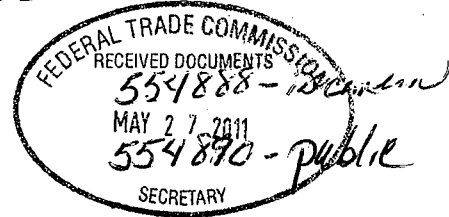


ORIGINAL

May 26, 2011



VIA FEDERAL EXPRESS

Donald S. Clark
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-135
Washington, DC 20580

Re: *In the Matter of Promedica Health System, Inc., a corporation*
Federal Trade Commission, Docket No. 9346

Dear Secretary Clark:

Enclosed please find an Original and a Copy of Aetna Inc.'s Non-Party Third Motion for *In Camera* Treatment of Proposed Evidence in both its "Public" and "Non-Public" form. Copies of both are provided on the enclosed discs as well.

Additionally, I have enclosed a second copy for time stamp and return along with a self-addressed stamped envelope for your convenience.

If you have any questions, please feel free to contact me.

Sincerely,


Robert J. Fogarty

Enclosures

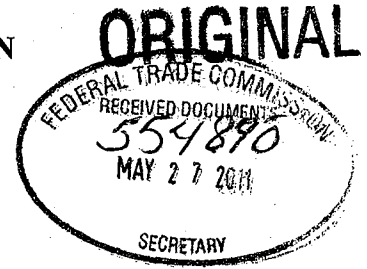
PUBLIC VERSION

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of
PROMEDICA HEALTH SYSTEM, INC.,

a corporation.

Docket No. 9346



**NON-PARTY AETNA INC.'S MOTION FOR
IN CAMERA TREATMENT OF PROPOSED EVIDENCE**

Aetna Inc. ("Aetna"), which is not a party to the above-captioned matter, respectfully requests that this court grant *in camera* treatment of several documents that the undersigned just recently learned Respondent's Counsel has designated for introduction into evidence in the administrative trial in this matter. Further, pursuant to the May 25, 2011 Order On Non-Parties' Motions for *In Camera* Treatment, Aetna submits the following designations from the Depositions of Greg Radzialowski as appropriate for *in camera* treatment. Aetna seeks *in camera* treatment for the following documents and deposition testimony:

- Exhibit B: AE0008134, AE0008489-8529, AE0008611-8616, AE0008648-8666, AE0008767-8773, AE0008803-8882, AE0009028-9029, AE0009032-9033, AE0009041-9082, AE0009479-9482, AE0009898-9900, AE0009975-10044, AE0010045-10046, AE0010391-392, AE0010779-0867, AE0010973-0975, AE0011533-1541, AE0011716-1719, AE0012028-2056, AE0012098-2100, AE0012696-2698, AE0001377, AE0013904-3928, AE0013954-3971, AE0014113-4114, AE0014899-4913, AE0015394-5395, AE0015566-5567, AE0015568-5569, AE0015572-5573, AE0015625-5627, AE0015857-5859, AE0021040-1077, AE0021084-1124, AE0022707-2712, AE0023651-2653, AE0023846-3852, AE0024417-4420, AE0025071-5073, AE0025173-5174, AE0025213-6290, AE0026852-6854, AE0026983-6984, AE0027419-7420, AE0030197-0200, AE0031860-1863, AE0033669, AE0033683-3696, AE0033794, AE0033819-3820, AE0034158-4159.
- Exhibit C: AE0008186-8189, AE0008531-8534, AE0027591-7604.
- Exhibit D: AE0000061-0062, AE0000086-0087, AE0000885, AE0000946-0947, AE0000972-0973, AE0000914, AE0001288, AE0001314-1315, AE0001342-1359.

