



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

In the Matter of)
)
)
OSF Healthcare System,)
a corporation, and)
)
Rockford Health System,)
a corporation.)
_____)

Docket No. 9349
PUBLIC DOCUMENT

**NON-PARTY DELOITTE CONSULTING LLP'S UNOPPOSED
MOTION FOR IN CAMERA TREATMENT OF CONFIDENTIAL DOCUMENTS**

I. Introduction

Deloitte Consulting LLP (“Deloitte Consulting”), which is not a party to the above-captioned action, requests that the Court grant *in camera* treatment to portions of Deloitte Consulting’s documents that the parties have designated for possible introduction into evidence in the administrative trial in this matter. Specifically, Deloitte Consulting requests *in camera* treatment of a limited number of pages of five confidential documents and select testimony from the deposition of its designated representative Amy Shaw Feirn (the “Confidential Documents”).

As explained below and in the attached Declaration of Amy Shaw Feirn (Exhibit A), the information contained in these documents is competitively sensitive and held in strict confidence by Deloitte Consulting. These documents were designated as confidential when produced by Deloitte Consulting. Public disclosure of the confidential portions of these documents is likely to cause serious and direct harm to Deloitte Consulting’s competitive position. Accordingly, pursuant to 16 C.F.R. § 3.45(b), Deloitte Consulting moves the Court to grant *in camera*

treatment of the select portions of the Confidential Documents for a five-year period. The parties and Complaint Counsel do not oppose this Motion.

II. Legal Standard

Under 16 C.F.R. § 3.45(b), a non-party may obtain *in camera* treatment for material offered into evidence in an administrative trial. Requests for *in camera* treatment must show that public disclosure of the document in question “will result in a clearly defined, serious injury to the person or corporation whose records are involved.” *H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961). The showing of a clearly defined, serious injury can be made by establishing that the material in question is “sufficiently secret and sufficiently material to the applicant’s business that disclosure would result in serious competitive injury.” *In re General Foods Corp.*, 95 F.T.C. 352, 355 (1980). “[C]ourts have generally attempted to protect confidential business information from unnecessary airing.” *Hood*, 58 F.T.C. at 1188. The secrecy and materiality of the documents in question are evaluated according to the standards articulated in *In re Bristol-Meyers Co.*, 90 F.T.C. 455, 456 (1977):

- (1) the extent to which the information is known outside 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 party in developing the information; and
- (6) the ease or difficulty with which the information could be properly acquired or duplicated by others.

Id. A non-party requesting *in camera* treatment deserves “special solicitude” for its confidential business information. *In the Matter of Kaiser Aluminum & Chem. Corp.*, 103 F.T.C. 500 (1984).

III. The Confidential Documents Warrant *In Camera* Treatment.

1. Description of the Confidential Documents

On March 13, 2012, Complaint Counsel and OSF each notified Deloitte Consulting of its intention to mark several documents produced by Deloitte Consulting as trial exhibits, together with the deposition transcript of Deloitte Consulting’s representative, Amy Shaw Feirn.¹ Certain portions of these materials contain Deloitte Consulting’s confidential information. The disclosure of this information would likely result in serious and direct harm to Deloitte Consulting. There are three categories of confidential information in the Confidential Documents: (1) descriptions of Deloitte Consulting’s proprietary process for efficiently integrating the operations and management of two health care companies in the course of a merger or other business combination (the “Proprietary Integration Process”), (2) confidential information regarding other Deloitte Consulting clients, and (3) confidential information regarding Deloitte Consulting’s billing rates and fee estimates. Ex. A, Declaration of Amy Shaw Feirn (“Feirn Dec.”), ¶ 3.

