

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGE



In the Matter of )  
Phoebe Putney Health System, Inc. )  
a corporation, and )  
)  
Phoebe Putney Memorial Hospital, Inc. )  
a corporation, and )  
)  
HCA Inc. )  
a corporation, and )  
)  
Palmyra Park Hospital, Inc. )  
a corporation, and )  
)  
Hospital Authority of Albany-Dougherty County )  
)  
)

DOCKET NO. 14-08  
**ORIGINAL**

**HCA INC.’S RESPONSES AND OBJECTIONS TO RESPONDENTS’  
SECOND REQUEST FOR THE PRODUCTION OF DOCUMENTS**

Pursuant to Rule 3.37(b) of the Federal Trade Commission’s Rules of Practice, 16 C.F.R. § 3.37(b), and the Scheduling Order entered by Chief Administrative Law Judge Chappell on September 15, 2014 (the “Scheduling Order”), Respondent HCA Inc. (“HCA”) hereby responds and objects to the document requests in the Second Request For The Production of Documents (“Document Requests”) issued by the Respondents Phoebe Putney Health System, Inc., Phoebe Putney Memorial Hospital, Inc., and Hospital Authority of Albany-Dougherty County (collectively, the “Phoebe Respondents” and each a “Phoebe Respondent”) to HCA as set forth below.

The following responses are made solely for the purposes of this action. Each response is subject to all objections as to relevance, materiality, and admissibility, and to any and all

objections on any ground that would require exclusion of any response or document if it were introduced in court.

No incidental or implied admissions are intended by these responses. The fact that HCA has objected or responded to any Document Request shall not be deemed an admission that HCA accepts or admits the existence of any facts set forth or assumed by such Document Request or that such objection or response constitutes admissible evidence. The fact that HCA has responded to part or all of any Document Request is not intended to and shall not be construed to be a waiver by HCA of any part of any objection to any Document Request.

These responses and objections are made on the basis of information and documents currently available to and located by HCA upon reasonable investigation. HCA expressly reserves the right to modify, revise, supplement, or amend these responses and objections as it deems appropriate.

### **GENERAL OBJECTIONS**

Each of the following General Objections applies to each and every Document Request and to the related Definitions and Instructions, as if fully set forth in each response, and the assertion of the same, similar or additional objections in response to specific Document Requests does not waive any of HCA's General Objections as set forth below:

1. HCA objects to each and every Document Request, including the definitions and instructions contained therein, to the extent it is overly broad and would impose undue requirements or obligations upon HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

2. HCA objects to each and every Document Request to the extent that it seeks information that is protected from disclosure by the attorney-client privilege, the work-product doctrine or any other applicable privilege, protection, restriction, or immunity from discovery. By responding to these Documents Requests, HCA does not waive, and intends to preserve, all applicable privileges and protections.

3. Inadvertent disclosure or production of any material subject to the attorney-client privilege, the joint defense or common interest privilege, the work product doctrine, or otherwise protected or immune from discovery shall not constitute a waiver of any privilege or of any other ground for objecting to discovery of such materials, its subject matter or information contained therein, or of HCA's right to object to the use of such material during any later proceeding or otherwise seek return of the material.

4. HCA objects to each and every Document Request to the extent that it, or the definitions or instructions related thereto, seeks the production of documents that are not within HCA's actual possession, custody, or control, seeks the production of documents that are not maintained by HCA in its normal course of business, or seeks the production of documents that are no longer available to HCA, on the grounds that such Document Requests are overbroad and unduly burdensome.

5. HCA objects to each and every Document Request to the extent that it, or the definitions or instructions related thereto, seeks the production of documents that cannot be located by HCA after reasonably diligent inquiry, is readily available from public sources, is already in the Phoebe Respondents' possession, custody, or control, or is available to the Phoebe Respondents from another source or by other means that are more convenient, more appropriate, less burdensome, or less expensive.

6. HCA objects to each and every Document Request insofar as any particular Document Request would require HCA to extend its reasonable investigation to third parties.

7. HCA objects to each and every Document Request to the extent it is vague, ambiguous and/or unclear, including the Phoebe Respondents' use of terms that are not defined and/or otherwise susceptible to any single meaning, or does not specify the documents sought with reasonable particularity.

8. HCA objects to each and every Document Request to the extent it is duplicative and/or cumulative of other Documents Requests or other discovery propounded by the Phoebe Respondents.