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- Exhibit E: AE0001318-1341.
- Exhibit F: AE0008164, AE0027521-7534.
- Exhibit G: Depositions of Greg Radzialowski: **April 4, 2011:** 8:3-8; 9:3-13:16; 15:25-20:20; 21:3-32:13; 34:1-36:2; 36:24-40:2; 40:15-20; 40:25-41:14; 41:24-42:22; 43:2-21; 44:3-46:22; 47:5-8; 48:3-50:13; 51:1-56:2; 56:9-57:25; 58:9-60:10; 60:13-61:5; 61:17-64:20; 65:4-67:18; 68:1-69:25; 71:12-75:25; 76:13-78:7; 81:8-10; 84:17-24; 85:6-18; 87:3-90:19; 90:22-25; 91:16-92:8; 93:13-94:14; 94:21-97:14; 98:24-100:9; 100:15-102:16; 102:21-103:15; 103:23-106:8; 110:11-110:17; 110:15-111:7; 112:3-114:9; 114:13-122:17; 130:4-133:10; 133:14-18; 134:23-137:4; 137:17-138:10. **January 31, 2011:** 9:5-14; 12:11-21:9; 21:17-24:12; 26:5-27:5; 28:7-29:21; 29:25-48:4; 49:6-13; 51:24-52:22; 60:24-61:22; 62:18-64:7; 64:17-78:12; 78:20-79:22; 83:10-86:20; 87:11-88:2; 89:5-92:1; 92:11-96:22; 97:12-23; 100:23-101:17; 103:3-9; 104:12-106:21; 107:1-108:4.

The information contained in these documents is competitively sensitive and is held in strict confidence by Aetna. Public disclosure of these documents is likely to cause direct, serious harm to Aetna's competitive position. Therefore, pursuant to 16 C.F.R. § 3.45(b), Aetna respectfully moves for *in camera* treatment of documents (Exhibits B through G) identified in the Declaration of Greg Radziaolwski in support of this Motion (attached as Ex. A).

AETNA'S CONFIDENTIAL DOCUMENTS QUALIFY FOR *IN CAMERA* TREATMENT UNDER THE FEDERAL TRADE COMMISSION'S RULES OF PRACTICE

The documents that are described in this motion warrant *in camera* treatment as provided by 16 C.F.R. § 3.45(b). The code section provides for *in camera* treatment of certain business-related information and personal information. Relating to business issues, under 16 C.F.R. § 3.45(b), requests for *in camera* treatment will be granted where public disclosure of the document in question "will result in a clearly defined, serious injury to the...corporation requesting in camera treatment." *Id.* That showing can be made by establishing that the

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document in question is “sufficiently secret and sufficiently material to the applicant’s business that disclosure would result in serious competitive injury.” *In re Dura Lube Corp.*, 1999 F.T.C. LEXIS 255, *6 (Dec. 23, 1999) (quoting *General Foods Corp.*, 95 FTC 352, 355 (1980)). In this context, “the courts have generally attempted to protect confidential business information from unnecessary airing.” *H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961).

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

- (1) the extent to which the information is known outside of the applicant's business;
- (2) the extent to which the information is known by employees and others involved in the applicant's business;
- (3) the extent of measures taken by the applicant to guard the secrecy of the information;
- (4) the value of the information to the applicant and its competitors;
- (5) the amount of effort or money expended by the applicant in developing the information; and
- (6) the ease or difficulty with which the information could be properly acquired or duplicated by others.

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

I. PUBLIC DISCLOSURE OF BUSINESS DOCUMENT WOULD RESULT IN SERIOUS COMPETITIVE INJURY TO AETNA.

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

Aetna has taken substantial measures to guard the information contained in the Exhibits B through G by limiting dissemination of such information and taking every reasonable step to protect its confidentiality. (Decl. at 2). Such information is only disclosed to particular Aetna employees. *Id.* The information is not known outside of Aetna except to the extent necessary to engage in contract negotiations, and it would be extremely difficult for Aetna’s competitors or other outside persons to access or duplicate the information contained in the documents at issue.

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Id. These efforts demonstrate that Aetna has gone through great lengths to preserve the confidentiality of the information contained in Exhibits B through G.

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

Exhibit B contains emails and letters regarding negotiations of contracts and rates with individual hospitals, including proposals for rates, counter proposals and discussions of how rates are determined. (Decl. at 3). The e-mails contain and reference attachments including detailed charts discussing contract terms, current status of contract negotiations, rates, and other information regarding the relationships between Aetna and specific providers. The documents reveal highly confidential and commercially sensitive information regarding how Aetna negotiates contracts and rates with the providers that are part of its network. *Id.* Their disclosure would reveal valuable information regarding the way that Aetna defines relationships with its providers and how rates are determined, processes that Aetna has expended numerous hours and many years to develop. *Id.* Aetna's negotiation efforts have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. *Id.* Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace.