A. Deloitte Consulting’s Proprietary Integration Process

Four documents marked for potential introduction into evidence by Complaint Counsel for the FTC disclose Deloitte Consulting’s Proprietary Integration Process. Deloitte Consulting requests *in camera* treatment only of those pages disclosing the Proprietary Integration Process or other confidential information as detailed below. Specifically, Deloitte Consulting requests

¹ All of the Deloitte Consulting documents and deposition testimony designated by OSF Healthcare are included in the materials designated by the FTC.

the following pages be afforded *in camera* treatment due to their disclosure of details regarding the Proprietary Integration Process:

- Ex. B, at PX4264-008 through 017, 020, and 032 through 039;²
- Ex. C, at PX4265-002 through 006, and 009 through 010;
- Ex. D, at PX4267-006, and 030 through 031;³; and
- Ex. E, at 46:10–50:15 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

The Proprietary Integration Process' multiple steps and sub-steps are described in detail throughout these documents. This process is a valuable confidential asset of Deloitte Consulting developed over time as the result of its work in the health care industry and its disclosure would place Deloitte Consulting at a serious competitive disadvantage. Ex. A, Feirn Dec., ¶ 9.

B. Confidential Information Regarding Deloitte Consulting's Clients

Four documents marked for potential introduction into evidence by the parties disclose confidential information regarding Deloitte Consulting's other clients aside from OSF Healthcare and Rockford Health. Deloitte Consulting requests that the following pages be afforded *in camera* treatment due to the presence of confidential information regarding other Deloitte Consulting clients:

- Ex. B, at PX4264-028 through 031;
- Ex. D, at PX4267-023 through 027;
- Ex. E, at 70:14–71:1; 97:15–98:7 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027; and
- Ex. G, at PX4263-004.

These documents disclose the identities of Deloitte Consulting's other clients, details of the services Deloitte Consulting provided to each, and confidential facts regarding transactions

² OSF Healthcare also identified a second copy of this document bates labeled DC000042 through 82 as a potential exhibit. Deloitte Consulting requests that the designated pages of all copies of this document be afforded *in camera* treatment, with the precise page numbers of this second copy detailed in the Conclusion to this Motion.

³ Deloitte Consulting requests that the second copy this document bates labeled DC000001 through 41 be afforded *in camera* treatment, with the precise page numbers detailed in the Conclusion to this Motion.

involving other clients. Ex. A, Feirn Dec., ¶ 5. Deloitte Consulting maintains the confidentiality of client information unless disclosure is authorized by the client or required by law. *Id.* at ¶ 10. Deloitte Consulting obtained permission to provide this information in its proposal to OSF/Rockford but does not have consent for the information to be publicly or generally disclosed. *Id.* Disclosure of such information would harm Deloitte Consulting's relationship with former, current and prospective clients and would place Deloitte Consulting, and possibly its clients, at a competitive disadvantage. *Id.*

3. *Deloitte Consulting's Billing Rates and Fees*

Four documents marked for potential introduction into evidence by the parties disclose Deloitte Consulting's billing rates and estimated fees for services to be provided in the OSF/Rockford Health transaction. Deloitte Consulting requests that the following pages be afforded *in camera* treatment to prevent disclosure of such information

- Ex. D, at PX4267-029;
- Ex. E, at 42:16–43:10; 85:1–3 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027;
- Ex. F, at PX4266-001; and
- Ex. G, at PX4263-001.

Deloitte Consulting does not publicize its billing rates or its overall fee estimates for particular transactions. Ex. A, Feirn Dec., ¶¶ 7, 11. If this information were to be made available to Deloitte Consulting's competitors, serious harm would likely result to Deloitte Consulting's competitive position and Deloitte Consulting's competitors could use this information in estimating fees for competitive purposes. *Id.* at ¶ 11.

