



UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of)	
)	
BENCO DENTAL SUPPLY CO., a corporation,)	Docket No. 9379
)	
HENRY SCHEIN, INC., a corporation, and)	
)	
PATTERSON COMPANIES, INC., a corporation.)	
)	

ORIGINAL

**RESPONDENT BENCO DENTAL SUPPLY CO.’S
RENEWED MOTION FOR *IN CAMERA* TREATMENT OF TRIAL EXHIBITS**

Respondent Benco Dental Supply Co. (“Benco”), by and through its undersigned counsel, respectfully renews its motion pursuant to 16 C.F.R. § 3.45(b) and the scheduling order in this matter (dated March 14, 2018) for *in camera* treatment of certain documents designated as trial exhibits by the parties to this case.

As noted in the original motion filed on September 26, 2018, Complaint Counsel and Benco (in conjunction with its co-respondents) have submitted their final proposed exhibit lists. Many of the documents produced by Benco that appear on Respondents’ exhibit list or Complaint Counsel’s exhibit list contain confidential, competitively sensitive information. Rule 3.45(b) provides that a party may obtain *in camera* treatment for materials offered into evidence if “public disclosure will likely result in a clearly defined, serious injury.” Benco, together with its counsel, has carefully reviewed all of the Benco-produced documents that appear on the parties’ final exhibit lists. Benco and its counsel have determined that the public disclosure of documents listed in Exhibit B will cause a clearly defined, serious injury to Benco. For the reasons set forth below and in the

Declaration of Rebecca Warren (Exhibit A), Benco seeks *in camera* treatment for these confidential materials.

This renewed motion addresses the concerns in the original motion noted in the Administrative Law Judge's (ALJ) Order dated October 11, 2018 (the "*In Camera* Order"). The *In Camera* Order denied Benco's motion without prejudice permitting a renewed motion to be filed by October 19, 2018. Benco's renewed motion: reduces the volume of exhibits requested for *in camera* treatment by over 33%; provides more specific information in the declaration from Rebecca Warren to justify *in camera* treatment including information about how disclosure of the information will result in serious competitive injury; ensures that *in camera* treatment is not being sought for public materials; reduces the duration of *in camera* treatment sought; identifies specific pages and lines of deposition transcripts for *in camera* treatment; redacts sections of expert reports; and, virtually eliminates the request for *in camera* treatment for sensitive personal information. Additionally, in order to be more precise in the request, Benco is seeking *in camera* treatment in most of the exhibits for particular sections, which are noted by marking the exhibits with redactions. The original, unredacted versions of the exhibits are provided to the ALJ with this renewed motion to aid in understanding and identifying those limited portions of the exhibits for which Benco is seeking *in camera* treatment. With these collective steps, Benco believes this renewed motion satisfies the requirements under 16 C.F.R. § 3.45(b).

I. Legal Standard

An applicant seeking *in camera* treatment for material offered into evidence must demonstrate that "its public disclosure will likely result in a clearly defined, serious injury." 16 C.F.R. § 3.45(b). The applicant must "make a clear showing that the information concerned is sufficiently secret and sufficiently material to their business that disclosure would result in serious competitive injury." *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017) (citation

omitted). This tribunal weighs six factors to determine whether the information is sufficiently secret and material to warrant *in camera* treatment:

- (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 by [it] to guard the secrecy of the information;
- (4) the value of the information to [it] and to [its] competitors;
- (5) the amount of effort or money expended by [it] in developing the information;
- (6) the ease or difficulty with which the information could be properly acquired or duplicated by others.

In re Bristol-Myers Co., 90 F.T.C. 455, at *5 (1977).

II. Benco’s Materials Meet the “Clearly Defined, Serious Injury Standard”

All six *Bristol-Myers* factors support Benco’s motion for *in camera* treatment.

First, the information at issue is particular to Benco’s business and is not known outside Benco—a privately held company—with the exception of prices, which are known to the customers themselves for what they purchase (but not prices received by other customers) and other parties involved in the sales process. *See Warren Decl.* at ¶ 4.

