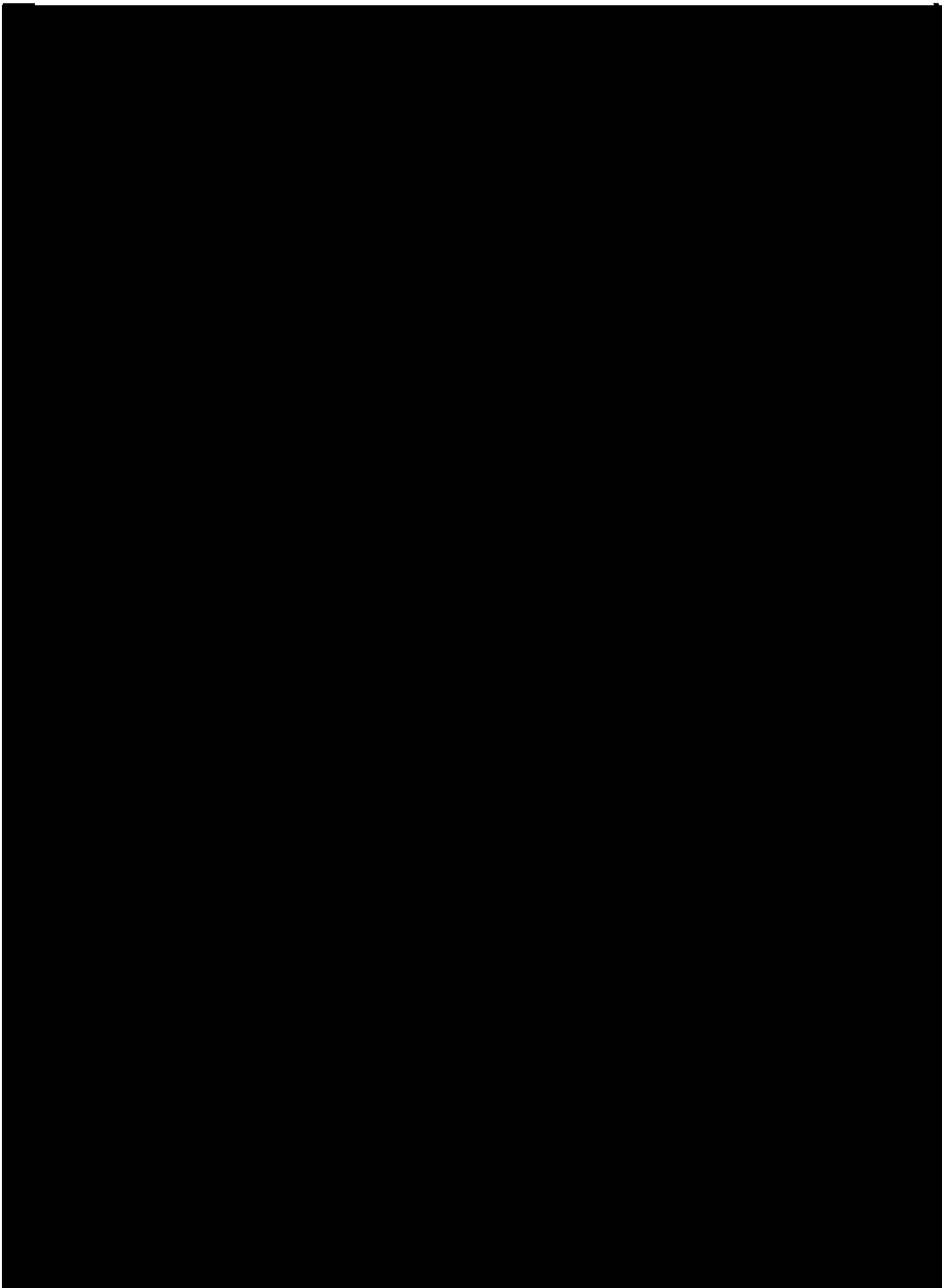


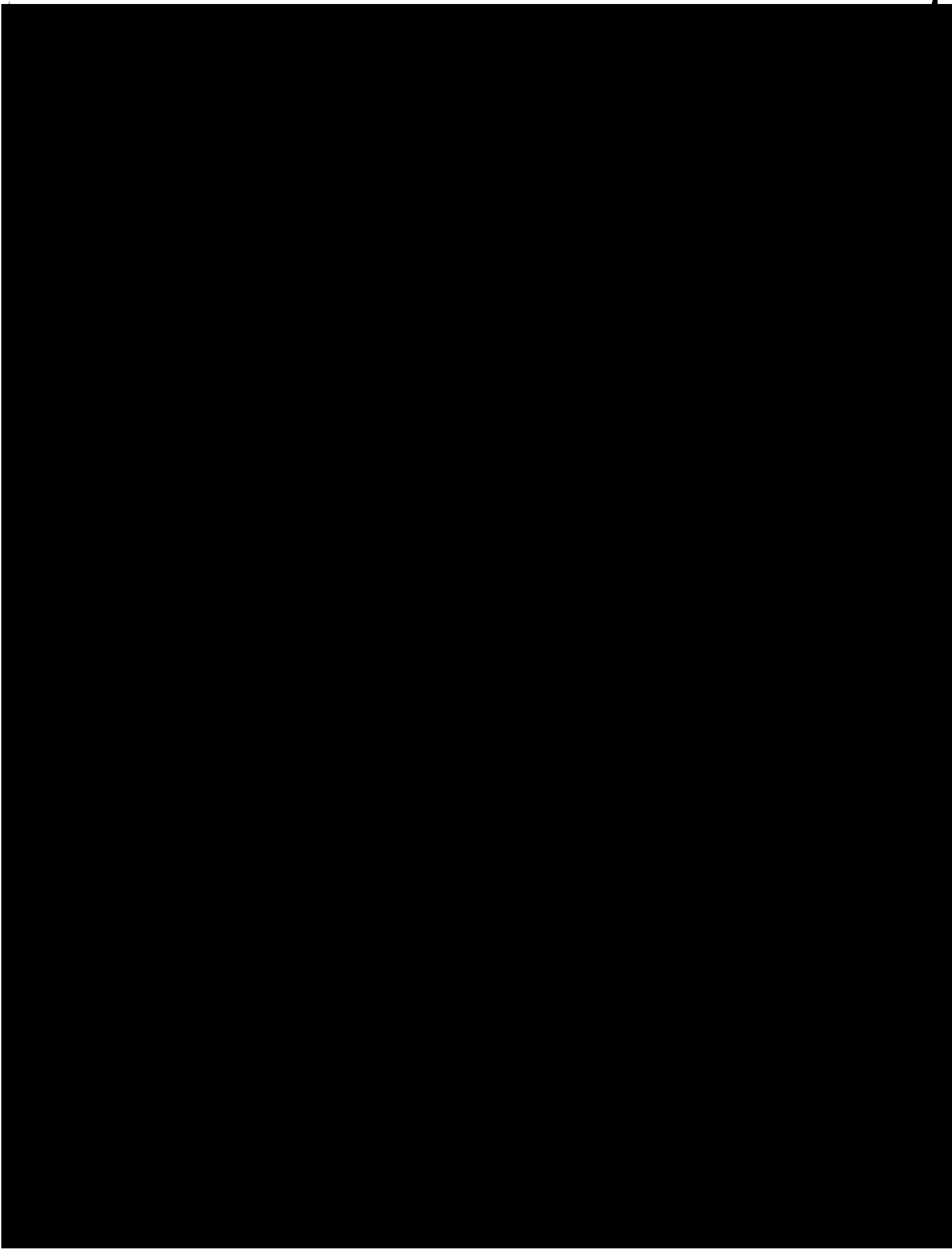


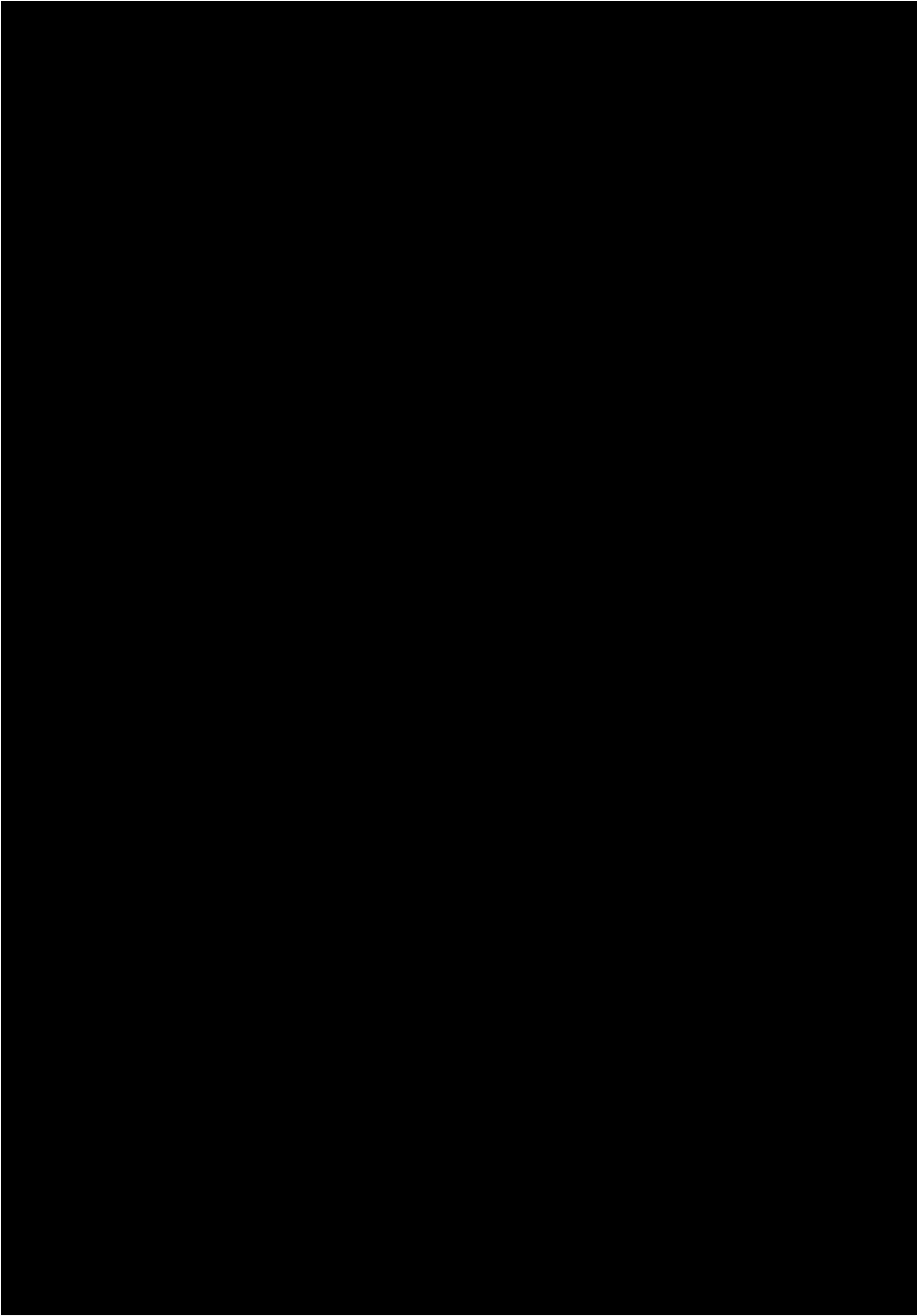


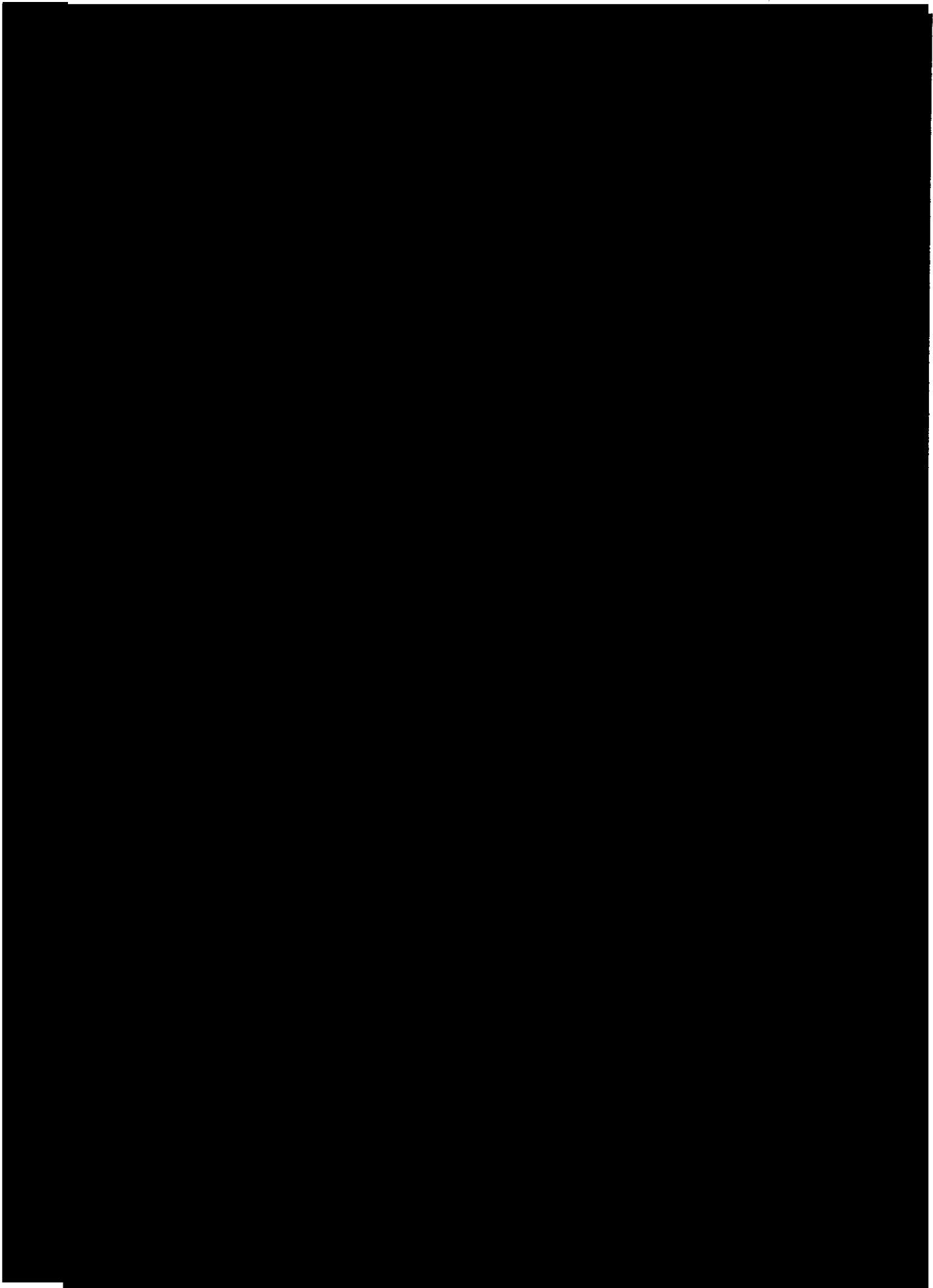


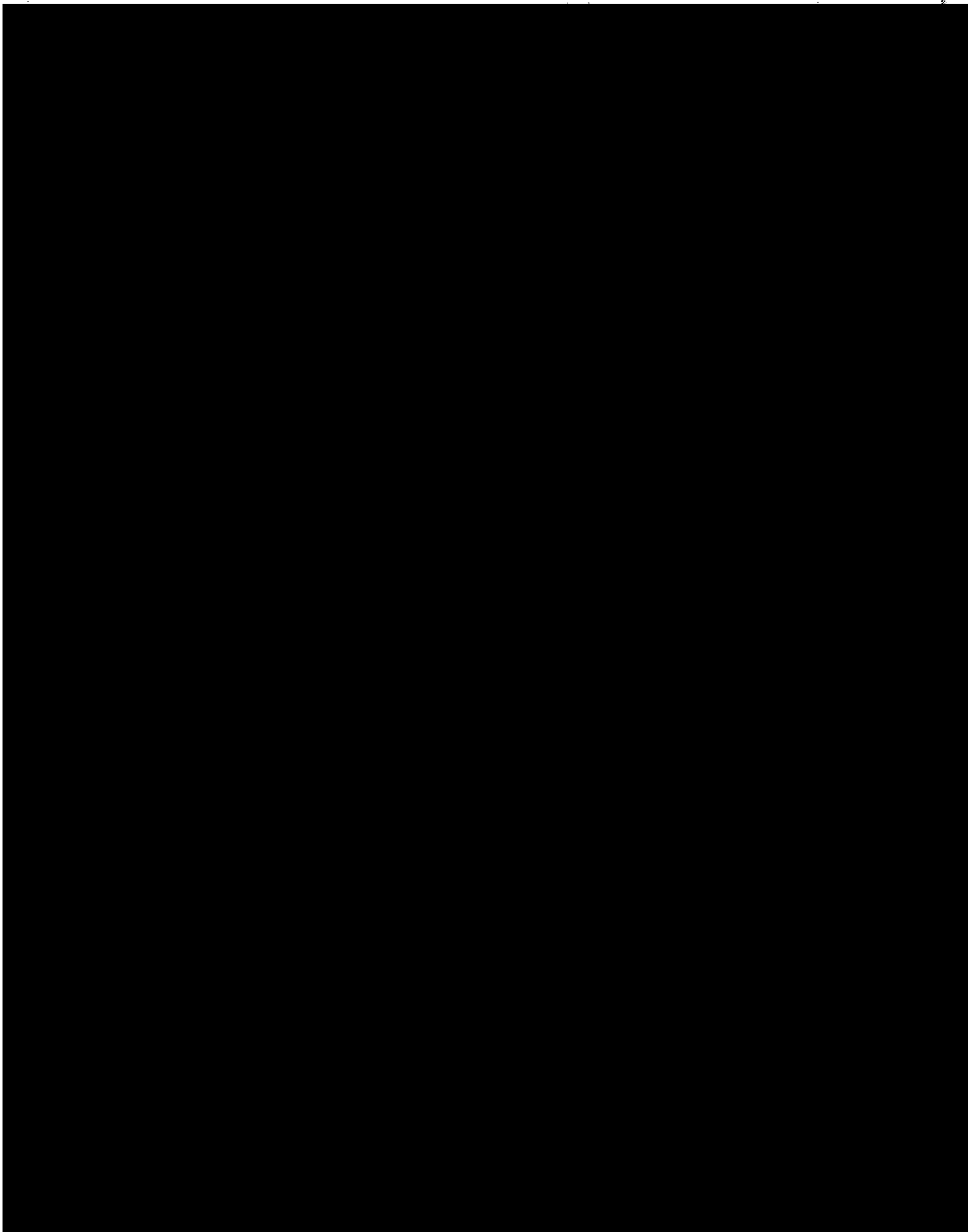


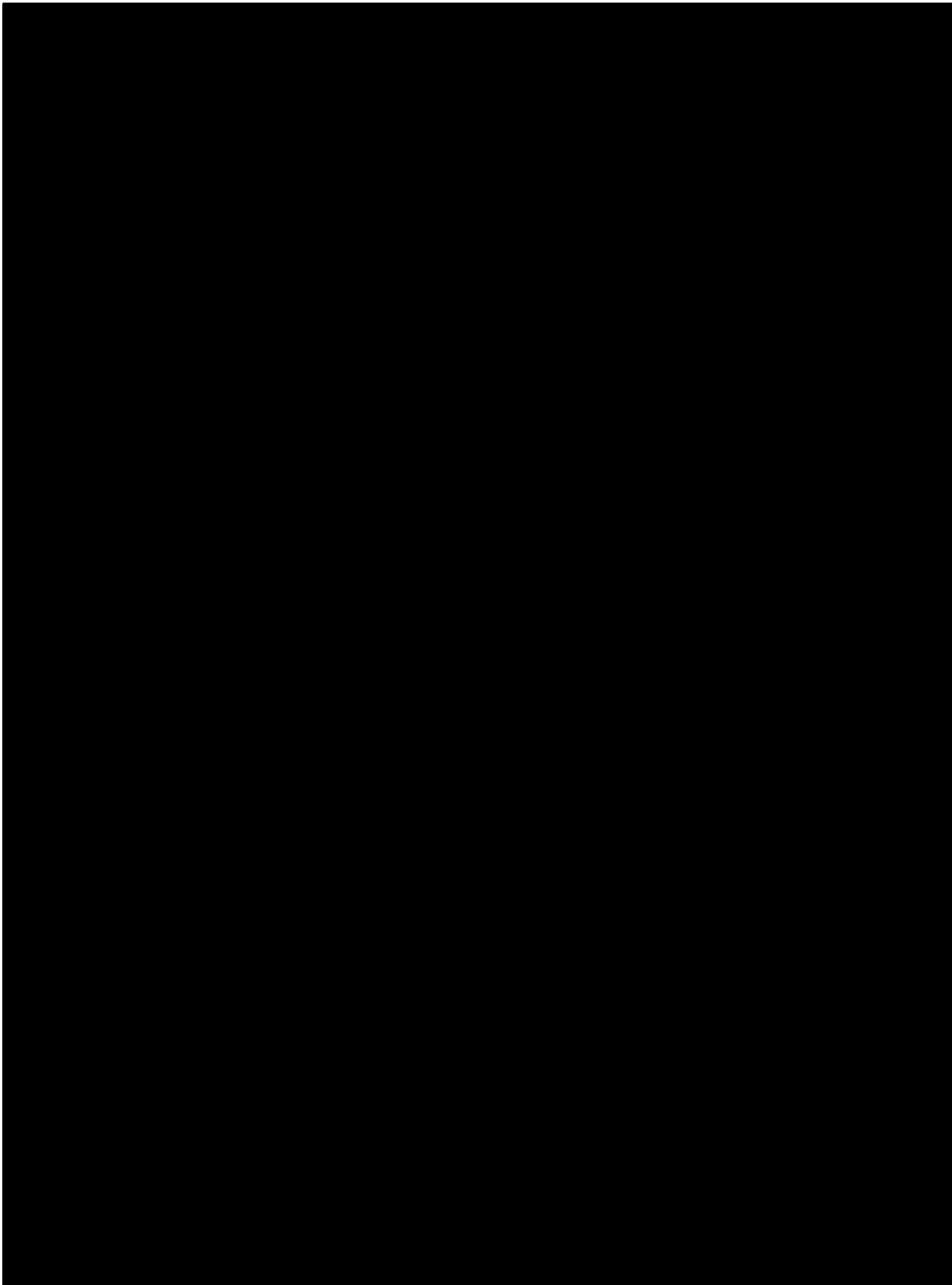


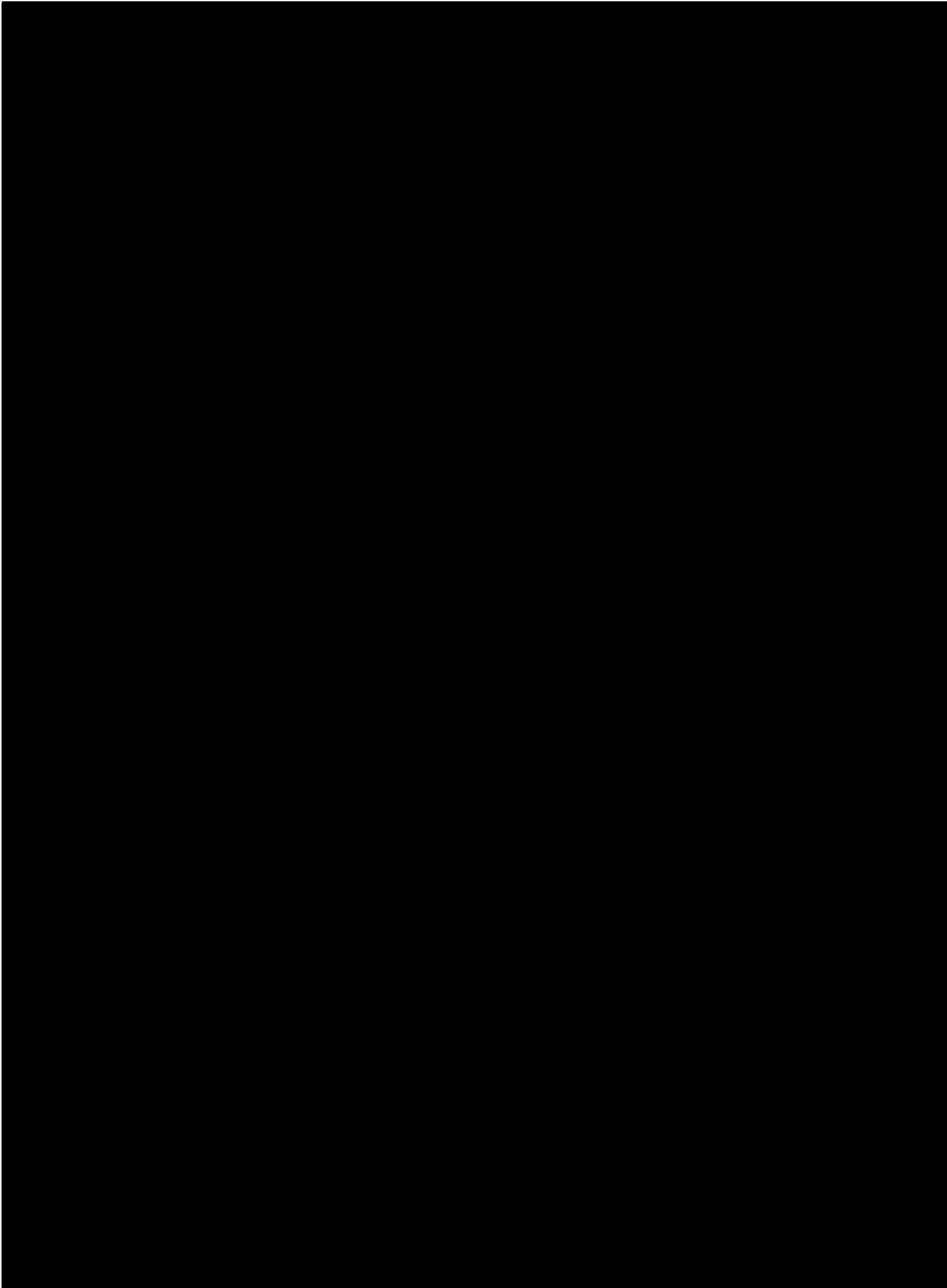


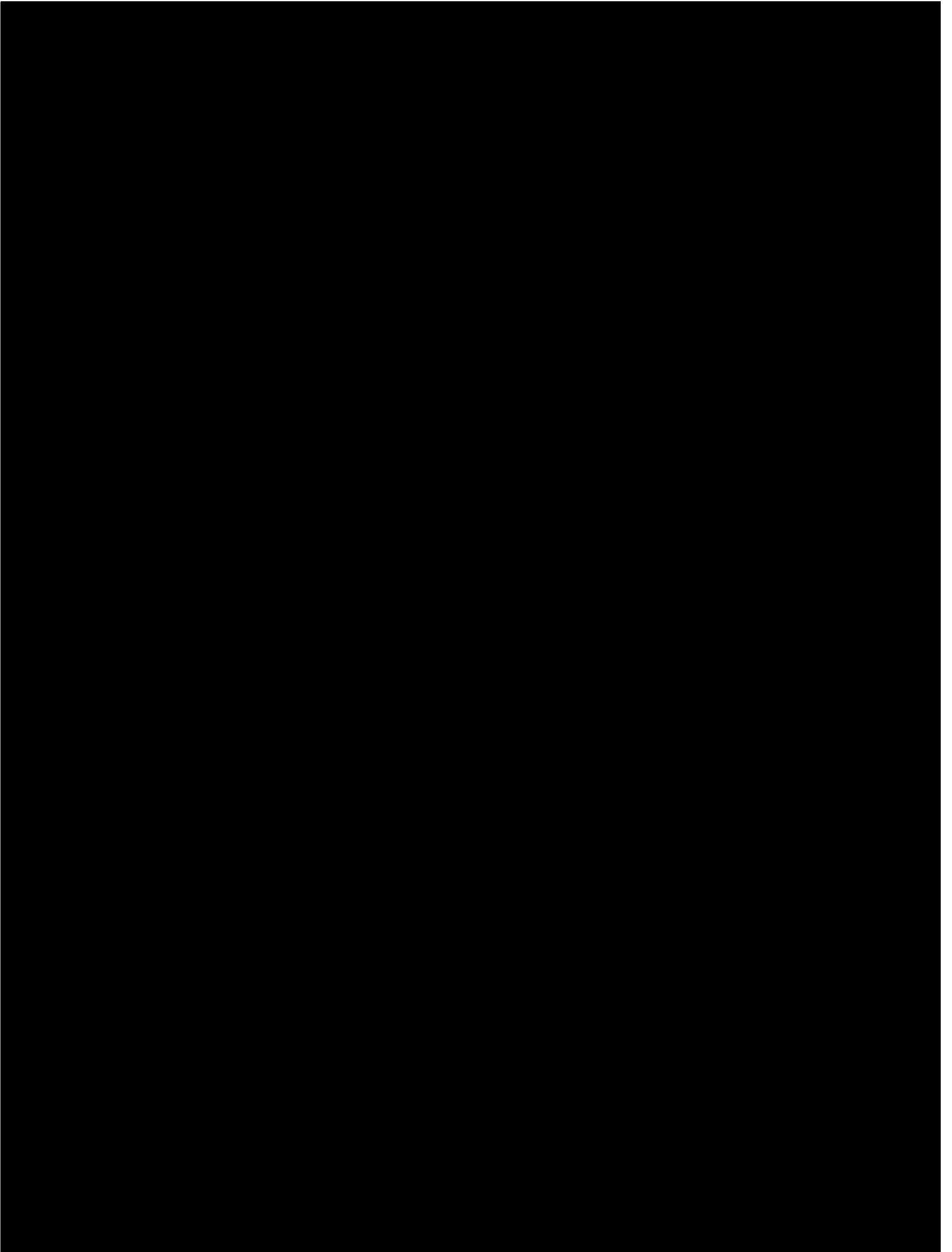


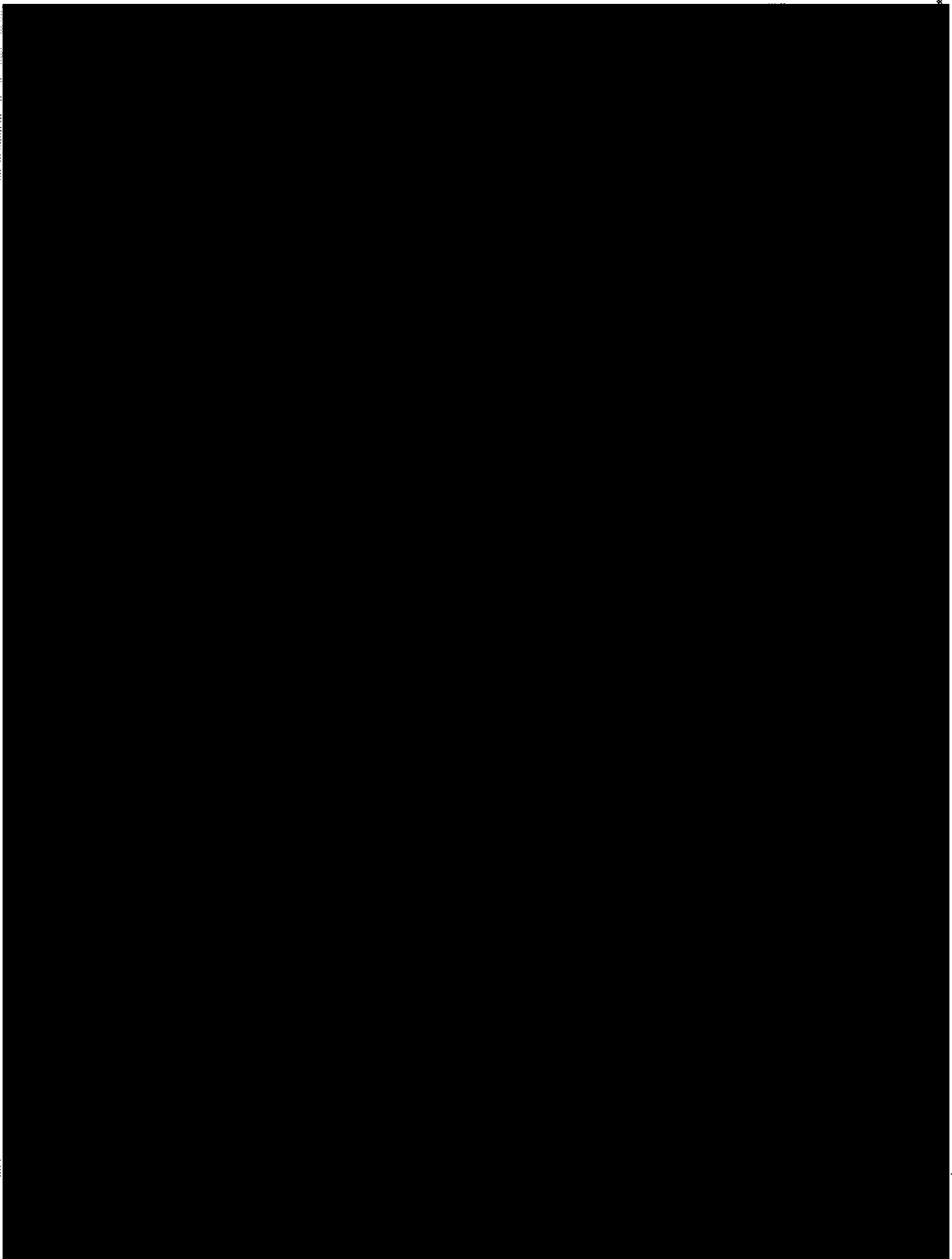


