

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



In the Matter of

Otto Bock HealthCare North
America, Inc.,
a corporation,

Respondent.

Docket No. 9378

ORIGINAL

**NON-PARTY THE OHIO WILLOW WOOD COMPANY’S MOTION FOR *IN CAMERA*
TREATMENT PURSUANT TO FTC RULE 3.45**

Pursuant to 16 C.F.R. § 3.45(b), The Ohio Willow Wood Company (“WillowWood”) respectfully moves the Court for *in camera* treatment of certain WillowWood documents designated by Complaint Counsel and Respondents as exhibits in the administrative hearing in this matter (“Confidential Documents”). As explained more fully below, these documents are entitled to *in camera* treatment because they contain competitively sensitive information that is material to WillowWood’s business, such that disclosure of this information would result in serious competitive injury to WillowWood. WillowWood also requests that any hearing testimony concerning these documents, or designation of deposition testimony, be heard on an *in camera* basis.

BACKGROUND

WillowWood is a 110 year old family-owned prosthetics business headquartered in Mt. Sterling, Ohio that designs, manufactures, and sells a range of prosthetic and orthotic products.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] On May 24, 2018 and May 29, 2018, WillowWood received notice from Complaint Counsel and Respondents, respectively, that they intend to use certain WillowWood documents at the administrative hearing in this matter that had been designated as Confidential pursuant to the Protective Order issued in this case. *See* Exhibit A (Complaint Counsel's letter); Exhibits B-C (Respondent's letter and follow-up email). Complaint Counsel identified 26 documents and Respondents identified 36 documents.¹

Of these documents, WillowWood seeks full *in camera* treatment of 30 documents and partial *in camera* treatment of 8 documents, a list of which is attached hereto as Exhibit D, and copies which are attached hereto as Exhibit F. All of the documents for which WillowWood seeks *in camera* treatment are confidential business documents that contain competitively sensitive, proprietary, or trade secret information about WillowWood's business [REDACTED] [REDACTED], such that WillowWood would be significantly harmed in its ability to compete if this information were disclosed to the public. In support of this motion, WillowWood relies on the Declaration of Mr. Ryan Arbogast ("Arbogast Decl."), who is the President and CEO of WillowWood. *See* Exhibit E. Mr. Arbogast's declaration provides specific information about the documents for which WillowWood is seeking *in camera* treatment.

Accordingly, for the reasons stated herein and in the declaration of Mr. Arbogast, WillowWood respectfully requests that *in camera* treatment be granted for the documents and durations identified in Exhibit D.

¹ Complaint Counsel and Respondents identified 14 of the same documents, including the same 4 deposition transcripts.

LEGAL STANDARD

Under FTC Rule 3.45(b), “The Administrative Law Judge shall order that such material, whether admitted or rejected, be placed in camera only after finding that its public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting in camera treatment or after finding that the material constitutes sensitive personal information.” 16 C.F.R. § 3.45(b). Requests for *in camera* treatment must show “that the public disclosure of the documentary evidence will result in a clearly defined, serious injury to the person or corporation whose records are involved.” *In re Jerk, LLC*, 2015 FTC LEXIS 39, at *2 (Feb. 23, 2015), quoting *In re Kaiser Aluminum & Chem. Corp.*, 103 F.T.C. 500, 500 (1984).

Applicants must “make a clear showing that the information concerned is sufficiently secret and sufficiently material to their business that disclosure would result in serious competitive injury.” *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55, at *2 (Apr. 4, 2017), quoting *In re General Foods Corp.*, 95 F.T.C. 352, 1980 FTC LEXIS 99, at *10 (Mar. 10, 1980). “In assessing whether information is sufficiently secret and material, the Commission may consider: (1) the extent to which the information is known outside of the business; (2) the extent to which it is known by employees and others involved in the business; (3) the extent of measures taken to guard the secrecy of the information; (4) the value of the information to the business and its competitors; (5) the amount of effort or money expended in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others.” *In re Bristol-Myers Co.*, 90 F.T.C. 455, 456-457 (1977). The Commission has held that “[t]he likely loss of business advantages is a good example of a

‘clearly defined, serious injury.’” *See In re Dura Lube Corp.*, 1999 FTC LEXIS 255, at *7 (Dec. 23, 1999), quoting *In re General Foods Corp.*, 95 F.T.C. at 355.

Requests for *in camera* treatment by non-parties like WillowWood are given “special solicitude.” *In re Crown Cork & Seal Co.*, 71 F.T.C. 1714, 1715 (1967).