9. HCA objects to each and every Document Request to the extent it seeks the production of documents involving trade secrets, proprietary, confidential, financial or commercially sensitive information, the disclosure of which could negatively impact HCA's competitive or business position or result in a breach by HCA of an obligation to a third party to maintain the confidentiality of such information.

10. HCA objects to each and every Document Request to the extent it seeks information that is not relevant to the subject matter of this proceeding and not reasonably expected to yield information relevant to the allegations of the complaint, to the proposed relief, or to the defenses of any Phoebe Respondent.

11. HCA objects to each and every Document Request on the ground that it is overly broad and not reasonably calculated to lead to the discovery of admissible evidence to the extent that they purport to seek the production of "any" and "all" documents relating to excessively broad categories.

12. HCA objects to each and every Document Request to the extent that it would require HCA to search for and produce documents, including e-mails stored on backup tapes, that are not reasonably accessible because of undue burden or cost.

13. HCA objects to each and every Document Request on the ground that it calls for documents to be produced in a manner or form that is unduly burdensome.

14. HCA objects to each and every Document Request to the extent it seeks information created or received before June 25, 2013.

15. All documents produced are subject to the terms of the Protective Order entered in this proceeding.

16. HCA's document production will provide responsive, non-privileged documents currently available to, and located by, HCA upon reasonable investigation. HCA expressly reserves the right to amend, modify, or supplement its objections and responses up to and through any hearing in this matter, if necessary, if HCA discovers additional documents or grounds for further objections.

17. HCA's responses, as set forth herein, are based upon information presently known to HCA and its attorneys.

18. Any statement herein that HCA will produce any documents in response to an individual request does not mean that HCA in fact has such documents or that any such documents exist, or that HCA will search all files maintained by any person, but instead reflects the intention of HCA, subject to its objections, to conduct a reasonable search for responsive documents. Likewise, the failure of HCA to make a specific objection to a particular Document Request is not, and shall not be construed as, an admission that responsive information exists.

### **OBJECTIONS TO DEFINITIONS**

1. HCA objects to the definition of “charity care” (Definition B) to the extent it is vague, ambiguous, or overly broad, or purports to impose requirements or obligations upon HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission’s Rules of Practice, the Scheduling Order, or any other applicable order, law or rule.

2. HCA objects to the definition of “communication” (Definition C) to the extent it is vague, ambiguous, overly broad, or purports to impose requirements or obligations upon HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission’s Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

3. HCA objects to the definition of “computer files” (Definition D) to the extent it is vague, ambiguous, overly broad, or purports to impose requirements or obligations upon HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission’s Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule. HCA further objects to the extent the definition purports to require a search of backup disks and tapes, archive disks tapes, and other locations that are not reasonably accessible on the grounds that such a search and production is unduly burdensome and oppressive.

4. HCA objects to the definition of “documents” (Definition F) to the extent it is vague, ambiguous, overly broad, or purports to impose requirements or obligations upon HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission’s Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

5. HCA objects to the definition of “Geographic Area” (Definition H) to the extent it includes any area besides Dougherty County, Georgia and to the extent it is vague, ambiguous, overly broad, purports to impose requirements or obligations upon HCA that are inconsistent

with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule, or is not reasonably calculated to lead to the discovery of admissible evidence.

6. HCA objects to the definitions of "HCA," "You," "Your," "Your Company," and "the Company" (Definition I) to the extent they are vague, ambiguous, overly broad, purport to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule, or are not reasonably calculated to lead to the discovery of admissible evidence.

7. HCA objects to the definition of "health care facility" (Definition J) to the extent it is vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

8. HCA objects to the definition of "health plan" (Definition K) to the extent it is vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

9. HCA objects to the definition of "hospital" (Definition L) to the extent it is vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

10. HCA objects to the definition of "indigent care" (Definition O) to the extent it is vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent

with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

11. HCA objects to the definition of "Palmyra" (Definition P) to the extent it is vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

12. HCA objects to the definition of "payor" (Definition Q) to the extent it is vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

13. HCA objects to the definitions of "person" and "persons" (Definition R) to the extent they are vague, ambiguous, overly broad, or purports to impose obligations on HCA that are inconsistent with, or greater than, those imposed by the Federal Trade Commission's Rules of Practice, the Scheduling Order, or any other applicable order, law, or rule.