Second, the information at issue is known only to a small group within Benco. All of the information is generally shared only with those employees who must or should be aware of it in connection with their job duties, and never with more than a small fraction of Benco’s 1500 employees. *See id.*

Third, the documents that are identified in this motion were produced confidentially under the protections of the protective order in this matter and/or under the protections of protective orders entered in other private actions. Benco has taken due care to protect the confidentiality of the information at issue, including by establishing and adhering to policies and practices prohibiting its

disclosure, and producing it only pursuant to legal assurances that it would remain confidential. *See id.*

Fourth and most significantly, disclosure of these materials will severely hinder Benco's ability to compete in the marketplace. *See id.* ¶¶ 6-11. For instance, Benco's competitors will be able to use this information to unfairly compete with Benco and to counteract Benco's competitive strategies. Benco's relationships with certain customers will also suffer if the customers perceived themselves to be receiving less favorable terms than other customers. [REDACTED]

[REDACTED] Disclosure of this highly-guarded and confidential information will present significant advantage to Benco's competitors and customers, and a considerable disadvantage to Benco, thereby creating a clearly defined and serious injury to Benco. *See id.* Any financial injury to Benco will necessarily impact the level of educational and support services it offers to its customers, and will reduce its ability to continue to not only expand operations in parts of the country where it traditionally has had only a limited presence, but also retain its workforce, thereby decreasing the positive impact Benco has on the dental industry, patients, communities, employees,¹ and families.

Fifth, while most of the materials were created organically through Benco's ordinary business activities and growth plans, Benco has expended significant amounts of time, effort, thought, and money on developing these materials, strategies, and plans, including consultant

¹ Benco employs 1500 people across the United States and has been ranked as one of the top "Great Places to Work" for three years in a row.

reports. *See id.* ¶ 4. The consultants retained and other employees tasked with creating strategy, processes, and methodologies are subject to strict confidentiality agreements with Benco. *See id.* ¶ 4.

Sixth, it would generally be impossible for another party to properly acquire or develop the information at issue because it is drawn from Benco's confidential, closely-guarded, and privately-held files and years of aggregated customer information, which are not in the public domain and cannot be replicated by any third party. *See id.* ¶¶ 6-11.

The Commission has recognized that competitively sensitive information related to supply products is subject to extraordinary levels of protection. For example, in 1979, Administrative Law Judge Miles J. Brown ordered *in camera* treatment for certain exhibits produced by E.I. Du Pont De Nemours & Co. ("DuPont") that contained detailed cost and operations data. *In re E.I. DuPont De Nemours & Co.*, 151 F.T.C. 679 (2011). Since then, DuPont has requested on numerous occasions that those documents remain *in camera*, and the Commission has consistently granted those requests. Most recently in 2011, the Commission has extended *in camera* treatment again until 2021. *See id.* Even 30 years after the documents were produced, the Commission agreed that if competitors had "access to such detailed cost and operations information, [they] could ascertain DuPont's current costs through the use of readily available extrapolation techniques . . . [and] gain valuable insight about DuPont's closely held and proprietary production process." *Id.* The Commission explained that the documents should remain sealed given "the unusual level of detailed cost and operations data contained in the identified trial exhibits, the existence of precise extrapolation techniques, and the limited amount of technological innovation that has occurred in the titanium dioxide industry." *Id.* at 680. Those same competitive concerns exist in this case and the Commission's reasons for granting significant protections to DuPont's sensitive information should also apply here.

III. Each Type of Confidential Information Should Remain *In Camera*

As described in the Warren Declaration, the materials at issue fall into at least one of five categories. The following summary chart lists each category of materials, the applicable paragraph discussing the category in the Warren Declaration, and the time period for which Benco requests *in camera* treatment:

Type of Confidential Information	Declaration	Period
Customer-Specific Price and Volume Information	¶ 6	5 Years
Pricing Strategy Information	¶ 7	5 Years
Information Regarding Price-Setting Processes	¶ 8	5 Years
Business Plans	¶ 9	5 Years
Sensitive Personal Information	¶ 10	Indefinite

Exhibit B lists each document in question, the applicable bases for *in camera* treatment, and the time period for which *in camera* treatment is sought (namely 5 years for all documents, except an indefinite time period for sensitive personal information). For documents that fall into more than one confidentiality category, Benco seeks *in camera* treatment for the longer period. Exhibit B also notes if *in camera* treatment is being sought for the entire exhibit (which has been substantially reduced to only 20 exhibits), for a specific Bates range within an exhibit (which applies to 5 exhibits), or for a redacted portion of a document (which is for 105 exhibits, the overwhelming majority of exhibits). By more precisely redacting only those particular clauses or portions of exhibits containing competitively sensitive information, instead of the entire exhibit, Benco has significantly reduced the volume of material for which it seeks *in toto, in camera* treatment. This final category of redacted exhibits also includes deposition transcripts. The pages and line numbers have also been identified in Exhibit C to this renewed motion.