ARGUMENT

I. WILLOWWOOD’S DOCUMENTS ARE SECRET AND MATERIAL SUCH THAT PUBLIC DISCLOSURE WOULD RESULT IN A CLEARLY DEFINED, SERIOUS INJURY TO WILLOWWOOD

Protection is warranted because the Confidential Documents for which WillowWood is seeking *in camera* treatment are both secret and material to WillowWood’s business and would cause serious competitive injury to WillowWood if disclosed to the public.

First, as explained in Mr. Arbogast’s declaration, WillowWood’s documents contain information that is material to WillowWood’s business. The documents that WillowWood seeks *in camera* treatment over go to the very core of its business and future competitiveness, as in order to remain competitive in the marketplace WillowWood is constantly innovating, engaging in business and strategic planning, negotiating with customers to make sales, and considering acquisition opportunities. The Confidential Documents contain competitively sensitive information relating to high-level strategic plans, *see* Arbogast Decl. ¶¶ 16, 17, 21, 22, 28; research and development and new product development efforts, *see id.* ¶¶ 14, 17; detailed company financial information, *see id.* ¶¶ [REDACTED], 17; customer bids and pricing, *see id.* ¶¶ 27, 28; and potential acquisitions, *see id.* ¶¶ 15, 17.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Second, given the competitive significance of this information, WillowWood has taken great care to protect it from public disclosure. As explained in Mr. Arbogast's declaration, WillowWood does not disclose information relating to high-level strategic plans, research and development and new product development efforts, detailed company financial information, customer bids and pricing, or potential acquisitions publicly or to customers, competitors, or suppliers. Moreover, much of the information at issue is shared on a restricted basis and with

only certain WillowWood employees who need to know the information in order to perform their job responsibilities.

[REDACTED]

Third, WillowWood is likely to suffer severe financial harm and competitive disadvantage if the Confidential Documents are made public. For example, public disclosure of information relating to WillowWood’s business and strategic plans or new product development plans would cause serious harm to WillowWood because its competitors would gain invaluable visibility into WillowWood’s business and strategy and, therefore, a competitive advantage. *See In re Dura Lube*, 1999 FTC LEXIS 255, at *7. WillowWood’s competitors also would be able

to use it to their competitive advantage by informing their competitive strategy and new product development efforts, using it to free ride on and duplicate WillowWood's competitive strategy and new product development efforts, harming WillowWood's relationships with distributors and customers, or coordinating on pricing, features, and new product developments.

[REDACTED]

II. CERTAIN OF WILLOWWOOD'S DOCUMENTS CONTAIN TRADE SECRETS AND SHOULD BE GIVEN INDEFINITE *IN CAMERA* TREATMENT

Indefinite *in camera* treatment is warranted where “the need for confidentiality of the material, or portion thereof at issue is not likely to decrease over time.” 16 C.F.R. § 3.45(b)(3). Thus, trade secrets are granted more protection than ordinary business records. *See In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS at *5.

Here, certain of WillowWood's documents contain trade secret information about WillowWood's long-term strategic plans; research and development and new product development plans, including ongoing and future projects; and potential acquisitions. *See* Arbogast Decl. ¶¶ 11-17. The documents that WillowWood seeks indefinite *in camera* treatment over go to the very core of its business and future competitiveness. They contain details regarding not only about WillowWood's current business plans but also its future competitive strategies and ongoing and future research and development and new product development efforts. Since many of these projects are still ongoing or have yet to begin, indefinite *in camera* treatment is necessary to protect WillowWood's future competitiveness.

In addition, although certain information relates to potential acquisitions that occurred more than three years ago, considerations of potential acquisitions are among the most secret, strategic, and competitively sensitive considerations within WillowWood, and therefore their sensitivity does not diminish over time. *See In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS at *3 (“To overcome the presumption that *in camera* treatment will not be granted for information that is more than three years old, applicants seeking *in camera* treatment for such documents must also demonstrate...that such material remains competitively sensitive.”). Moreover, public disclosure of the mere fact that the potential acquisition target was for sale could harm its relationships with customers and suppliers or its competitive position.

[REDACTED]

Accordingly, the competitive significance of these documents is unlikely to decrease over time and, therefore, indefinite protection from public disclosure is appropriate.

III. CERTAIN OF WILLOWWOOD’S DOCUMENTS SHOULD BE GIVEN *IN CAMERA* TREATMENT FOR TEN YEARS

Certain of WillowWood’s documents merit *in camera* treatment for ten years. *See* Arbogast Decl. ¶¶ 18-22. Although ordinary business records are typically granted *in camera* treatment for two to five years, *see In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS at *6, this Court has granted *in camera* protection for a period of ten years for particularly sensitive business records relating to business operations and strategy, *see, e.g.*, Order on Non-Parties’ Motions for *In Camera* Treatment, *In re Tronox Limited*, No. 9377 (May 15, 2018). Examples of ordinary business records include, but are not limited to, customer names, pricing to customers, business costs and profits, as well as business plans, marketing plans, or sales documents. *See id.* at *5-6.