### **SPECIFIC OBJECTIONS AND RESPONSES**

Subject to and without waiving the foregoing General Objections, or any other objection or claim of privilege, which are expressly incorporated by reference into each of the following responses, HCA responds to the Phoebe Respondents' Documents Requests as follows:

#### **DOCUMENT REQUEST NO. 1**

All documents, data, and other submissions you produced to the Federal Trade Commission relating to the Hospital Authority/Palmyra transaction.

**RESPONSE TO DOCUMENT REQUEST NO. 1**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 1 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 2**

All documents relating to the actual or potential sale of Palmyra, whether to Phoebe or another acquirer, including the reasons why or why not You would sell Palmyra and any offers and their terms, whether formal or informal, You have made or received for Palmyra along with any documents evaluating any such sale with respect to market shares, competition, competitors, markets, or potential for sales growth or expansion. This document request seeks documents from January 1, 2000 to present.

**RESPONSE TO DOCUMENT REQUEST NO. 2**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 2 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 3**

All documents relating to the pricing of in-patient and/or out-patient services at Palmyra, including their comparison to pricing for services at any and all other hospitals in the Geographic Area.

**RESPONSE TO DOCUMENT REQUEST NO. 3**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 3 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 4**

All documents or analyses discussing services offered at any hospital not offered at Palmyra.

**RESPONSE TO DOCUMENT REQUEST NO. 4**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 4 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 5**

All contracts, including price sheets, between HCA and any health plan that includes Palmyra, including all amendments, appendices, and related documents reflecting any contract terms.

**RESPONSE TO DOCUMENT REQUEST NO. 5**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 5 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 6**

All documents relating to Palmyra's financial condition, including, but not limited to, financial documents, financial analyses, balance sheets, profit and loss statements, cash flow statements, and other documents showing Palmyra's revenues, profits, losses, expenses, or margins, as well as comparing Palmyra's financial position with that of any other hospital or group of hospitals.

**RESPONSE TO DOCUMENT REQUEST NO. 6**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 6 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 7**

All documents relating to the financial health and short- or long-term viability of Palmyra, including:

- (a) All documents relating to Palmyra's capacity or utilization, in the aggregate, for combinations of services, or by individual service;
- (b) All documents relating to employee turnover;

- (d) All documents relating to subsidies or other funding Palmyra was receiving from You, showing the calculation of that funding amount;
- (e) All documents relating to payments from Palmyra to You for any service, showing the calculation of that payment amount;
- (f) All documents relating to Palmyra's attempt to obtain a Certificate of Need for Obstetrics and any effects of Palmyra's ability or inability to obtain it;
- (g) All documents relating to any plans or consideration given to close, shut down, discontinue, or reduce any service offered at Palmyra;
- (h) All documents relating to the anticipated or expected impact of current or future healthcare trends on Palmyra; and
- (i) All documents relating to future plans for Palmyra for any service or group of services, including any facility plans; any plans either to increase or reduce the investment in Palmyra for any existing or future service; any plans to either increase or reduce the type, number or quality of services offered by Palmyra; and any plans to change the prices charged by Palmyra to any payor or group of payors.

#### **RESPONSE TO DOCUMENT REQUEST NO. 7.**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 7 that were created or received after June 24, 2013.

#### **DOCUMENT REQUEST NO. 8**

Since 2006, all audited or other financial statements or materials for Palmyra prepared for either internal use or presented to third parties, (e.g., the Georgia Department of Community Health, the Georgia Hospital Association, potential investors or lenders, investment banks).

#### **RESPONSE TO DOCUMENT REQUEST NO. 8**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 8 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 9**

All documents referring or relating to any negotiation with payors for the purpose of participation in a health plan that might or would include any health care facilities in the Geographic Area.

**RESPONSE TO DOCUMENT REQUEST NO. 9**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 9 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 10**

All documents relating to competition among health plans relating to health care facilities in the Geographic Area, including but not limited to the desirability or necessity of entering into contracts with particular health care facilities or health care systems with facilities in the Geographic Area, including Phoebe or Palmyra.