A. Customer-Specific Price and Volume Information

The first category of documents and information that should be granted *in camera* treatment is the category of documents that contain individual customer price and volume information, or other sensitive customer-specific negotiations information. This category includes the detailed transactional data that Benco produced in electronic form pursuant to subpoena issued by Complaint Counsel in this matter and subject to protective order in related private litigation. Benco does not publish sale prices and does not publicly reveal any customer-specific information related to prices, discounts, margins, or sales volumes. Warren Decl. ¶ 6. Since Benco negotiates prices with each of its customers individually, pricing data is among the most highly-sensitive information that Benco has produced. *Id.* If this confidential pricing and volume information is disclosed, Benco's competitors will use it to unfairly take business from Benco and target particular customers of Benco's using this information. *Id.*

Benco strives to develop stable, long-term, value-added relationships with its customers, so the pricing structure and incentives utilized for customers tend to change only gradually over time. *Id.* A competitor obtaining access to this information can damage the decades-long efforts Benco has expended to develop and structure these relationships. *Id.* Additionally, Benco's market is relatively small in that it only serves the approximately 195,000 dentists practicing in the United States. *Id.* During Benco's cumulative interactions with dentists, the company develops detailed information about dental practices generally and specifically, which inform the company's pricing decisions for particular dental practices and overall. *Id.* In a manner similar to the *DuPont* case, access to Benco's specific price and volume information can be used to ascertain relevant information about Benco's current (and future) prices, costs, strategy, and commercial relationships through the use of extrapolation techniques. *Id.* Therefore, Benco requests that this highly sensitive information remain *in camera* for five years. *See In Camera Order* at 3 ("When *in camera*

treatment is granted for ordinary business records, it is typically provided for two to five years.”) (internal citations omitted); *see also In the Matter of Impax Labs., Inc., A Corp., Respondent.*, No. 9373, 2017 WL 6033193, at *2 (F.T.C. Nov. 28, 2017) (granting *in camera* treatment for ten years over documents containing “data, methods and models from the National Prescription Audit database and/or the National Sales Perspectives database”).

B. Pricing Strategy Information

The documents noticed for potential use at trial include internal company presentations and communications that reflect Benco’s confidential pricing strategy information. Warren Decl. ¶ 7. Public disclosure of this confidential information will harm Benco for all of the same reasons that customer-specific information will harm Benco as described in the prior section. *Id.* Additionally, the disclosure of this information will (i) damage established customer relationships, (ii) provide competitors with a roadmap of Benco’s pricing and sales process and an unfair insight into how Benco competes for the business of specific customers, and (iii) generally undermine Benco’s ability to compete effectively in the marketplace. *Id.* In fact, Benco notes on its pricing handouts that the information is meant for internal usage only and specifically not meant for customers. *Id.* These notations demonstrate the efforts Benco made to maintain the confidentiality of the materials. Benco has also entered into an agreement with its partner, Elite Dental Alliance, to not disclose pricing or discounts to third parties, which Benco could be deemed in violation of if these materials were publicized through this case. *Id.* Included within this pricing strategy information is also current sales data, which informs Benco’s current pricing strategies and discounting strategies. *Id.* Many of the documents in this category remain competitively sensitive and require extended *in camera* protection. As such, Benco requests that pricing strategy documents and related internal strategy documents be granted *in camera* treatment for five years.

C. Information Regarding Price-Setting Processes

Benco has produced documents that contain strategically sensitive information about how Benco sets and negotiates prices. Warren Decl. ¶ 8. These documents include information about how Benco decides whether to implement a price increase and how Benco responds to various types of competitive offers. *Id.* Since Benco’s negotiation strategies have not changed significantly, even information that is years old is sensitive because it will tend to reveal Benco’s current (and future) approach to price negotiations. *Id.* Given the highly sensitive nature of these documents, Benco requests this information remain *in camera* for five years. *See In the Matter of Impax Labs*, 2017 WL 6033193, at *2 (granting *in camera* treatment for ten years over documents containing “data, methods and models from the National Prescription Audit database and/or the National Sales Perspectives database”).

D. Business Plans

Benco produced business planning documents, including strategic plans, budgets, and other forward-looking business plans. Warren Decl. ¶ 9. The public release of these materials will harm Benco because they reveal Benco’s current and future plans to improve its business and compete in the market, and Benco’s competitors will use them to plan their own competitive activities or unfairly undermine Benco’s plans for growth. *Id.* Specifically included are internal materials that reflect the strategic decision-making of senior executives from Benco. *Id.* Included among these records are self-identified weaknesses and where the company is facing challenges. *Id.* Competitors acquiring this information will be harmful, as competitors will use that highly-guarded and privately held information—not apparent to competitors from the outside—to target Benco in those areas. *Id.*

These exhibits include potential targets for acquisitions or mergers. *Id.* Any consummated transactions have been appropriately left public, but certain acquisition targets not pursued at the

time reflected in the exhibit still remain targets and are an active part of Benco's business strategy.