2. Deloitte Consulting has preserved the Secrecy of the information in the Confidential Documents.

Deloitte Consulting has taken substantial measures to guard the secrecy of the Proprietary Integration Process, its billing rates, and information regarding its other consulting clients. *Id.* at ¶ 7. Deloitte Consulting limits dissemination of all three above-described classes of information and takes every reasonable step to protect the confidentiality of this information. *Id.* This information is only rarely made available to the public in any way and it would be very difficult for Deloitte Consulting's competitors to ascertain this information. *Id.*

3. Disclosure of the Confidential Documents would likely result in serious competitive injury to Deloitte Consulting.

Deloitte Consulting has expended considerable time and effort developing the Proprietary Integration Process, setting its billing rates at a competitive position, and maintaining the confidentiality of its work for other clients. *Id.* at ¶ 8. The descriptions of this information in the Confidential Documents is sufficiently material to Deloitte Consulting's business that disclosure would likely result in serious competitive injury. *Id.*

Making information regarding the Proprietary Integration Process public would disclose to Deloitte Consulting's competitors the details of a well-developed and highly valuable process that Deloitte Consulting continues to market to clients. *Id.* at ¶ 9. Methodologies such as the one embodied in the Proprietary Integration Process are some of the most important components of the bundle of services Deloitte Consulting offers to clients in the health care industry, in which Deloitte Consulting is a market leader. *Id.* If other consulting firms gained access to the description of the Proprietary Integration Process, Deloitte Consulting would suffer a serious and direct injury. *Id.* Deloitte Consulting's competitors would adapt aspects of the Proprietary

Integration Process for their own use and capitalize on their knowledge of the process to gain an advantage when seeking new business. *Id.*

Disclosure of the details of Deloitte Consulting's confidential client relationships and the consulting work performed for other clients would cause similar harm to Deloitte Consulting. *Id.* at ¶ 10. Unless otherwise required by law or permitted by the client, Deloitte Consulting keeps confidential the identities of its clients and the details of the services it provides. *Id.* If this information were publicly disclosed in this proceeding it would damage relationships with past, current and prospective clients and potentially place the clients whose information is disclosed at a competitive disadvantage. *Id.* Such disclosure would also give Deloitte Consulting's competitors a window into Deloitte Consulting's client base and focus. *Id.*

Likewise, if Deloitte Consulting's billing rates and fee estimates were disclosed to its competitors, Deloitte Consulting would likely suffer serious and direct harm. *Id.* at ¶ 11. Deloitte Consulting and its competitors constantly compete to set attractive billing rates on par with others in the consulting industry. *Id.* Deloitte Consulting does not typically disclose its billing rates and fees to the public. *Id.* If Deloitte Consulting's rates were disclosed, the firm would be at a serious competitive disadvantage and Deloitte Consulting's competitors would be expected to use this information in estimating fees for competitive purposes. *Id.*

The pecuniary losses that Deloitte Consulting could suffer resulting from a disclosure of the Proprietary Integration Process, its client confidences, or its billing rates qualify as the "clearly defined, serious injury" required to demonstrate a need for *in camera* treatment. *See id.* at ¶ 12. "The likely loss of business advantages is a good example of a 'clearly defined serious injury.'" *In re Dura Lube Corp.*, 1999 FTC LEXIS 255, at *7 (Dec. 23, 1999). Materials that "represent significant work product, compiled at great expense, the disclosure of which would

give other companies the benefit of [the applicant's] labors" are good candidates for *in camera* treatment. *In re General Food*, 1980 FTC LEXIS 99, *7-8 (March 10, 1980).

4. Any public interest in disclosure of the Confidential Documents is outweighed by the substantial likelihood of serious harm to Deloitte Consulting.

As a non-party requesting *in camera* treatment for its confidential business information, Deloitte Consulting deserves "special solicitude" for its confidential business information. *See In the Matter of Kaiser Aluminum*, 103 F.T.C. 500. *In camera* treatment of information for reasonable time periods encourages non-parties such as Deloitte Consulting to cooperate with discovery requests in adjudicative proceedings. *Id.* Deloitte Consulting has fully cooperated with discovery requests in this case. Conversely, "public understanding of this proceeding does not depend on access to" Deloitte Consulting's highly confidential information. *See id.* The balance of interests plainly favors *in camera* protection for the Confidential Documents.