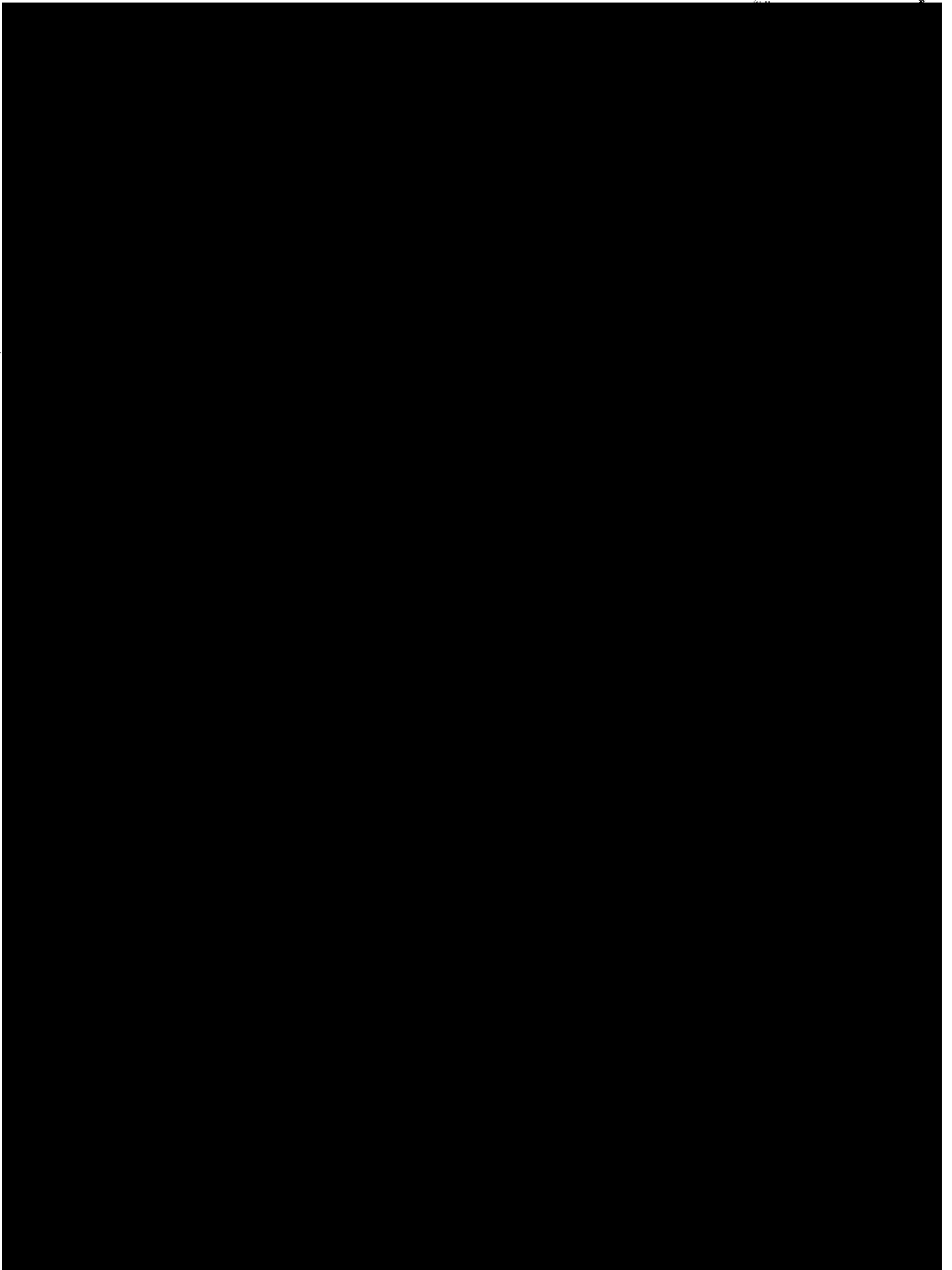


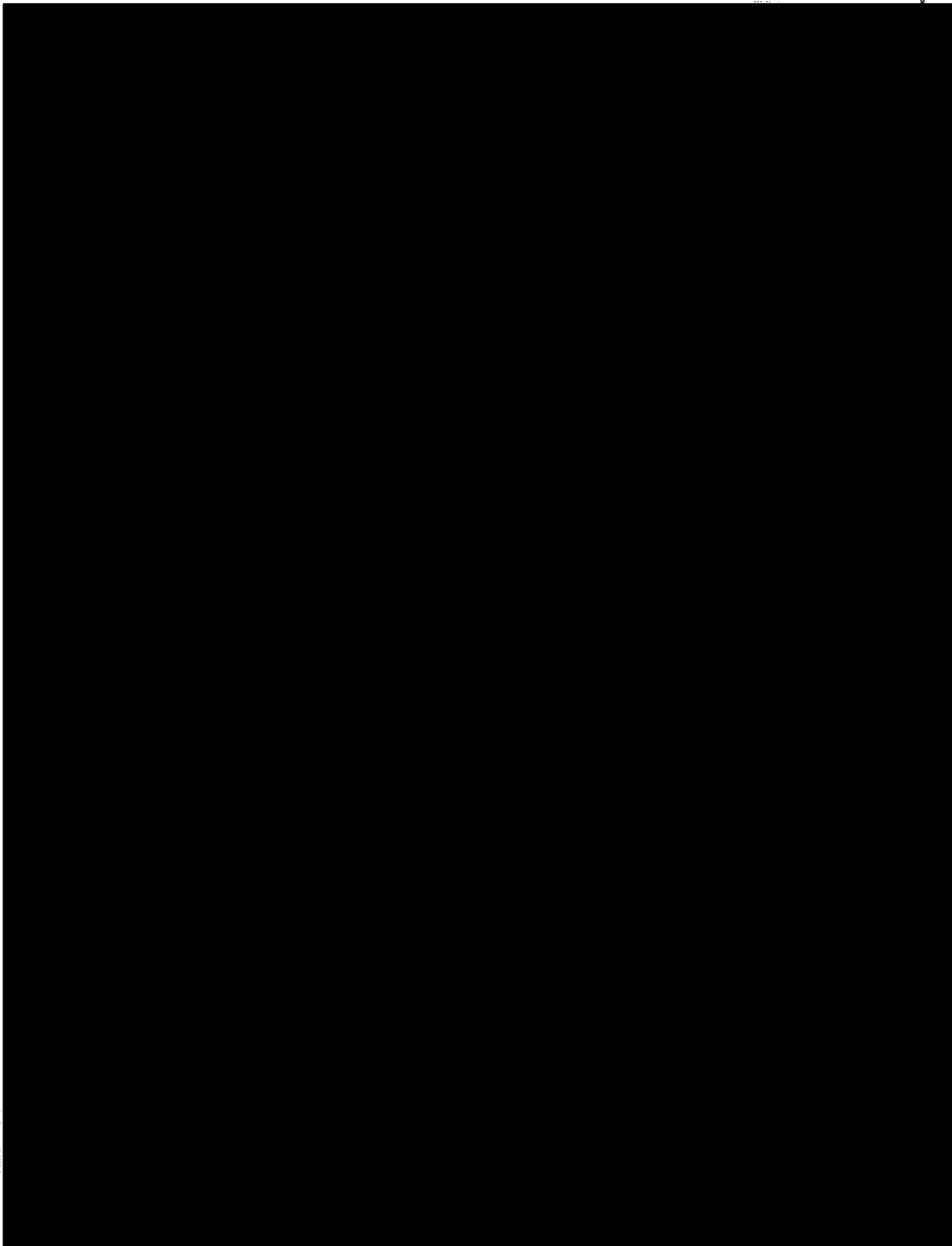


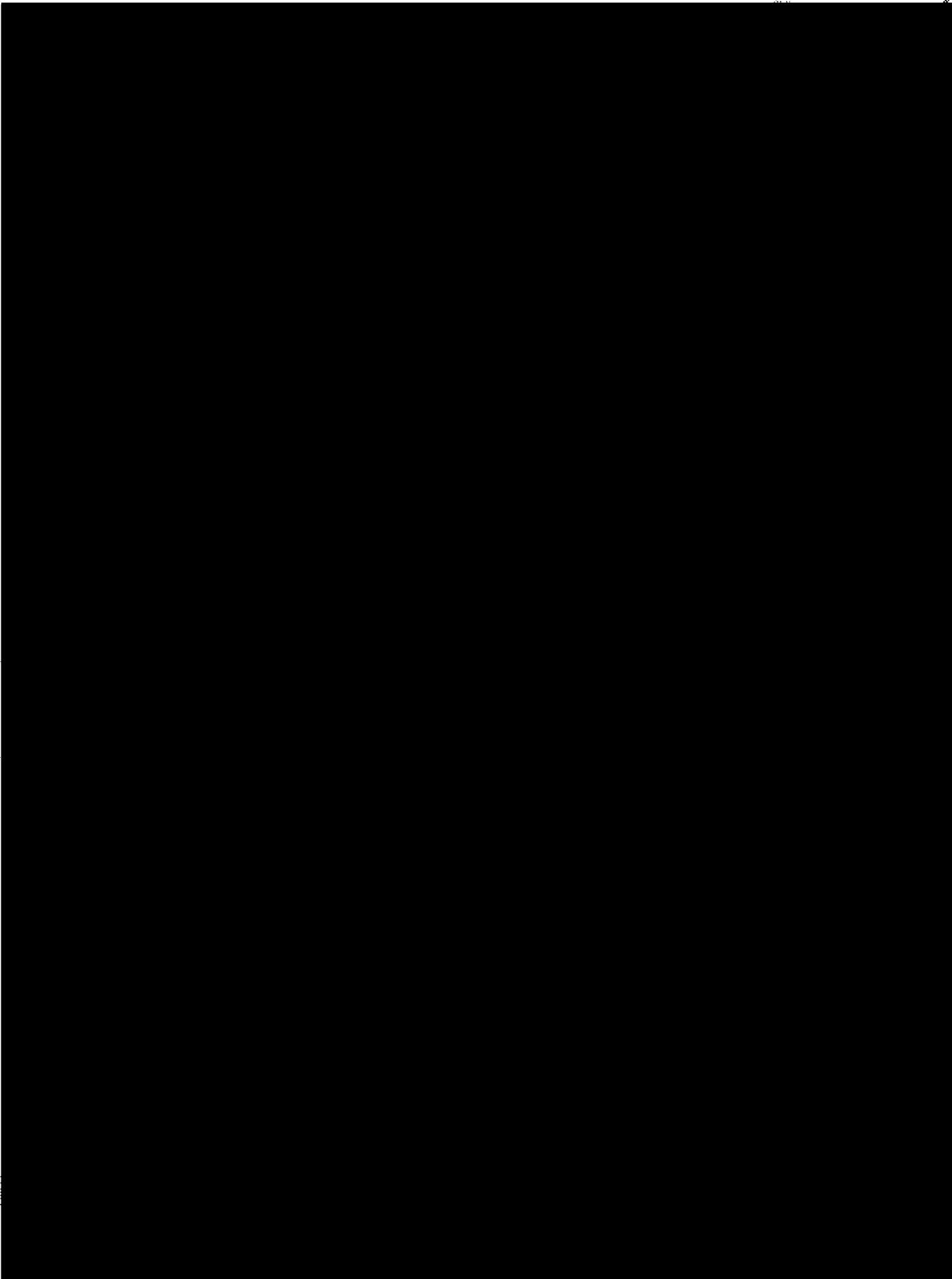


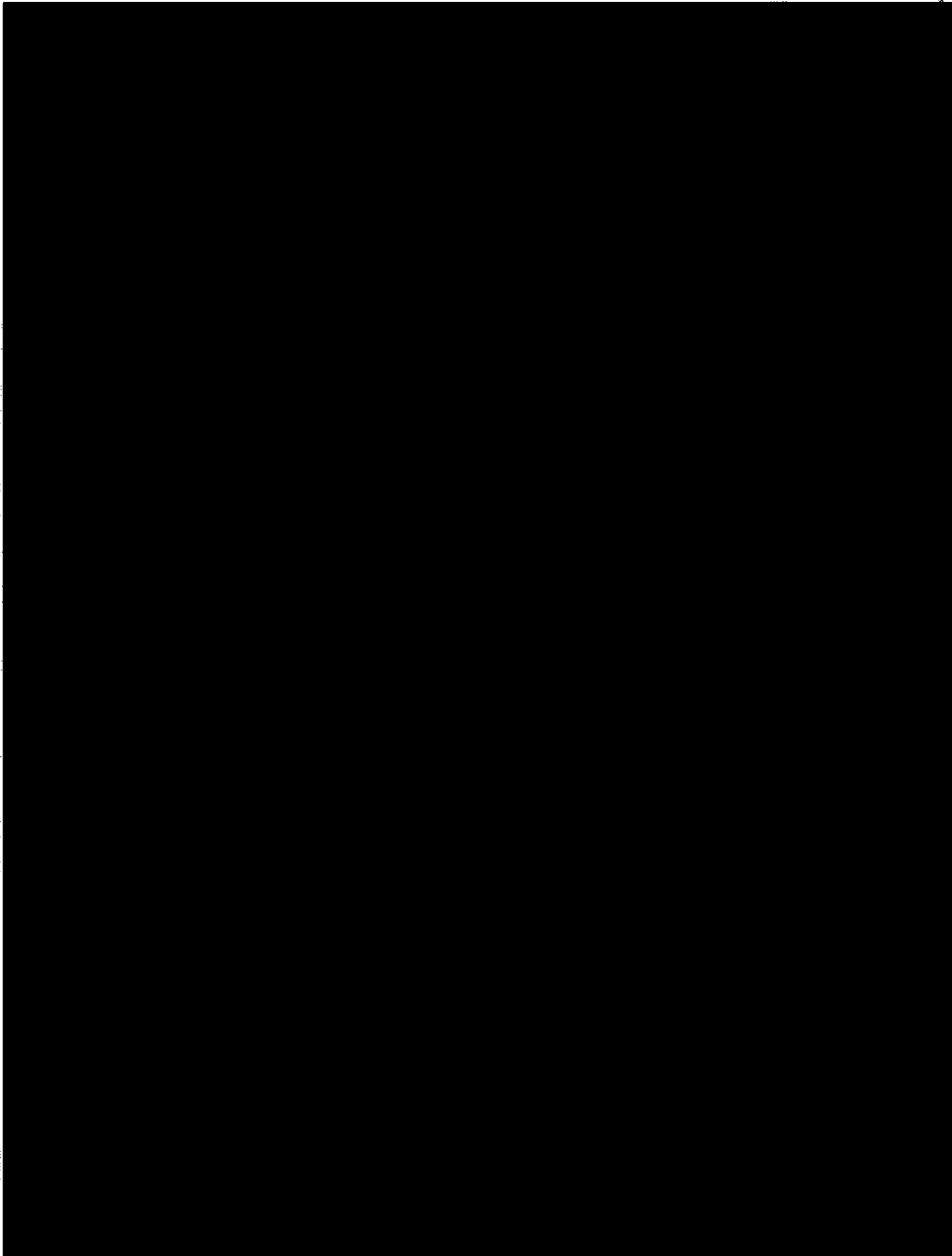


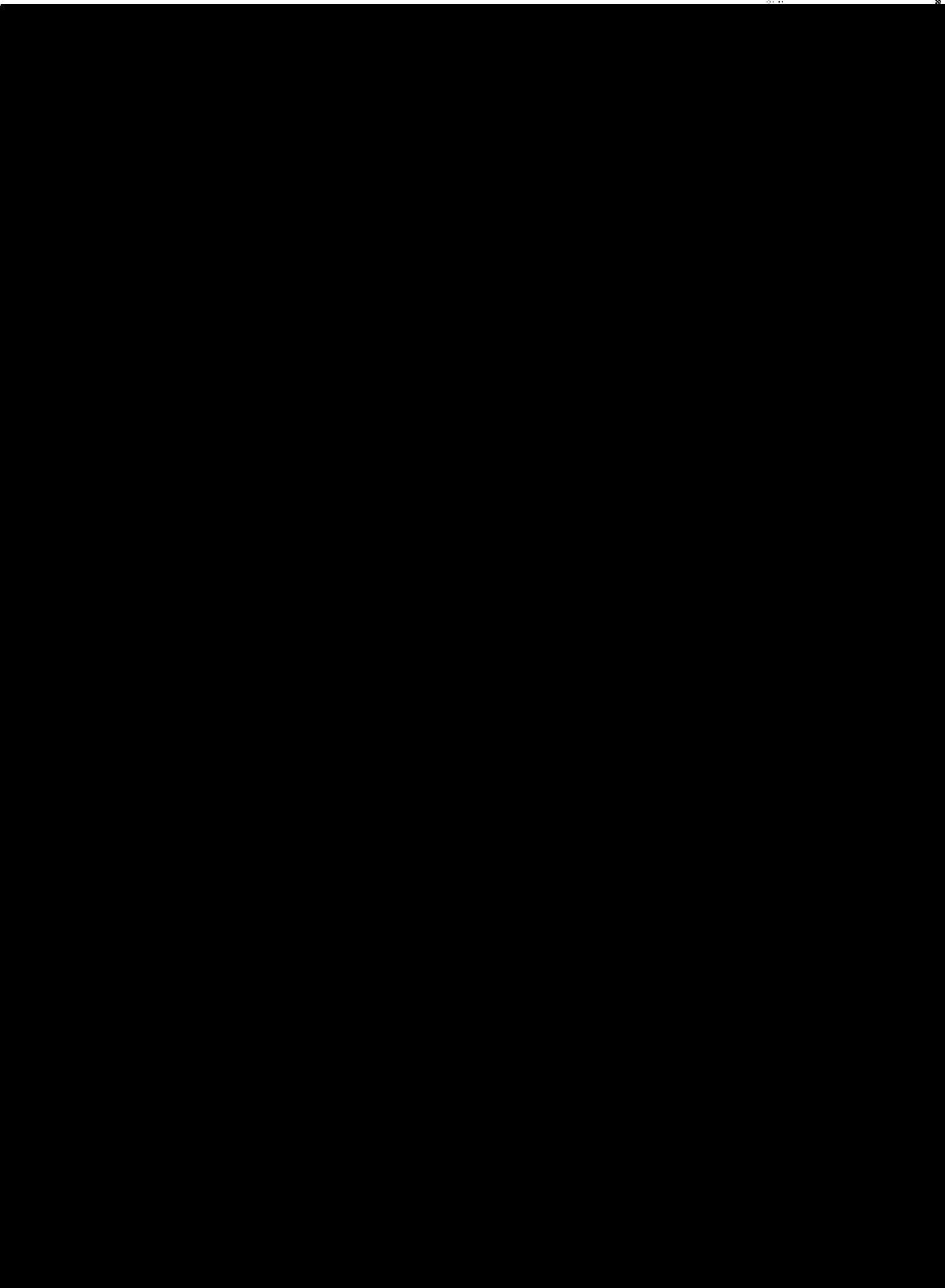


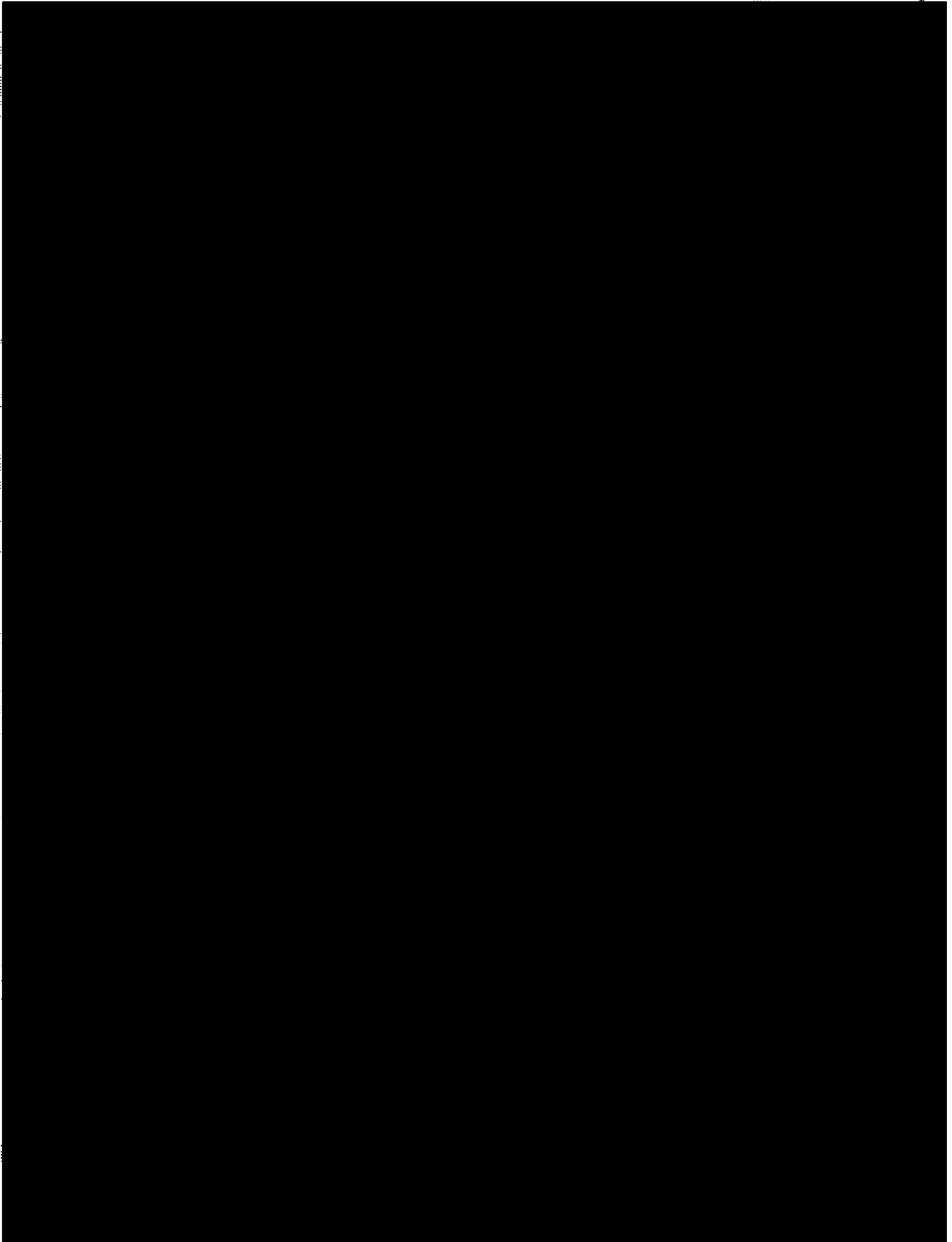


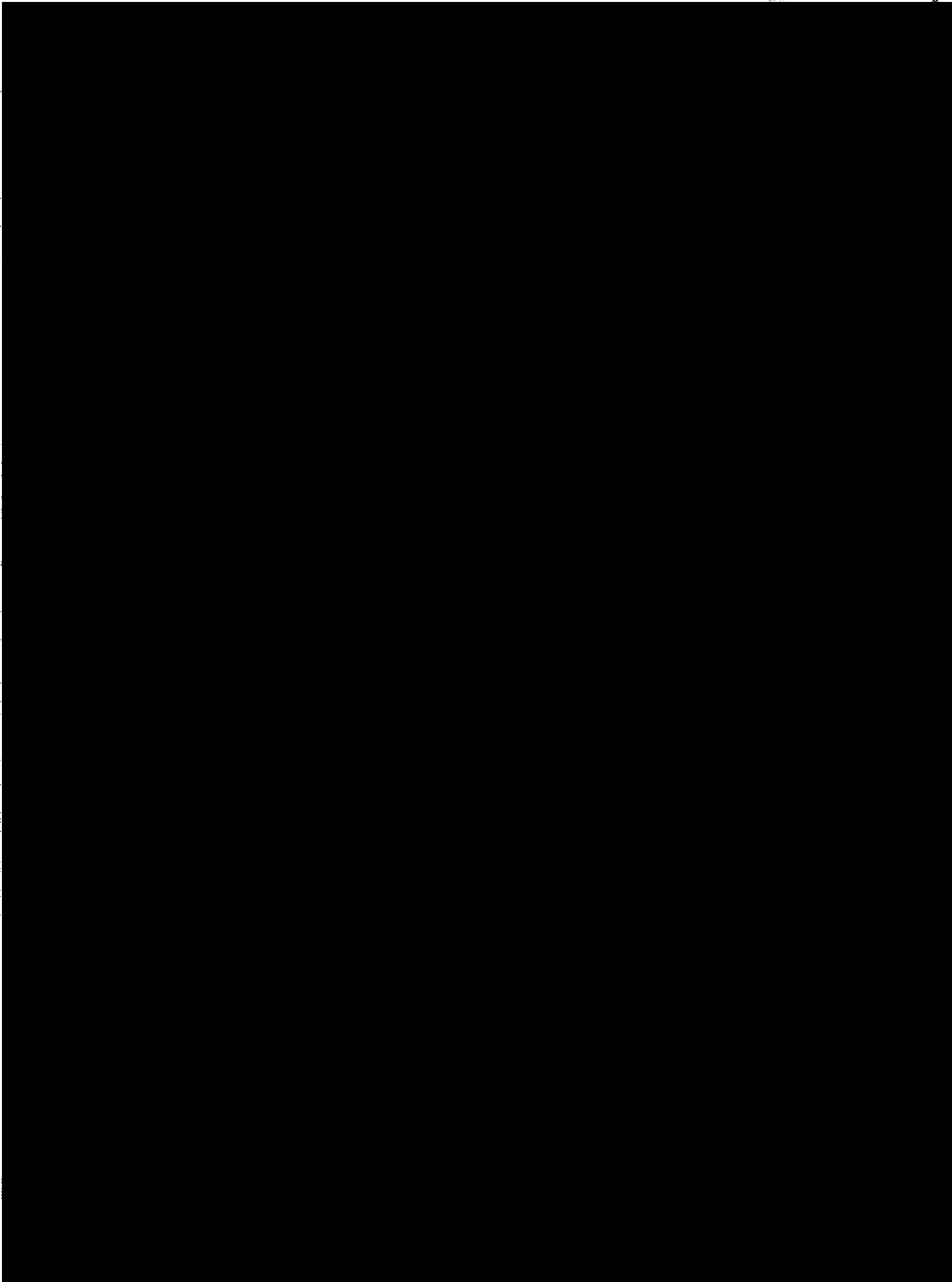


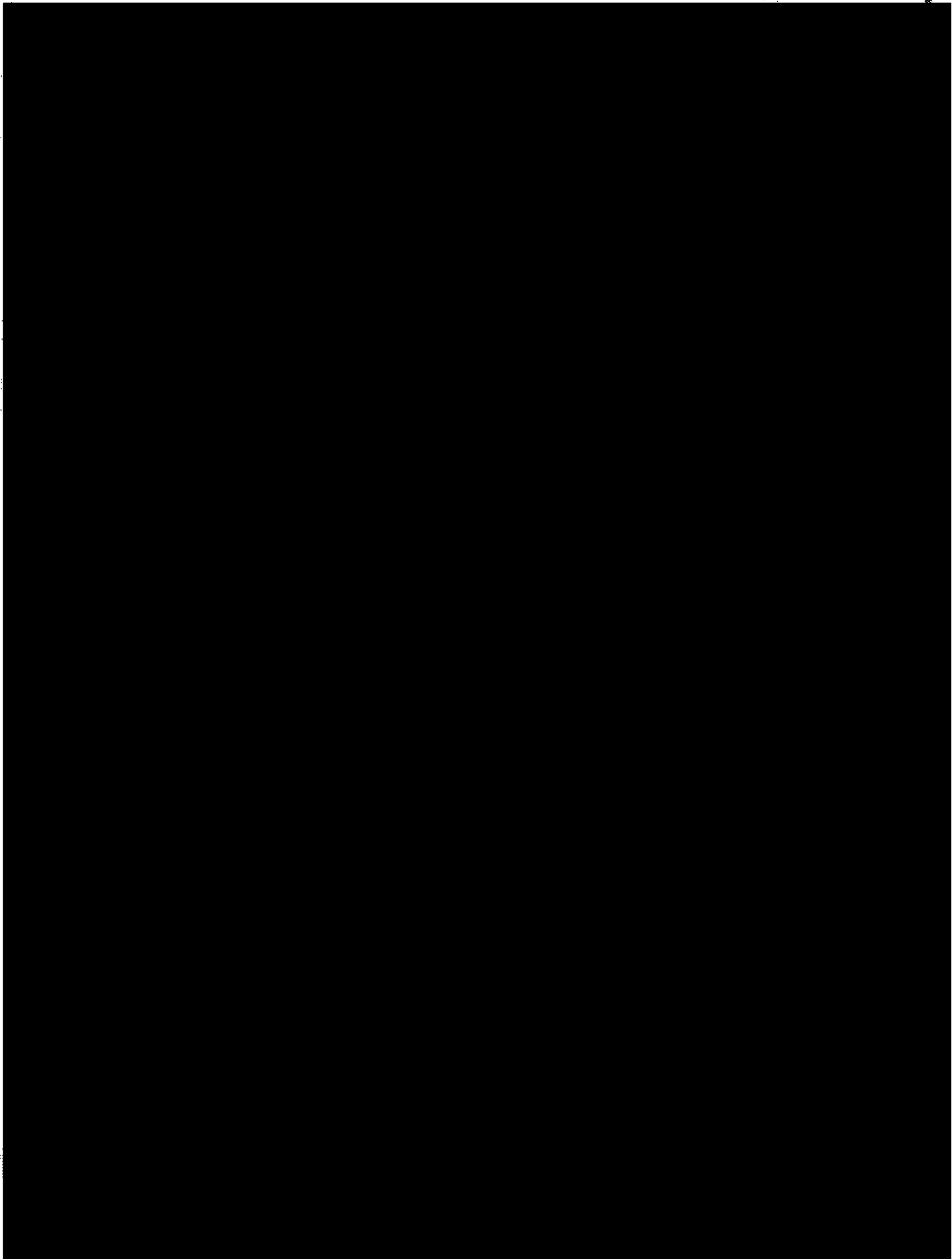












UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES

In the Matter of

**BENCO DENTAL SUPPLY CO.,
a corporation,**

**HENRY SCHEIN, INC.,
a corporation, and**

**PATTERSON COMPANIES, INC.,
a corporation,**

Respondents.

Docket No. 9379

[PROPOSED] ORDER

Upon consideration of Non-Party Klear Impakt's ("Klear Impakt's") Motion for *In Camera* Treatment, it is HEREBY ORDERED that the following documents are to be provided permanent *in camera* treatment from the date of this Order in their entirety.

Exhibit No.	Document Title/Description	Date	Beginning Bates No.	Ending Bates No.
CX4107	Email from Darci Wingard to Rich Johnson, Subject: "RE: Updated PVA," Attachment: "scan.pdf"	8/1/2016	FTC-KI-00000804	FTC-KI-00000815
RX2057	Amendment to the Primary Vendor Agreement (Buying Group) between Henry Schein and Klear Impakt	4/20/2018	FTC-KI-00000524	FTC-KI-00000524
RX2058	Email from Darci Wingard to Rich Johnson regarding countersigned Primary Vendor Agreement	8/1/2016	FTC-KI-00000804	FTC-KI-00000806
RX2059	Klear Impakt Primary Vendor Agreement	8/1/2016	FTC-KI-00000807	FTC-KI-00000815

ORDERED:

D. Michael Chappell
Chief Administrative Law Judge

Date: _____

CERTIFICATE OF SERVICE

I, Katie Arnold, declare under penalty of perjury under the laws of the State of Nevada that the following is true and correct. On September 26, 2018, I caused to be served the following documents on the parties listed below by the manner indicated:

- **NON-PARTY KLEAR IMPAKT, LLC'S MOTION FOR *IN CAMERA* TREATMENT**
- **NOTICE OF APPEARANCE**
- **[PROPOSED] ORDER**

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Washington, D.C. 20580

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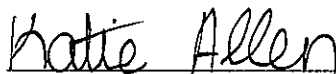
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Katie Allen

Notice of Electronic Service

I hereby certify that on September 27, 2018, I filed an electronic copy of the foregoing **KlearImpakt.Mot.InCamera.Treatment_Redacted**, with:

D. Michael Chappell
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Donald Clark
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I hereby certify that on September 27, 2018, I served via E-Service an electronic copy of the foregoing **KlearImpakt.Mot.InCamera.Treatment_Redacted**, upon:

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