Id. With at least one target, [REDACTED] Benco signed a perpetual non-disclosure agreement. To avoid violating the terms of this agreement, Benco is seeking *in camera* treatment of this target's name. *Id.* There are also references to [REDACTED] in exhibits, which Benco considers a [REDACTED] to its business. Benco's strategic thinking regarding how to address [REDACTED]

[REDACTED]

As mentioned above, because Benco is a privately-held company, information regarding financial results is not public. *Id.* This information is often included in internal presentations in very-detailed fashion to limited constituents, *see, e.g.,* [REDACTED] and then used to inform the strategic direction of the company. *Id.* Even though this information is more than three years old, it remains competitively sensitive due to the fact that it signals Benco's areas of strengths and weaknesses, and remains the building block for Benco's targeted strategy and pricing structures. *Id.*

Also included within this category are a small number of exhibits that reflect management decisions (i.e., promotions) that did not take place, which will cause internal business disruption issues and personal reputational harm.

Benco requests that these documents remain *in camera* for a period of five years. *See In the Matter of Impax Labs., Inc., A Corp., Respondent.*, No. 9373, 2017 WL 4948988, at *1 (F.T.C. Oct. 23, 2017) (ordering *in camera* treatment for ten years over "documents that include financial and sales projections for future years and pipeline products").

E. Sensitive Personal Information

Benco produced documents that contain sensitive personal information, and in particular sensitive health information. Warren Decl. ¶ 10. Benco requests that sensitive personal information

be kept *in camera* indefinitely because “sensitive personal information ... shall be accorded permanent *in camera* treatment unless disclosure or an expiration date is required or provided by law.” 16 C.F.R. § 3.45(b)(3). “Sensitive personal information” shall include, but shall not be limited to, an individual’s . . . sensitive health information identifiable by individual, such as an individual’s medical records.” 16 C.F.R. 3.45(b). This sensitive health information particularly relates to [REDACTED] Warren Decl. ¶ 10.

IV. Conclusion

For the reasons set forth herein, Benco respectfully moves that its renewed motion for *in camera* treatment be granted.

Dated: October 23, 2018

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on October 23, 2018, I delivered via electronic mail a copy of the foregoing document to:

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Dated: October 23, 2018

By: /s/ Adam M. Saltzman

Exhibit A***Declaration of Rebecca Warren***

1. My name is Rebecca Warren. I am the Interim General Counsel of Benco Dental Supply Co. (“Benco”).
2. I am responsible for supervising all of Benco’s legal functions since my appointment as Interim General Counsel on July 16, 2018. I have been employed by Benco since May 2018.
3. I am familiar with Benco’s policies and procedures regarding the protection of confidential information, and I have personal knowledge of how the disclosure of various types of confidential information will harm Benco.
4. In the ordinary course of business, Benco keeps certain information strictly confidential and limits its distribution within the company to only those employees who must or should know it in connection with their job duties. For instance, customer-specific price information is generally known only to a handful of executives, sales, customer service, and accounting personnel, which is a fraction of Benco’s 1500 employees. Generally speaking, the only people outside Benco who would be aware of this information are: (a) customers themselves and then only on an individualized basis; and (b) at times consultants who are required to keep information confidential through engagement agreements. Benco has expended significant amounts of time, effort, thought, and money on developing these materials, strategies, and plans, including consultant reports. When Benco produced confidential material to the FTC, it relied on the confidentiality rules and protective order which shielded such information from public disclosure.
5. I understand that the parties to this litigation have included on their trial exhibit lists, numerous documents that Benco identified as confidential. Due to the volume, no one person could reasonably review and categorize each document. Before the filing of the original motion seeking *in camera* treatment of exhibits, Benco’s outside counsel described to me the categories of confidential information contained in these documents. For purposes of this renewed motion, I have now reviewed nearly every document for which Benco is seeking *in camera* treatment and have provided feedback to Benco’s outside counsel. When necessary, I have consulted with other Benco employees to determine whether the disclosure of information will be harmful to Benco. For each category described below, I explain why Benco will be harmed if the confidential information is made public.
6. Customer-Specific Price and Volume Information. Over the years, Benco has developed a pricing strategy and model based upon its knowledge of the industry, relationships with vendors, and data gathered generally and specifically on customers. Utilizing this information and process, Benco individually negotiates

prices with each of its customers. Benco does not publicly reveal any customer-specific information related to prices, discounts, margins, or sales volumes. This information is highly sensitive. If confidential pricing and volume information is disclosed, Benco's competitors will undermine Benco's pricing structure, business structure, and reputation, and will use it to unfairly seize business from Benco by targeting particular customers. If this confidential pricing and volume information is disclosed, Benco's relations with its customers will be harmed, and Benco's ability to compete effectively in the marketplace will be damaged. Further, Benco's relationships with customers will suffer if they learned that other customers were paying different prices. I believe this information should remain confidential because Benco's specific price and volume information can be used to ascertain relevant information about Benco's current (and future) prices, costs, strategy, and commercial relationships through the use of extrapolation techniques.