5. Protection for the Confidential Documents should be extended for five years.

Disclosure of the proprietary business information contained in the Confidential Documents in the near future would likely cause serious harm to Deloitte Consulting. Ex. A., Feirn Dec., ¶¶ 9-12. Deloitte Consulting's competitors would utilize knowledge of the Proprietary Integration Process, billing rates and client information to their own advantage and at the expense of Deloitte Consulting. *Id.* Accordingly, *in camera* treatment of the designated portions of the Confidential Documents for a period of five years is warranted to protect Deloitte Consulting from competitive harm.

IV. Conclusion

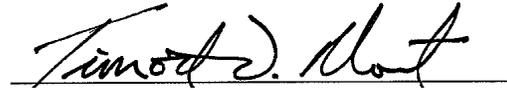
For the foregoing reasons, Deloitte Consulting respectfully requests that the following pages of its Confidential Documents receive *in camera* treatment for a five-year period if they are introduced into evidence in this proceeding:

1. Documents related to Deloitte Consulting's Proprietary Integration Process
 - Ex. B, at PX4264-008 through 017, 020, and 032 through 039 (also marked as DC000049 through 58, 61, and 73 through 80);
 - Ex. C, at PX4265-002 through 006, and 009 through 010;
 - Ex. D, at PX4267-006, and 030 through 031 (also marked as DC000006, 30 through 31); and
 - Ex. E, at 46:10–50:15 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

2. Documents related to Deloitte Consulting's other clients
 - Ex. B, at PX4264-028 through 031(also marked as DC000069 through 72);
 - Ex. D, at PX4267-023 through 027 (also marked as DC000023 through 27);
 - Ex. E, at 70:14–71:1; 97:15–98:7 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027; and
 - Ex. G, at PX4263-004.

3. Documents related to Deloitte Consulting's billing rates and fees
 - Ex. D, at PX4267-029 (also marked as DC000029);
 - Ex. E, at 42:16–43:10; 85:1–3 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027;
 - Ex. F, at PX4266-001; and
 - Ex. G, at PX4263-001.

Respectfully submitted,

A handwritten signature in black ink, reading "Timothy W. Mountz", written over a horizontal line.

Timothy W. Mountz
State Bar No. 14604300
t.mountz@bakerbotts.com
Charles D. Strecker
State Bar No. 24066157
charles.strecker@bakerbotts.com
BAKER BOTTS L.L.P.
2001 Ross Avenue
Dallas, Texas 75201
Telephone: 214-953-6500
Facsimile: 214-953-6503

*Counsel for Non-Party
Deloitte Consulting LLP*

CERTIFICATE OF SERVICE

The undersigned, an attorney, certifies that a true and correct copy of the foregoing was served on the following individuals by hand-delivery on March 23, 2012:

Donald S. Clark
Secretary
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW, Room 172
Washington, DC 20580

Hon. D. Michael Chappell
Chief Administrative Law Judge
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW
Washington, DC 20580

The undersigned further certifies that a true and correct copy of the foregoing was served on the following attorneys by electronic mail on March 23, 2012:

Complaint Counsel

Matthew J. Reilly (mreilly@ftc.gov)
Jeffrey H. Perry (jperry@ftc.gov)
Kenneth W. Field (kfield@ftc.gov)
Jeremy P. Morrison (jmorrison@ftc.gov)
Katherine A. Ambrogi (kambrogi@ftc.gov)
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW
Washington, DC 20580

Counsel for OSF Healthcare System

Alan I. Greene (agreene@hinshawlaw.com)
Matthew J. O'Hara (mohara@hinshawlaw.com)
Kristin M. Kurczweski (kkurczweski@hinshawlaw.com)
HINSHAW & CULBERTSON LLP
222 N. LaSalle St., Suite 300
Chicago, IL 60601

Michael Iasparro (miasparro@hinshawlaw.com)
HINSHAW & CULBERTSON LLP
100 Park Ave.
Rockford, IL 61101

Counsel for Rockford Health System

David Marx, Jr. (dmarx@mwe.com)
William P. Schuman (wshuman@mwe.com)
Amy J. Carletti (acarletti@mwe.com)
MCDERMOTT WILL & EMERY LLP
227 W. Monroe Street
Chicago, IL 60606