**RESPONSE TO DOCUMENT REQUEST NO. 10**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 10 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 11**

All documents relating to competition in the provision of any health care service in the Geographic Area including, but not limited to, market studies, forecasts, and surveys, competitor assessment, SWOT analyses and all other documents relating to:

- (a) the market share or competitive position of any health care facility;
- (b) the quality of care (however defined) provided by any health care facility;
- (c) the relative strength or weakness of health care facilities providing any health care services;
- (d) supply and demand conditions, including the patient service area for Palmyra and any other healthcare facility;

(e) health care facility preferences, evaluations, or perceptions conducted on behalf of or made by health plans, employers, consumers, brokers, unions, associations, patients or customers who reside, or physicians who practice, in any portion of the Geographic Area;

(f) the preference of payors for contracting with health care facilities that include health care facilities located in any portion of the Geographic Area;

(g) Medical staff overlap and competition for medical staff in the Geographic Area

### **RESPONSE TO DOCUMENT REQUEST NO. 11**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 11 that were created or received after June 24, 2013.

### **DOCUMENT REQUEST NO. 12**

All documents relating to the amount of uncompensated care provided to the insured, uninsured, indigent, or charitable care provided at Palmyra by volume and dollar amount, and Palmyra's policies and practices with respect to the provision of hospital care to the insured, under-insured, uninsured, indigent, or charitable patients. This request includes, but it not limited to, any documents relating to the amount of care provided to Medicaid, Medicare, and Peach State Health Plan patients.

### **RESPONSE TO DOCUMENT REQUEST NO. 12**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 12 that were created or received after June 24, 2013.

### **DOCUMENT REQUEST NO. 13**

All documents discussing indigent care at Palmyra and/or the size or nature of the indigent care population in the Geographic Area, including but not limited to, Palmyra's requirements for indigent care; local employer or third party acknowledgment of indigent care requirements; cost shifting done by Palmyra in response to Palmyra's indigent care load; comparisons of Palmyra's indigent care load by level or percentage with other hospitals in the Geographic Area; or diversions or Palmyra policies, practices or behaviors that could or did create diversions of any of these patients to other hospitals in Geographic Area.

**RESPONSE TO DOCUMENT REQUEST NO. 13**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 13 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 14**

All documents describing, comparing or evaluating the services, the quality of the services, the cost of services, the staff, or facilities of hospitals in the Geographic Area

**RESPONSE TO DOCUMENT REQUEST NO. 14**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 14 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 15**

All documents relating to any study, analysis, report, summary or tabulation relating to any characteristic of any patients admitted or discharged from any hospital in the Geographic Area including but not limited to such characteristics as: age, place of residence, type of admission, principal diagnosis, Diagnostic Related Group (“DRG”), procedures performed, charges, payments, profitability, admitting physician, physician group or physician organization, category of health plan affiliation and payor type or class.

**RESPONSE TO DOCUMENT REQUEST NO. 15**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 15 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 16**

All documents referring or relating in any manner to the shift or diversion, or impediments to diversion, of patients or any category of patients to or from any hospital or any health care facility in the Geographic Area by any health plan.

**RESPONSE TO DOCUMENT REQUEST NO. 16**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 16 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 17**

Since 2000, all speeches, articles, press releases, publications, correspondence with public agencies or authorities, or testimony of management of Your Company relating to (i) mergers, consolidations, or combinations of hospitals generally, or (ii) mergers, consolidations or combinations of particular hospitals in the Geographic Area.

**RESPONSE TO DOCUMENT REQUEST NO. 17**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 17 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 18**

All documents referring or relating in any manner to any offer to or by any health plan to designate any hospital in the Geographic Area as its sole preferred provider within a network for any category of services or for any group of enrollees or physicians or any geographic area that includes any portion of the Geographic Area.

**RESPONSE TO DOCUMENT REQUEST NO. 18**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 18 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 19**

All documents referring or relating to any allegation or complaint that any health care facility in the Geographic Area is not acting competitively, is violating the antitrust law, or is competing unfairly (excluding the *Palmyra Park Hospital v. Phoebe Putney Memorial Hospital* litigation in the Middle District of Georgia).

**RESPONSE TO DOCUMENT REQUEST NO. 19**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 19 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 20**

All documents referring or relating to any complaint that any health care facility in the Geographic Area is raising any rate on its charge master.

**RESPONSE TO DOCUMENT REQUEST NO. 20**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 20 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 21**

All plans and documents referring or relating to Palmyra's competitive strategy.

**RESPONSE TO DOCUMENT REQUEST NO. 21**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 21 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 22**

All images of Palmyra taken inside or outside the facility made since January 1, 2006.

**RESPONSE TO DOCUMENT REQUEST NO. 22**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 22 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 23**

All documents relied upon for responding to the interrogatories issued by Phoebe to HCA in this matter.