[REDACTED]

[REDACTED]

[REDACTED] Benco strives to develop stable, long-term, value-add relationships with its customers so prices paid by those customers tend to change only gradually over time. A competitor obtaining access to this information will possess the "secret sauce" developed by Benco over the course of decades, and will be able to immediately undercut these relationships. Benco's market is also relatively small in that it only serves dentists in the United States, of which there are approximately 195,000—there are even less practices, numbering about 150,000. During Benco's cumulative interactions with dentists, the company develops detailed information about dental practices generally and specifically, which inform the company's pricing decisions for particular dental practices and overall. Additionally, this category includes the detailed transactional data that Benco produced in electronic form pursuant to subpoena issued by Complaint Counsel in this matter and subject to protective order in related private litigation. This information is guarded, protected, and considered confidential to Benco. In the dental distribution industry, there are a small, finite pool of customers, which is a small and specialized segment in sales of product and services, making this information more valuable.

7. Pricing Strategy Information. Benco also has produced documents that detail how the company devises its pricing strategy information. This information is also sensitive and will seriously harm Benco if publicly disclosed for all of the same reasons that customer-specific information will harm Benco as described in the previous paragraph. The disclosure of this information will (i) damage established customer relationships, (ii) provide competitors with a roadmap of Benco's pricing and sales process and an unfair insight into how Benco competes for the business of specific customers, and (iii) generally undermine Benco's ability to compete effectively in the marketplace. In fact, Benco notes on its pricing

handouts that the information is meant for internal usage only and specifically not meant for customers. *See, e.g., CX1031-008* (Handout titled “Benco Customer Offerings 2016 [-] *CONFIDENTIAL: For Benco Internal Use ONLY – Not Meant for Customers*”). Benco also entered into an agreement with its partner, Elite Dental Alliance, to not disclose pricing or discounts to third parties, which Benco could be deemed in violation of if these materials were publicized through this case. *See CX1413-005*. Included within this pricing strategy information is current sales data, which informs Benco’s current pricing strategies and discounting strategies. *See CX1088*. I believe this information should remain confidential.

8. Information Regarding Price-Setting Processes. Benco has produced documents that contain information about how Benco sets and negotiates prices. These documents include information about how Benco decides whether to implement a price increase and how it determines how to respond to various types of competitive offers or stimuli. I believe this information should remain confidential. Even information that is years old is sensitive because it reveals Benco’s current (and future) approach to price negotiations. As noted previously,

[REDACTED]

9. Business Plans. Benco produced documents categorized as “Business Plans” which include strategic plans, budgets, and other forward-looking business plans. The public release of these materials will harm Benco because: they reveal Benco’s current and future plans to improve its business and compete in the market; and, will provide an unfair advantage to Benco’s competitors who will use them to plan or reconsider their own competitive activities and direction, or undermine Benco’s plans for growth. Specifically included are internal materials that reflect the strategic decision-making of senior executives from Benco. Included among these records are self-identified weaknesses and company challenges. Competitors acquiring this information will irreparably harm Benco by using this highly-guarded and privately-held information—not apparent to outside competitors—to target Benco in those areas. These exhibits prepared by senior executives also include potential targets for acquisitions or mergers. Certain acquisition targets were not pursued at the time reflected in the exhibit, but still remain targets and are an active part of Benco’s business strategy, and therefore, should be held in strict confidence. With at least one target, [REDACTED] Benco signed a perpetual non-disclosure agreement. To avoid violating the terms of this agreement, Benco is seeking *in camera* treatment of this target’s name. There are references to [REDACTED] in exhibits, which Benco considers a [REDACTED] to its business. Benco’s strategic thinking regarding how to address [REDACTED]

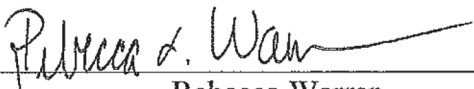
[REDACTED]

██████████ Included within this category are a small number of exhibits that reflect management decisions (i.e., promotions) that did not take place, which will cause internal business disruption issues and personal reputational harm. Because Benco is a privately-held company, information regarding financial results is not public. This information is often included in internal presentations in very-detailed fashion to limited constituents, *see, e.g.*, ██████████ and then used to inform the strategic direction of the company. Even though this information is more than three years old, it remains competitively sensitive due to the fact that it signals Benco's areas of strengths and weaknesses, and remains the building block for Benco's targeted strategy and pricing structures. For these reasons, I believe this information should remain confidential.