Jeffrey W. Brennan (jbrennan@mwe.com)
Carla A.R. Hine (chine@mwe.com)
Nicole L. Castle (ncastle@mwe.com)
Rachael V. Lewis (rlewis@mwe.com)
Daniel G. Powers (dgpowers@mwe.com)
James B. Camden (jcamden@mwe.com)
MCDERMOTT WILL & EMERY LLP
600 13th St., N.W.
Washington, DC 20005-3096

/s/ Charles D. Strecker
Charles D. Strecker

CERTIFICATE OF CONFERENCE

On March 22, 2012, the undersigned personally conferred with Complaint Counsel, counsel for OSF Healthcare System, and counsel for Rockford Health System. All counsel indicated that they do not oppose the relief requested in this Motion.

/s/ Charles D. Strecker
Charles D. Strecker

CERTIFICATE REGARDING ELECTRONIC COPIES

Any filed electronic copy of this Motion is a true and correct copy of the original. Please note however that two versions of this Motion will be filed: an *In Camera* version and a public version.

/s/ Charles D. Strecker
Charles D. Strecker

NOTICE OF USE TO NON-PARTY

In the event the Commission intends to disclose any materials granted *in camera* treatment pursuant to this Motion, the party to be contacted pursuant to Rule 3.45(b) is Deloitte Consulting through its counsel Timothy W. Mountz, Baker Botts L.L.P., 2001 Ross Avenue Dallas, Texas 75201, 214-953-6500.

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

In the Matter of)
)
)
OSF Healthcare System,)
a corporation, and)
)
Rockford Health System,)
a corporation.)
_____)

Docket No. 9349
PUBLIC DOCUMENT

**ORDER ON NON-PARTY DELOITTE CONSULTING LLP’S UNOPPOSED
MOTION FOR IN CAMERA TREATMENT OF CONFIDENTIAL DOCUMENTS**

Non-Party Deloitte Consulting LLP (“Deloitte Consulting”) filed an Unopposed Motion for *In Camera* Treatment of Confidential Documents. Deloitte Consulting requests *in camera* treatment of a limited number of pages of five confidential documents identified by the parties as potential exhibits and select testimony from the deposition of Amy Shaw Feirn also identified by the parties as a potential exhibit.

IT IS HEREBY ORDERED that Deloitte Consulting’s Unopposed Motion for *In Camera* Treatment of Confidential Documents is GRANTED. The documents below will be subject to *in camera* treatment under 16 C.F.R. § 3.45 for a period of five years ending on the _____ day of _____, 2017. These documents contain three classes of confidential information that, if disclosed, would likely cause a clearly defined and serious injury to Deloitte Consulting: (1) information regarding Deloitte Consulting’s proprietary process for efficiently integrating the operations and management of two health care companies in the course of a merger or other business combination, (2) confidential information regarding other Deloitte Consulting clients, and (3) Deloitte Consulting’s billing rates and fees.

1. Documents related to Deloitte Consulting’s Proprietary Integration Process
 - Ex. B to Deloitte Consulting’s Motion, at PX4264-008 through 017, 020, and 032 through 039 (also marked as DC000049 through 58, 61, and 73 through 80);
 - Ex. C to Deloitte Consulting’s Motion, at PX4265-002 through 006, and 009 though 010;
 - Ex. D to Deloitte Consulting’s Motion, at PX4267-006, and 030 through 031(also marked as DC000006, 30 through 31); and
 - Ex. E to Deloitte Consulting’s Motion, at 46:10–50:15 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

2. Documents related to Deloitte Consulting's other clients
 - Ex. B to Deloitte Consulting's Motion, at PX4264-028 through 031 (also marked as DC000069 through 72);
 - Ex. D to Deloitte Consulting's Motion, at PX4267-023 through 027 (also marked as DC000023 through 27);
 - Ex. E to Deloitte Consulting's Motion, at 70:14–71:1; 97:15–98:7 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027; and
 - Ex. G to Deloitte Consulting's Motion, at PX4263-004.

