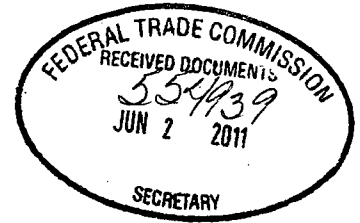


ORIGINAL

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



In the Matter of)

ProMedica Health System, Inc.,)
Respondent.)

DOCKET NO. 9346

ORDER ON NON-PARTIES'
MOTIONS FOR *IN CAMERA* TREATMENT

I.

Pursuant to the May 25, 2011 Order on Non-Parties' Motions for *In Camera* Treatment ("May 25 Order") and Rule 3.45(b) of the Commission's Rules of Practice, on May 27, 2011, non-party Aetna Inc. ("Aetna") filed a Motion for *In Camera* Treatment of Proposed Evidence ("Aetna's Motion"), and, on June 1, 2011, non-parties United Healthcare Inc. and United Healthcare of Ohio, Inc. ("United") filed a Motion for *In Camera* Treatment of Proposed Evidence ("United's Motion"). Complaint Counsel and Respondent have indicated that they do not oppose either motion. As set forth below, both Aetna's Motion and United's Motion are GRANTED.

II.

The May 25, 2011 Order on Non-Parties' Motions for *In Camera* Treatment set forth the standards by which Aetna's Motion and United's Motion are evaluated herein.

A.

Aetna

Non-party Aetna seeks *in camera* treatment for several documents that, after the submission of its original motion for *in camera* treatment, it learned Respondent intends to introduce into evidence. In addition, Aetna seeks *in camera* treatment for limited designations of deposition testimony provided by its Senior Network Manager in Ohio. Aetna supports its motion with a declaration from its Senior Network Manager in Ohio.

The additional documents for which Aetna seeks *in camera* treatment are: 1) 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; 2) spreadsheets showing information regarding rates, proposals, counter offers, total billings

and market share from specific Aetna providers, product utilization, and the current status of contract negotiations; 3) contracts and amendments to contracts between Aetna and providers; 4) a compensation schedule; and 5) internal Aetna documents discussing the impact of Respondent ProMedica's purchase of St. Lukes. In addition, Aetna has renewed its request for *in camera* treatment for the deposition testimony of one of Aetna's employees and narrowed its request to only the portions of testimony containing confidential information. For these categories of documents, Aetna seeks *in camera* treatment for a period of five years.

The declaration provided by Aetna in support of its motion describes in detail the measures that Aetna has taken to protect the confidentiality of the documents for which it seeks *in camera* treatment and explains the competitive harm Aetna would suffer if such documents were made publicly available. Accordingly, Aetna has met its burden of demonstrating that the documents for which it seeks *in camera* treatment should be accorded such protection.

In camera treatment, for a period of five years, to expire on June 1, 2016, is GRANTED for the documents listed in Exhibits B – G to Aetna's motion.

B.

United Healthcare Inc. and United Healthcare of Ohio, Inc.

Non-parties United Healthcare Inc. and United Healthcare of Ohio, Inc. seek *in camera* treatment for six documents that Complaint Counsel and Respondent designated for possible introduction into evidence. The May 25 Order denied *in camera* treatment for these six documents. Through its May 31, 2011 motion, United requests an opportunity to clarify and supplement the information it previously presented to justify *in camera* treatment for these six documents.

In support of its motion, United provides a declaration from its Senior Network Manager. The declaration describes in detail the confidential nature of the documents for which it seeks *in camera* treatment. It also describes in detail the measures that United has taken to guard the secrecy of this information and the competitive harm that United would suffer if these documents were publicly disclosed. With this additional information, United has met its burden of demonstrating that the documents for which it seeks *in camera* treatment should be accorded *in camera* protection.

Accordingly, *in camera* treatment, for a period of five years, to expire on June 1, 2016, is GRANTED for the documents listed as Exhibits 22-26 and 42 to United's motion.

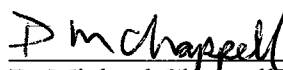
III.

The parties are hereby ORDERED to prepare a joint proposed order, with a signature line for the Administrative Law Judge, that lists by exhibit numbers the

documents that, by this Order, have been granted *in camera* treatment and that sets forth the expiration date of *in camera* treatment for each exhibit.

Each non-party that has documents or information that have been granted *in camera* treatment by this Order shall inform its testifying current or former employees that *in camera* treatment has been provided for the material described in this Order. At the time that any documents that have been granted *in camera* treatment are offered into evidence or before any of the information contained therein is referred to in court, the parties shall identify such documents and the subject matter therein as *in camera*, inform the court reporter of the trial exhibit number(s) of such documents, and request that the hearing go into an *in camera* session.

ORDERED:



D. Michael Chappell
Chief Administrative Law Judge

Date: June 2, 2011