10. Sensitive Personal Information. Benco also produced documents that contained sensitive personal information, particularly sensitive health information. This sensitive health information particularly relates to ██████████ ██████████ I believe this information should remain confidential.
11. Other Confidential Information. For each category, the examples provided are merely representative—they are not meant to be an exhaustive list of the types of documents in that category that appear on the parties' exhibit lists and that should be afforded *in camera* treatment because releasing them to the public will harm Benco. Similarly, these categories cannot capture every possible type of sensitive information that should not be released to the public. I understand that Benco's outside counsel may identify such documents and, with my guidance, identify in applicable court filings why *in camera* treatment is warranted for those documents.
12. This declaration draws upon the collective efforts of multiple people other than myself, and is based on my understanding of the facts at this time. I reserve the right to modify or supplement this affidavit if I discover new facts that render it inaccurate or incomplete.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: 10.19.18



Rebecca Warren

Exhibit B

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX0002	BDS-FTC00015305	BDS-FTC00015307	Selected bates range only	Pricing Strategy Information	5 years
CX0003	BDS-FTC00007244	BDS-FTC00007244	Entire document	Pricing Strategy Information	5 years
CX0041	BDS-FTC00005088	BDS-FTC00005089	Entire document	Pricing Strategy Information	5 years
CX0042	BDS00015039	BDS00015039	Entire document	Pricing Strategy Information	5 years
CX0043	BDS-FTC00004948	BDS-FTC00004953	Selected bates range only	Business Plans	5 years
CX0046	BDS-FTC00004618	BDS-FTC00004618	Redacted portion of exhibit only in selected bates range only	Pricing Strategy Information	5 years
CX0048	BDS-FTC00005843	BDS-FTC00005845	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX0051	BDS-FTC00017924	BDS-FTC00017924	Redacted portion of exhibit only in selected bates range only	Pricing Strategy Information	5 years
CX0057	BDS-FTC00085771	BDS-FTC00085771	Redacted portion of exhibit only	Business Plans	5 years
CX0066	BDS-TX00040918	BDS-TX00040919	Redacted portion of exhibit only	Business Plans	5 years
CX0067	BDS-FTC00009938	BDS-FTC00009938	Redacted portion of exhibit only	Business Plans	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX0068	BDS-FTC00001473	BDS-FTC00001473	Redacted portion of exhibit only	Business Plans	5 years
CX0069	BDS-FTC00027450	BDS-FTC00027450	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
CX0071	BDS-FTC00022547	BDS-FTC00022547	Entire document	Pricing Strategy Information	5 years
CX0301			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX0302			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX0303			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX0304			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX1006	BDS00100503	BDS00100509	Selected bates range only	Business Plans; Pricing Strategy Information	5 years
CX1007	BDS00623738	BDS00623741	Selected bates range only	Business Plans	5 years
CX1009	BDS-FTC00005305	BDS-FTC00005306	Entire document	Pricing Strategy Information	5 years
CX1018	BDS-FTC00119492	BDS-FTC00119493	Selected bates range only	Customer-Specific Price and Volume Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1025	BDS00281661	BDS00281663	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1026	BDS00378152	BDS00378153	Redacted portion of exhibit only	Business Plans	5 years
CX1030	BDS00012173	BDS00012182	Entire document	Business Plans; Pricing Strategy Information	5 years
CX1031	BDS00336287	BDS00336288	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1047	BDS00772848	BDS00772849	Redacted portion of exhibit only	Pricing Strategy Information; Customer- Specific Price and Volume Information	5 years
CX1060	BDS-FTC00000986	BDS-FTC00000986	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1061	BDS00723698	BDS00723757	Entire document	Business Plans; Customer-Specific Price and Volume Information; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX1065	BDS-FTC00093047	BDS-FTC00093049	Redacted portion of exhibit only	Business Plans	5 years
CX1068	BDS-FTC00001011	BDS-FTC00001014	Redacted portion of exhibit only	Business Plans	5 years
CX1069	BDS00712910	BDS0072910	Redacted portion of exhibit only	Business Plans; Customer-Specific Price and Volume Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1071	BDS-FTC00092338	BDS-FTC00092339	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1072	BDS-FTC00003059	BDS-FTC00003059	Redacted portion of exhibit only in selected bates range only	Business Plans; Pricing Strategy Information	5 years
CX1076	BDS-FTC00004970	BDS-FTC00004971	Redacted portion of exhibit only	Business Plans; Customer-Specific Price and Volume Information	5 years