3. Documents related to Deloitte Consulting's billing rates and fees
 - Ex. D to Deloitte Consulting's Motion, at PX4267-029 (also marked as DC000029);
 - Ex. E to Deloitte Consulting's Motion, at 42:16–43:10; 85:1–3 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027;
 - Ex. F to Deloitte Consulting's Motion, at PX4266-001; and
 - Ex. G to Deloitte Consulting's Motion, at PX4263-001

In camera treatment of this information is warranted for five years because disclosure of this information to the public and to Deloitte's Consulting's competitors in the next several years would place Deloitte Consulting at a competitive disadvantage.

SO ORDERED.

Entered this ____ day of _____, 2012.

D. Michael Chappell
Chief Administrative Law Judge

Exhibit A

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

_____)
In the Matter of)
)
OSF Healthcare System,)
a corporation, and)
)
Rockford Health System,)
a corporation.)
_____)

Docket No. 9349
PUBLIC DOCUMENT

DECLARATION OF AMY SHAW FEIRN

After having been duly sworn, Amy Shaw Feirn declares as follows:

1. My name is Amy Shaw Feirn and I have personal knowledge of the facts stated herein. I am currently a principal in Deloitte Consulting LLP's ("Deloitte Consulting") Life Sciences and Health Care practice. Deloitte Consulting responded to a third-party subpoena requiring the production of documents in the above-styled proceeding. On February 13, 2012, my deposition was taken in this matter.

2. I acted as the Relationship Principal for the proposed OSF/Rockford Health Systems engagement, and I am familiar with the documents produced by Deloitte Consulting in this matter. As a Deloitte Consulting principal, I am also familiar with Deloitte Consulting's confidentiality policies, the general confidentiality practices and customs in the health care consulting industry, and the competitive landscape of the health care consulting industry.

3. Included in the documents that the parties in this matter have identified as possible trial exhibits are five documents and one deposition transcript that contain Deloitte Consulting's confidential information (the "Confidential Documents"). There are three categories of confidential information in the following designated portions of the Confidential

Documents: (1) descriptions of Deloitte Consulting's proprietary process for efficiently integrating the operations and management of separately-owned or operated health care companies in the course of a merger or other business combination (the "Proprietary Integration Process"), (2) confidential information regarding other Deloitte Consulting health care clients, and (3) confidential information regarding Deloitte Consulting's billing rates and fees.

4. Four documents marked for potential introduction into evidence by the parties disclose Deloitte Consulting's Proprietary Integration Process:

- Ex. B, PX4264;¹
- Ex. C, PX4265;
- Ex. D, PX4267²; and
- Ex. E, the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

Specifically, the following pages of these four Deloitte Consulting documents contain confidential information related to its Proprietary Integration Process:

- Ex. B, at PX4264-008 through 017, 020, and 032 through 039;
- Ex. C, at PX4265-002 through 006, and 009 through 010;
- Ex. D, at PX4267-006, and 030 through 031; and
- Ex. E, at 46:10-50:15 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

5. Four Deloitte Consulting documents marked for potential introduction into evidence by the parties disclose confidential information regarding Deloitte Consulting's other clients aside from OSF Healthcare and Rockford Health:

- Ex. B, PX4264;
- Ex. D, PX4267;
- Ex. E, February 13, 2012 Deposition of Amy Shaw Feirn marked as PX4065; and
- Ex. G, at PX4263.

¹ OSF Healthcare identified a second copy of this document bates labeled DC000042 through 82 as a potential exhibit.

² OSF Healthcare identified a second copy of this document bates labeled DC000001 through 41 as a potential exhibit.

Specifically, the following pages of these documents contain confidential information related to Deloitte Consulting's other clients:

- Ex. B, at PX4264-028 through 031;
- Ex. D, at PX4267-023 through 027;
- Ex. E, at 70:14–71:1; 97:15–98:7 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027; and
- Ex. G, at PX4263-004.