Exhibit C contains various spreadsheets showing information regarding rates, proposals, counter offers, total billings and market share from specific Aetna providers, product utilization by certain providers, the current status of contract negotiations with providers, as well as information regarding contract negotiations going forward. (Decl. at 4). This is highly confidential and commercially sensitive information regarding Aetna's contracts and rates. *Id.* These documents reveal sensitive information regarding the manner in which Aetna negotiates rates and contracts with providers. This is information that could be used by Aetna's competitors for their own advantage in targeting Aetna's providers and analyzing the manner in which Aetna

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determines its rates. *Id.* Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace. *Id.*

Exhibit D contains various contracts and amendments to contracts between Aetna and providers, as well as provider contract submittal forms. (Decl. at 5). The contracts and amendments reveal sensitive information regarding Aetna's negotiations and agreements with various providers. *Id.* The contracts themselves in some instances contain specific compensation schedules that list, by service and bill code, the rates that Aetna pays to hospitals for services. All of this information is highly confidential and commercially sensitive. *Id.* Its disclosure would reveal valuable information regarding the way that Aetna negotiates contracts and determines rates for physician services, processes that Aetna has expended numerous hours and many years to develop. *Id.* Aetna's efforts to negotiate and analyze rates have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. *Id.* If contracts were disclosed, it could result in serious damage Aetna's competitive advantage in the marketplace. *Id.*

Exhibit E is a compensation schedule. This provider-specific schedule lists, by service and bill code, the rates Aetna pays to various hospitals for services. (Decl. at 6). This fee schedule and rate listing is a highly confidential and commercially sensitive document. *Id.* Its disclosure would reveal valuable information regarding the way that Aetna determines rates for physician services, a process that Aetna has expended numerous hours and many years to develop. *Id.* Aetna's efforts to analyze rates have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. *Id.* If compensation schedules were disclosed, it could result in serious damage Aetna's competitive advantage in the marketplace. *Id.*

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Exhibit F contains internal Aetna documents discussing the impact of ProMedica's purchase of St. Lukes. These documents include an internal memo evaluating hospital rates in the Toledo market, including reasons for projected rate activity. (Decl. at 7). Further, they include charts and spreadsheets showing impact on market share. *Id.* These documents reveal highly confidential and commercially sensitive information regarding how Aetna negotiates contracts and rates with the providers that are part of its network. *Id.* It contains information relating to historic relationships with certain providers and status of contract negotiations. Disclosure of this information would reveal valuable information regarding the way that Aetna defines relationships with its providers and how rates are determined, processes that Aetna has expended numerous hours and many years to develop. *Id.* Aetna's negotiation efforts have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. *Id.* Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace. *Id.*

Pursuant to the Court's May 25, 2011 Order, Exhibit G includes page and line designations from the deposition testimony of Aetna employee Greg Radzialowski. The depositions were taken pursuant to a stipulation that it would be designated for outside counsels' eyes only. The cited designations from the deposition contain highly confidential and commercially sensitive information regarding the breakdown of how Aetna members utilize various participating providers in the Lucas county area, information regarding Aetna's market share of insurance business in the area, information dealing with how Aetna determines reimbursement rates and why Aetna members may chose certain providers over others. (Decl. at 8). Further, the cited sections include information specific to the contract relationships Aetna has with various hospitals, detailed information regarding the factors Aetna considers when

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negotiating contracts, comparisons of reimbursement rates for various hospitals, and comparisons of the relative bargaining power of various providers. *Id.* The testimony designated reveals highly confidential and commercially sensitive information regarding how Aetna negotiates contracts and rates with the providers that are part of its network. *Id.* Its disclosure would reveal valuable information regarding the way that Aetna defines relationships with its providers, a process that Aetna has expended numerous hours and many years to develop. *Id.* Aetna's negotiation efforts have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. *Id.* This is information that could be used by Aetna's competitors for their own advantage in targeting Aetna's providers and analyzing the manner in which Aetna determines its rates. *Id.* Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace. *Id.*