CX1078	BDS-FTC00005742	BDS-FTC00005742	Redacted portion of exhibit only	Business Plans	5 years
CX1080	BDS-FTC00005079	BDS-FTC00005080	Entire document	Pricing Strategy Information	5 years
CX1082	BDS-FTC00088099	BDS-FTC00088106	Redacted portion of exhibit only	Sensitive Personal Information	Indefinite
CX1084	BDS-FTC00085708	BDS-FTC00085714	Redacted portion of exhibit only	Pricing Strategy Information	5 years
CX1088	BDS-FTC00101401	BDS-FTC00101403	Redacted portion of exhibit only	Pricing Strategy Information	5 years
CX1089	BDS-FTC00129035	BDS-FTC00129035	Redacted portion of exhibit only	Customer-Specific Price and Volume Information	5 years
CX1090	BDS-FTC00102183	BDS-FTC00102184	Entire document	Business Plans	5 years
CX1098	BDS00050972	BDS00050974	Redacted portion of exhibit only	Business Plans	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1099	BDS-FTC00004603	BDS-FTC00004605	Redacted portion of exhibit only	Business Plans	5 years
CX1100	BDS00012183	BDS00012185	Entire document	Pricing Strategy Information	5 years
CX1101	BDS-FTC00017936	BDS-FTC00017945	Entire document	Pricing Strategy Information	5 years
CX1102	BDS00624617	BDS00624617	Redacted portion of exhibit only	Business Plans;PricingStrategy Information	Indefinite
CX1115	BDS-FTC00085766	BDS-FTC00085769	Entire document	Business Plans	5 years
CX1117	BDS-FTC00007861	BDS-FTC00007861	Redacted portion of exhibit only in selected bates range only	Business Plans	5 years
CX1129	BDS00624618	BDS00624618	Redacted portion of exhibit only	Business Plans	Indefinite
CX1141	BDS00352214	BDS00352215	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
CX1154	BDS00352605	BDS00352607	Redacted portion of exhibit only	Customer-Specific Price and Volume Information	5 years
CX1159	BDS-FTC00003272	BDS-FTC00003272	Redacted portion of exhibit only	Pricing Strategy Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1172	BDS00501297	BDS00501298	Redacted portion of exhibit only in selected bates range only	Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX1184	BDS-FTC00016752	BDS-FTC00016752	Redacted portion of exhibit only	Pricing Strategy Information	5 years
CX1187	BDS00158457	BDS00158457	Redacted portion of exhibit only	Pricing Strategy Information	5 years
CX1188	BDS00613384	BDS00613384	Redacted portion of exhibit only	Customer-Specific Price and Volume Information	5 years
CX1218	BDS-FTC00005358	BDS-FTC00005364	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1222	BDS-FTC00006511	BDS-FTC00006512	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
CX1225	BDS-FTC00015714	BDS-FTC00015717	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
CX1237	BDS-FTC00085685	BDS-FTC00085686	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1239	BDS-FTC00088100	BDS-FTC00088103	Redacted portion of exhibit only	Sensitive Personal Information; Business Plans; Pricing Strategy Information	Indefinite
CX1248	BDS-FTC00088744	BDS-FTC00088757	Entire document	Customer-Specific Price and Volume Information	5 years
CX1262	BDS00005524	BDS00008984	Entire document	Customer-Specific Price and Volume Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1269	BDS-FTC00117598	BDS-FTC00117599	Redacted portion of exhibit only	Pricing Strategy Information	5 years
CX1281	BDS-FTC00003793	BDS-FTC00003803	Entire document	Pricing Strategy Information	5 years
CX1286	BDS00002123	BDS00002126	Redacted portion of exhibit only	Business Plans	5 years
CX1300	BDS-FTC00000551	BDS-FTC00000552	Redacted portion of exhibit only	Business Plans	5 years
CX1307	BDS-FTC00005077	BDS-FTC00005078	Redacted portion of exhibit only	Business Plans	5 years
CX1309	BDS-FTC00102297	BDS-FTC00102299	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1316	BDS-FTC00032797	BDS-FTC00032797	Redacted portion of exhibit only	Business Plans	5 years
CX1330	BDS00019728	BDS00019728	Redacted portion of exhibit only	Pricing Strategy Information	5 years
CX1337	BDS-AZ00035661	BDS-AZ00035661	Redacted portion of exhibit only	Business Plans	5 years
CX1351	BDS-FTC00004972	BDS-FTC00004973	Redacted portion of exhibit only	Business Plans; Customer-Specific Price and Volume Information	5 years
CX1371	BDS-FTC00009940	BDS-FTC00009940	Redacted portion of exhibit only	Customer-Specific Price and Volume Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1374	BDS-FTC00015339	BDS-FTC00015339	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
CX1396	BDS-FTC00085688	BDS-FTC00085690	Redacted portion of exhibit only	Business Plans	5 years
CX1397	BDS-FTC00085774	BDS-FTC00085774	Redacted portion of exhibit only	Business Plans	Indefinite
CX1413	BDS00755920	BDS00755920	Redacted portion of exhibit only in selected bates range only	Pricing Strategy Information	5 years
CX1414	BDS-FTC00138800	BDS-FTC00138801	Entire document	Pricing Strategy Information	5 years
CX1417	BDS00015701	BDS00015705	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