**RESPONSE TO DOCUMENT REQUEST NO. 23**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 23 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 24**

All documents that reflect actual and/or planned or budgeted staffing ratios of any kind or based on any definition at Palmyra, along with documents sufficient to show how each staffing ratio is calculated.

**RESPONSE TO DOCUMENT REQUEST NO. 24**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 24 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 25**

All documents related to the number of licensed versus staffed beds at Palmyra and the reasons for any difference.

**RESPONSE TO DOCUMENT REQUEST NO. 25**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 25 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 26**

All documents showing average daily census at Palmyra by service and in the aggregate since 2006.

**RESPONSE TO DOCUMENT REQUEST NO. 26**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 26 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 27**

All documents relating to actual or contemplated CON applications for Palmyra.

**RESPONSE TO DOCUMENT REQUEST NO. 27**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 27 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 28**

All documents relating to any analysis of Georgia's CON requirements as they applied to Palmyra or to services that Palmyra proposed to provide or considered providing.

**RESPONSE TO DOCUMENT REQUEST NO. 28**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 28 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 29**

All documents that Palmyra used to estimate anticipated or expected obstetrics volume, all costs, resources, revenues, and/or profits which it projected from the opening of its proposed Level 1 obstetrics unit in its most recent CON application for this service containing these estimates.

**RESPONSE TO DOCUMENT REQUEST NO. 29**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 29 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 30**

All documents regarding the financial feasibility of any service for which Palmyra applied for a CON, or contemplated application of a CON.

**RESPONSE TO DOCUMENT REQUEST NO. 30**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 30 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 31**

All surveys or other analyses which compare any aspect of Palmyra's quality to that of any other hospital.

**RESPONSE TO DOCUMENT REQUEST NO. 31**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 31 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 32**

All communications with commercial health plans that indicate Palmyra's ability to obtain commercial contracts to be an in-network provider was affected by Palmyra's existing or possible future level and scope of services.

**RESPONSE TO DOCUMENT REQUEST NO. 32**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 32 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 33**

All Joint Commission on Accreditation of Healthcare Organizations (“JCAHO”) or other periodic reviews performed by any organization that assigned a “quality rating” or “quality-score” to Palmyra.

**RESPONSE TO DOCUMENT REQUEST NO. 33**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 33 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 34**

All documents relating to the Company’s calculations of the value of Palmyra.

**RESPONSE TO DOCUMENT REQUEST NO. 34**

Subject to the General Objections stated above, HCA states that it has conducted a reasonable search for and does not have any documents responsive to Document Request No. 34 that were created or received after June 24, 2013.

**DOCUMENT REQUEST NO. 35**

Documents sufficient to show Your negotiated rates with payors in Georgia and its Southeast Division from the date of the Phoebe/Palmyra transaction to the present, including any effect of the transaction on HCA’s negotiations or bargaining position with payors.

**RESPONSE TO DOCUMENT REQUEST NO. 35**

Subject to the General Objections stated above, HCA will produce non-privileged documents that were created or received after June 24, 2013 responsive to Document Request No. 35 that are located after a reasonable search.

Dated: October 24, 2014

Respectfully submitted,

/s/ Kevin J. Arquit  
Kevin J. Arquit, Esq.  
Jayma Mayer, Esq.  
Abram J. Ellis, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
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*Attorneys for HCA Inc.*

## CERTIFICATE OF SERVICE

I hereby certify that on October 24, 2014, I caused to be filed the foregoing Responses and Objections to Respondents' Second Request for the Production of Documents electronically using the FTC's E-Filing System, which will send notification of such filing to:

Donald S. Clark  
Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W., Rm. H-159  
Washington, D.C. 20580  
[secretary@ftc.gov](mailto:secretary@ftc.gov)

I hereby certify that on October 24, 2014, I caused to be delivered via electronic mail a PDF copy that is a true and correct copy of the original of the foregoing Responses and Objections to Respondents' Second Request for the Production of Documents to:

The Honorable D. Michael Chappell  
Chief Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580  
[oyalj@ftc.gov](mailto:oyalj@ftc.gov)

I hereby certify that on October 24, 2014, I caused to be delivered via electronic mail a PDF copy that is a true and correct copy of the original of the foregoing Responses and Objections to Respondents' Second Request for the Production of Documents to:

Thomas H. Brock, Esq.  
[tbrock@ftc.gov](mailto:tbrock@ftc.gov)

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