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

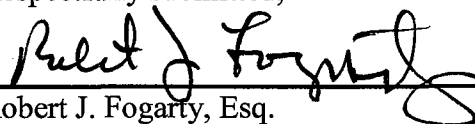
As a non-party to this matter, Aetna deserves "special solicitude" as a non-party requesting *in camera* treatment for its confidential business information. *In the Matter of Kaiser Aluminum & Chemical Corp.*, 103 F.T.C. 500, 500 (1984) (order directing *in camera* treatment for five-year-old sales statistics of non-parties). *In camera* treatment of information, for reasonable time periods, encourages non-parties to cooperate with future discovery requests in adjudicative proceedings. *Id.* Aetna has cooperated with the discovery demands in this case. Conversely, "public understanding of this proceeding does not depend on access to" Aetna's highly confidential information. *Id.* The balance of interests clearly favors *in camera* protection for Exhibits B through G. *See Bristol*, 90 F.T.C. at 456 (describing six-factor test for determining secrecy and materiality).

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D. Protection for Exhibits B Through G Should Extend For 5 Years.

The nature of the highly confidential information contained in Exhibits B through G warrants lasting protection. Information contained in the documents, including but not limited to information regarding how Aetna negotiates contracts and determines rates, and financial information regarding utilization of various Aetna providers, is vital to Aetna's competitive position and business strategy. Accordingly, Aetna respectfully requests that Exhibits B through G be afforded *in camera* protection for a period of five years.

Respectfully submitted,



Robert J. Fogarty, Esq.
HAHN LOESER & PARKS LLP

Attorney for Aetna Inc.

200 Public Square

Suite 2800

Cleveland, Ohio 44114

Tel #: (216) 621-0150

Fax #: (216) 241-2824

E-mail: rjfogarty@hahnlaw.com

PUBLIC VERSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on May 26, 2011, the foregoing was served the following in the manner indicated:

VIA FEDERAL EXPRESS – Original, one copy and electronic copy

Donald S. Clark
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-135
Washington, DC 20580
dclark@ftc.gov

VIA FEDERAL EXPRESS – One copy and electronic copy

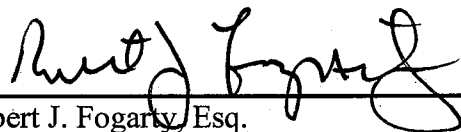
The Honorable D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-106
Washington, DC 20580
oalj@ftc.gov

VIA FEDERAL EXPRESS – Electronic copy

Jeanne Liu
Attorney, Bureau of Competition
U.S. Federal Trade Commission
601 New Jersey Ave, NW
Washington, D.C. 20001
(202) 326-3572 phone
(202) 326-2286 fax
jliu@ftc.gov

VIA FEDERAL EXPRESS – Electronic copy

David Marx, Jr.
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227 W. Monroe Street
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312/984-7668
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dmarx@mwe.com



Robert J. Fogarty, Esq.
Attorney for Aetna Inc.

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

In the Matter of

PROMEDICA HEALTH SYSTEM, INC.,

a corporation.

Docket No. 9346

PROPOSED ORDER

On May 26, 2011, Non-Party Aetna Inc. ("Aetna") filed a motion for *in camera* treatment of confidential business information and sensitive health information contained in various documents that have been identified by Claimant's counsel as potential exhibits.

IT IS HEREBY ORDERED that Aetna's Motion is GRANTED. The information set forth in Aetna's exhibits numbered as followed will be subject to *in camera* treatment under 16 C.F.R. § 3.45 and will be kept confidential and not placed on the public record of this proceeding for a period of five years.

- Exhibit B: AE0008134, AE0008489-8529, AE0008611-8616, AE0008648-8666, AE0008767-8773, AE0008803-8882, AE0009028-9029, AE0009032-9033, AE0009041-9082, AE0009479-9482, AE0009898-9900, AE0009975-10044, AE0010045-10046, AE0010391-392, AE0010779-0867, AE0010973-0975, AE0011533-1541, AE0011716-1719, AE0012028-2056, AE0012098-2100, AE0012696-2698, AE0001377, AE0013904-3928, AE0013954-3971, AE0014113-4114, AE0014899-4913, AE0015394-5395, AE0015566-5567, AE0015568-5569, AE0015572-5573, AE0015625-5627, AE0015857-5859, AE0021040-1077, AE0021084-1124, AE0022707-2712, AE0023651-2653, AE0023846-3852, AE0024417-4420, AE0025071-5073, AE0025173-5174, AE0025213-6290, AE0026852-6854, AE0026983-6984, AE0027419-7420, AE0030197-0200, AE0031860-1863, AE0033669, AE0033683-3696, AE0033794, AE0033819-3820, AE0034158-4159.
- Exhibit C: AE0008186-8189, AE0008531-8534, AE0027591-7604.