CX1421	BDS00093237	BDS00093237	Redacted portion of exhibit only in selected bates range only	Business Plans	5 years
CX1437	BDS00449426	BDS00449426	Redacted portion of exhibit only	Business Plans; Sensitive Personal Information	Indefinite
CX1457	BDS-FTC00004065	BDS-FTC00004067	Redacted portion of exhibit only	Business Plans	5 years
CX1458	BDS-FTC00005279	BDS-FTC00005281	Redacted portion of exhibit only	Business Plans	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
CX1499	BDS-FTC00086135	BDS-FTC00086137	Redacted portion of exhibit only	Business Plans	5 years
CX1500	BDS-FTC00088763	BDS-FTC00088763	Redacted portion of exhibit only	Sensitive Personal Information	Indefinite
CX1502	BDS-FTC00092683	BDS-FTC00092685	Redacted portion of exhibit only	Business Plans	5 years
CX1505	BDS-FTC00092910	BDS-FTC00092912	Redacted portion of exhibit only	Business Plans	5 years
CX1507	BDS-TX00039343	BDS-TX00039343	Redacted portion of exhibit only in selected bates range only	Business Plans	5 years
CX7100			Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
CX8015			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
CX8037			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
Benco's Transactional Data			All transactional data	Customer-Specific Price and Volume Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
RX0050	BDS-TX00004022	BDS-TX00004022	Redacted portion of exhibit only	Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX0059	BDS-AZ00002250	BDS-AZ00002252	Redacted portion of exhibit only	Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX0093	BDS-TX00021774	BDS-TX00021776	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX0101	BDS-AZ00049243	BDS-AZ00049251	Entire document	Business Plans; Pricing Strategy Information	5 years
RX0130	BDS-FTC00018631	BDS-FTC00018631	Redacted portion of exhibit only	Customer-Specific Price and Volume Information	5 years
RX0209	BDS-AZ00014600	BDS-AZ00014614	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
RX0380	BDS-FTC00033081	BDS-FTC00033081	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
RX0400	BDS-FTC00017924	BDS-FTC00017925	Redacted portion of exhibit only	Pricing Strategy Information	5 years
RX0470	BDS-FTC00093242	BDS-FTC00093243	Redacted portion of exhibit only	Customer-Specific Price and Volume Information	5 years
RX0638	BDS-FTC00101593	BDS-FTC00101595	Redacted portion of exhibit only	Pricing Strategy Information	5 years
RX1003	BDS00082907	BDS00082909	Entire document	Pricing Strategy Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
RX1015	BDS-FTC00136490	BDS-FTC00136506	Redacted portion of exhibit only	Pricing Strategy Information	5 years
RX1018	BDS00015702	BDS00015704	Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
RX1025	BDS00010569	BDS00010607	Redacted portion of exhibit only	Business Plans; Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
RX1026	BDS00003606	BDS00003619	Entire document	Business Plans	5 years
RX1031	BDS00712934	BDS00712934	Redacted portion of exhibit only	Business Plans	5 years
RX1034	BDS00014691	BDS00014707	Redacted portion of exhibit only	Pricing Strategy Information; Business Plans	5 years
RX1048	BDS00189367	BDS00189371	Redacted portion of exhibit only	Business Plans	5 years
RX1052	BDS00283283	BDS00283290	Redacted portion of exhibit only	Business Plans	5 years
RX1053	BDS00019849	BDS00019850	Redacted portion of exhibit only	Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1074	BDS00531465	BDS00531471	Redacted portion of exhibit only	Business Plans; Pricing Strategy Information	5 years
RX1121			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
RX1122			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1124			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1125			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1126			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1127			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1128			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1129			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1130			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years

Trial Ex. No.	Bates Begin	Bates End	<i>In Camera</i> Treatment Sought For:	Confidentiality Category	Duration of <i>in camera</i> Treatment Requested
RX1133			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1137			The pages and line numbers noted in Exhibit C	Business Plans; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1140A			Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX1141A			Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years
RX2834			Redacted portion of exhibit only	Customer-Specific Price and Volume Information; Pricing Strategy Information	5 years
RX2965			The pages and line numbers noted in Exhibit C	Customer-Specific Price and Volume Information; Information Regarding Price-Setting Processes; Pricing Strategy Information	5 years

EXHIBIT C

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