

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

In the Matter of)	
)	
Evanston Northwestern Healthcare Corporation,)	
a corporation, and)	Docket No. 9315
)	
ENH Medical Group, Inc.,)	Public Filing
a corporation.)	
)	

**AMENDED MOTION FOR LEAVE TO FILE REPLY
IN SUPPORT OF MOTION TO SEEK COST REIMBURSEMENT**

Great-West Healthcare of Illinois, Inc. (“Great-West Healthcare”) hereby submits an amended motion for leave to file its Reply In Support Of Motion For Cost Reimbursement, submitted herewith, and in support thereof states the following:

1. Great-West Healthcare filed its Motion For Cost Reimbursement electronically on June 3, 2004. Respondents filed their Opposition thereto electronically on June 14, 2004, citing and discussing at length eight decisions which Respondents characterize as controlling.

2. On June 16, 2004, Great-West Healthcare electronically filed a motion for leave to file a reply in support of its motion to seek cost reimbursement on or before June 25, 2004. Said reply is submitted herewith for filing.

3. It is fair and reasonable to permit Great-West Healthcare to reply to Respondents’ Opposition, since it has not had an opportunity to discuss the eight decisions cited by Respondents in their Opposition.

4. Respondents will not be prejudiced by the granting of this motion, as Great-West Healthcare is expeditiously proceeding with document production. It has provided a great

number of documents to Respondents, has offered to provide a great number of additional documents to Respondents in electronic form and is seeking to locate and provide additional documents as subpoenaed by Respondents.

5. Counsel for Respondents and Great-West Healthcare have conducted a number of discovery conferences and discussions in an effort to resolve discovery disputes and to date have not been required to seek intervention of the Administrative Law Judge in this regard, notwithstanding the breadth and scope of the subpoena served by Respondents upon Great-West Healthcare.

WHEREFORE, Great-West Healthcare of Illinois, Inc. respectfully requests that it be granted leave to file its Reply In Support Of Motion For Cost Reimbursement, submitted herewith.

Dated: June 25, 2004

GREAT-WEST HEALTHCARE OF
ILLINOIS, INC.

By: /S/ Franklin S. Schwerin
One of its attorneys

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CERTIFICATE OF SERVICE

I hereby certify that on June 25, 2004, a copy of the foregoing Amended Motion For Leave To File Reply In Support Of Motion To Seek Cost Reimbursement was served by overnight courier delivery on:

The Honorable Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., N.W. (H-106)
Washington, DC 20580

Thomas H. Brock, Esq.
Federal Trade Commission
600 Pennsylvania Ave., N.W. (H-374)
Washington, DC 20580

Philip M. Eisenstat, Esq.
Federal Trade Commission
601 New Jersey Avenue., N.W.
Room NJ-5235
Washington, DC 20580

Chul Pak, Esq.
Assistant Director Mergers IV
Federal Trade Commission
601 New Jersey Avenue, N.W. (NJ-5238)
Washington, DC 20580

and by messenger on:

David Dahlquist, Esq.
Winston & Strawn, LLP
35 West Wacker Drive
Chicago, IL 60601

/S/ Franklin S. Schwerin
Franklin S. Schwerin

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ORDER

Upon amended motion of Great-West Healthcare of Illinois, Inc. (“Great-West Healthcare”), it is hereby ordered that Great-West Healthcare is granted leave to file its Reply In Support Of Motion For Cost Reimbursement, as submitted with said amended motion.

ENTER:

Administrative Law Judge

Prepared By:

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