PUBLIC VERSION

- Exhibit D: AE0000061-0062, AE0000086-0087, AE0000885, AE0000946-0947, AE0000972-0973, AE0000914, AE0001288, AE0001314-1315, AE0001342-1359.
- Exhibit E: AE0001318-1341.
- Exhibit F: AE0008164, AE0027521-7534.
- Exhibit G: Depositions of Greg Radzialowski: **April 4, 2011:** 8:3-8; 9:3-13:16; 15:25-20:20; 21:3-32:13; 34:1-36:2; 36:24-40:2; 40:15-20; 40:25-41:14; 41:24-42:22; 43:2-21; 44:3-46:22; 47:5-8; 48:3-50:13; 51:1-56:2; 56:9-57:25; 58:9-60:10; 60:13-61:5; 61:17-64:20; 65:4-67:18; 68:1-69:25; 71:12-75:25; 76:13-78:7; 81:8-10; 84:17-24; 85:6-18; 87:3-90:19; 90:22-25; 91:16-92:8; 93:13-94:14; 94:21-97:14; 98:24-100:9; 100:15-102:16; 102:21-103:15; 103:23-106:8; 110:11-110:17; 110:15-111:7; 112:3-114:9; 114:13-122:17; 130:4-133:10; 133:14-18; 134:23-137:4; 137:17-138:10. **January 31, 2011:** 9:5-14; 12:11-21:9; 21:17-24:12; 26:5-27:5; 28:7-29:21; 29:25-48:4; 49:6-13; 51:24-52:22; 60:24-61:22; 62:18-64:7; 64:17-78:12; 78:20-79:22; 83:10-86:20; 87:11-88:2; 89:5-92:1; 92:11-96:22; 97:12-23; 100:23-101:17; 103:3-9; 104:12-106:21; 107:1-108:4.

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

ORDERED: _____
D. Michael Chappell
Administrative Law Judge

DATED: _____

EXHIBIT A

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

| |
|--|
| In the Matter of PROMEDICA HEALTH SYSTEM, INC., a corporation. |
|--|

Docket No. 9346

**DECLARATION OF GREG RADZIALOWSKI IN SUPPORT OF
NON-PARTY AETNA INC.'S MOTION FOR
IN CAMERA TREATMENT OF PROPOSED EVIDENCE**

I, Greg Radzialowski, declare as follows:

1. I am currently the Senior Network Manager for Aetna Inc. ("Aetna") in Ohio. In my position, I am responsible for managing our hospital and physician provider network in Northern Ohio, which includes overseeing the group of professionals that negotiate contracts with hospitals and physicians, and being personally involved in those contract negotiations. I have been in this position for seven years. Prior to that, I was Network Manager for Aetna for four years.

2. Aetna has taken substantial measures to guard the information contained in Exhibits B through G by limiting dissemination of such information and taking every reasonable step to protect its confidentiality. Such information is disclosed only to particular Aetna employees, and is not known outside of Aetna except to the extent necessary to engage in contract negotiations. Information contained in Exhibits B through G would be extremely difficult for Aetna's competitors or other outside persons to access or duplicate.

3. Exhibit B contains emails and letters regarding negotiations of contracts and rates with individual hospitals, including proposals for rates, counter proposals and discussions of how rates are determined. The e-mails contain and reference attachments including detailed charts

discussing contract terms, current status of contract negotiations, rates, and other information regarding the relationships between Aetna and specific providers. The documents reveal highly confidential and commercially sensitive information regarding how Aetna negotiates contracts and rates with the providers that are part of its network. Their disclosure would reveal valuable information regarding the way that Aetna defines relationships with its providers and how rates are determined, processes that Aetna has expended numerous hours and many years to develop. Aetna's negotiation efforts have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace.