6. Four Deloitte Consulting documents marked for potential introduction into evidence by the parties disclose Deloitte Consulting's billing rates and estimated fees for services to be provided in the proposed OSF/Rockford Health transaction:

- Ex. D, PX4267;
- Ex. E, Deposition of Amy Shaw Feirn marked as PX4065-001 through 027;
- Ex. F, PX4266; and
- Ex. G, PX4263

Specifically, the following pages of these documents disclose Deloitte Consulting's confidential billing and fee information:

- Ex. D, at PX4267-029;
- Ex. E, at 42:16–43:10; 85:1–3 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.
- Ex. F, at PX4266-001; and
- Ex. G, at PX4263-001.

7. Deloitte Consulting has taken substantial measures to guard the secrecy of the Proprietary Integration Process, its billing rates, and information regarding its other consulting clients. Deloitte Consulting limits dissemination of all three of the above-described classes of information and takes every reasonable step to protect the confidentiality of this information. This information is only rarely made available to the public in any way and it would be very difficult for Deloitte Consulting's competitors to ascertain this information.

8. Deloitte Consulting has expended considerable time and effort developing the Proprietary Integration Process, setting its billing rates at a competitive position, and maintaining

the confidentiality of its work for other clients. The descriptions of this information in the Confidential Documents is sufficiently material to Deloitte Consulting's business that disclosure would likely result in serious competitive injury.

9. Making information regarding the Proprietary Integration Process public would disclose to Deloitte Consulting's competitors the details of a well-developed and highly valuable process that Deloitte Consulting continues to market to clients. Methodologies such as the one embodied in the Proprietary Integration Process are some of the most important components of the bundle of services Deloitte Consulting offers to clients in the health care industry in which Deloitte Consulting is a recognized market leader. If other consulting firms gained access to the description of its Proprietary Integration Process, Deloitte Consulting would likely suffer a serious and direct injury. Deloitte Consulting's competitors would likely adapt aspects of the Proprietary Integration Process for their own use and capitalize on their knowledge of the process to gain an advantage when seeking new business.

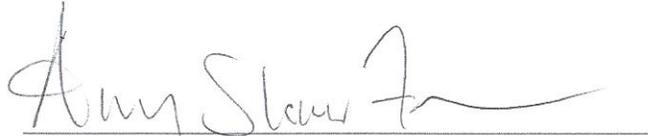
10. Disclosure of the details of Deloitte Consulting's confidential client relationships and the consulting work performed for other clients would cause similar harm to Deloitte Consulting. Unless otherwise required by law or permitted by the client, Deloitte Consulting attempts to keep confidential the identities of its clients and the details of the services it provides. Deloitte Consulting obtained permission to provide this information in its proposal to OSF/Rockford but does not have consent for the information to be publicly or generally disclosed. If this information were publicly disclosed in this proceeding it would damage relationships with past, current and prospective clients and potentially place the clients whose information is disclosed at a competitive disadvantage, in addition to placing Deloitte Consulting

at a competitive disadvantage. Such disclosure would also give Deloitte Consulting's competitors a window into Deloitte Consulting's client base and focus.

11. Likewise, if Deloitte Consulting's billing rates and fee estimates were disclosed to its competitors, Deloitte Consulting would likely suffer serious and direct harm. Deloitte Consulting and its competitors constantly compete to set attractive billing rates on par with others in the consulting industry. These firms do not typically disclose their billing rates and fees to the public. If Deloitte Consulting's rates were disclosed, the firm would be at a serious competitive disadvantage and Deloitte Consulting's competitors would be expected to use this information in estimating fees for competitive purposes.

12. Disclosure of the information described above could result in actual pecuniary loss to Deloitte Consulting.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23 day of March, 2012.



Amy Shaw Feirn

Exhibit B

[Redacted]

Exhibit C

[Redacted]

Exhibit D

[Redacted]

Exhibit E

[Redacted]

Exhibit F

[Redacted]

Exhibit G

[Redacted]