4. Exhibit C contains various spreadsheets showing information regarding rates, proposals, counter offers, total billings and market share from specific Aetna providers, product utilization by certain providers, the current status of contract negotiations with providers, as well as information regarding contract negotiations going forward. This is highly confidential and commercially sensitive information regarding Aetna's contracts and rates. These documents reveal sensitive information regarding the manner in which Aetna negotiates rates and contracts with providers. This is information that could be used by Aetna's competitors for their own advantage in targeting Aetna's providers and analyzing the manner in which Aetna determines its rates. Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace.

5. Exhibit D contains various contracts and amendments to contracts between Aetna and providers, as well as provider contract submittal forms. The contracts and amendments reveal sensitive information regarding Aetna's negotiations and agreements with various providers. The contracts themselves in some instances contain specific compensation schedules

that list, by service and bill code, the rates that Aetna pays to hospitals for services. All of this information is highly confidential and commercially sensitive. Its disclosure would reveal valuable information regarding the way that Aetna negotiates contracts and determines rates for physician services, processes that Aetna has expended numerous hours and many years to develop. Aetna's efforts to negotiate and analyze rates have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. If contracts were disclosed, it could result in serious damage Aetna's competitive advantage in the marketplace.

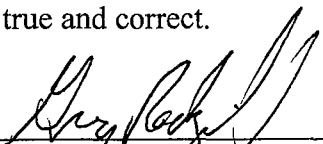
6. Exhibit E is a compensation schedule. This provider-specific schedule lists, by service and bill code, the rates Aetna pays to various hospitals for services. This fee schedule and rate listing is a highly confidential and commercially sensitive document. Its disclosure would reveal valuable information regarding the way that Aetna determines rates for physician services, a process that Aetna has expended numerous hours and many years to develop. Aetna's efforts to analyze rates have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. If compensation schedules were disclosed, it could result in serious damage Aetna's competitive advantage in the marketplace.

7. Exhibit F contains internal Aetna documents discussing the impact of ProMedica's purchase of St. Lukes. These documents include an internal memo evaluating hospital rates in the Toledo market, including reasons for projected rate activity. Further, they include charts and spreadsheets showing impact on market share. These documents reveal highly confidential and commercially sensitive information regarding how Aetna negotiates contracts and rates with the providers that are part of its network. It contains information relating to historic relationships with certain providers and status of contract negotiations. Disclosure of this information would reveal valuable information regarding the way that Aetna

defines relationships with its providers and how rates are determined, processes that Aetna has expended numerous hours and many years to develop. Aetna's negotiation efforts have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace.

8. Exhibit G includes page and line designations from my depositions. The cited designations from the deposition contain highly confidential and commercially sensitive information regarding the breakdown of how Aetna members utilize various participating providers in the Lucas county area, information regarding Aetna's market share of insurance business in the area, information dealing with how Aetna determines reimbursement rates and why Aetna members may chose certain providers over others. Further, the cited sections include information specific to the contract relationships Aetna has with various hospitals, detailed information regarding the factors Aetna considers when negotiating contracts, comparisons of reimbursement rates for various hospitals, and comparisons of the relative bargaining power of various providers. The testimony reveals highly confidential and commercially sensitive information regarding how Aetna negotiates contracts and rates with the providers that are part of its network. Its disclosure would reveal valuable information regarding the way that Aetna defines relationships with its providers, a process that Aetna has expended numerous hours and many years to develop. Aetna's negotiation efforts have allowed it to gain a competitive advantage in the marketplace and to better service its insureds. This is information that could be used by Aetna's competitors for their own advantage in targeting Aetna's providers and analyzing the manner in which Aetna determines its rates. Disclosure of this information could result in serious damage Aetna's competitive advantage in the marketplace.

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



Greg Radzialowski

Signed this 25TH day of May 2011.

EXHIBIT B
(Redacted from Public Version)

EXHIBIT C
(Redacted from Public Version)

EXHIBIT D
(Redacted from Public Version)

EXHIBIT E
(Redacted from Public Version)

EXHIBIT F
(Redacted from Public Version)

EXHIBIT G
(Redacted from Public Version)