Ten years is appropriate for these documents because they discuss future plans and projections and therefore likely will remain competitively sensitive in five years such that public

disclosure of would cause serious harm to WillowWood. These documents include proposed and potential future strategic actions relating to WillowWood’s prosthetic foot offerings, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

IV. CERTAIN OF WILLOWWOOD’S DOCUMENTS SHOULD BE GIVEN *IN CAMERA* TREATMENT FOR FIVE YEARS

WillowWood’s remaining documents merit *in camera* treatment for five years. *See* Arbogast Decl. ¶¶ 23-28. As noted above, where *in camera* treatment is granted for ordinary business records, it is typically provided for two to five years. *See In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS at *6. Five years is appropriate because it is consistent with competitive strategies in the orthotics and prosthetics industry. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

V. CERTAIN OF WILLOWWOOD’S DOCUMENTS CONTAIN SENSITIVE PERSONAL INFORMATION AND SHOULD BE GIVEN PERMANENT *IN CAMERA* TREATMENT

Sensitive personal information is defined as including, but not limited to, “an individual’s Social Security number, taxpayer identification number, financial account number, credit card or debit card number, driver’s license number, state-issued identification number, passport number, date of birth (other than year), and any sensitive health information identifiable by individual, such as an individual’s medical records.” *In re Jerk, LLC*, 2015 FTC LEXIS 39, at *6, *quoting* 16 C.F.R. § 3.45(b). Sensitive personal information shall receive “permanent in

camera treatment unless disclosure or an expiration date is required by law.’” *Id.* PX0535

contains sensitive personal health information of a WillowWood employee. RX-1043 [REDACTED]

[REDACTED] Because they contain sensitive personal information, both documents warrant permanent *in camera* treatment.

CONCLUSION

For the foregoing reasons, WillowWood respectfully requests that the Court grant its motion for *in camera* treatment pursuant to FTC Rule 3.45(b) for the durations of time outlined herein.

Dated: June 11, 2018

Respectfully submitted,

/s/ Mike Cowie
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Company*

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

In the Matter of

**Otto Bock HealthCare North
America, Inc.,
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Docket No. 9378

**[PROPOSED] ORDER ON NON-PARTY THE OHIO WILLOW WOOD COMPANY'S
MOTION FOR *IN CAMERA* TREATMENT PURSUANT TO FTC RULE 3.45**

Upon consideration of non-party The Ohio Willow Wood Company's Motion for *In Camera* Treatment, it is HEREBY ORDERED that the following documents and deposition testimony are to be provided *in camera* treatment in accordance with the tables below:

DOCUMENTS					
Exhibit No.	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment	Duration of Protection
PX03021 RX-0978 RX-0838	3/5/2018	PX03021- 001	PX03021- 087	Full	Indefinite
PX03022 RX-0979	2/9/2018	PX03022- 001	PX03022- 011	Full	Indefinite
PX03079	2/12/2018	WW-00282	WW-00283	Full	5 years
PX03079R	2/12/2018	WW-00282	WW-00283	Full	5 years
PX03138	1/24/2018	WW-28063	WW-28066	Partial	5 years
PX03179 RX-0801	00/00/0000	WW-00284	WW-00284	Full	5 years
PX03181 RX-0780	2/00/2018	WW- 000984	WW- 001010	Full	10 years
PX03183	00/00/0000	WW-98833	WW-98833	Full	5 years
PX03184 RX-0862	3/25/2018	WW-98834	WW-98848	Full	10 years
PX03188 RX-0241	7/8/2016	WW-04841	WW-04858	Full	10 years
PX03190	2/27/2018	WW-27819	WW-27820	Partial	5 years

DOCUMENTS					
Exhibit No.	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment	Duration of Protection
PX03191	1/31/2018	WW-40574	WW-40577	Full	5 years
PX03192	1/20/2018	WW-40630	WW-40632	Full	5 years
PX03193	4/28/2017	WW-41300	WW-41303	Full	10 years
PX03194 RX-0394	3/31/2017	WW-41376	WW-41381	Full	10 years
PX03196	1/19/2017	WW-41548	WW-41548	Full	10 years
PX03198	2/26/2018	WW-88701	WW-88709	Full	5 years
PX03199 RX-0760	1/16/2018	WW-89073	WW-89076	Partial	5 years
RX-0258 (WW-74375)	08/04/2016	WW-74375	WW-74378	Full	5 years
RX-0326 (WW-62138)	11/22/2016	WW-62138	WW-62142	Full	10 years
RX-0445 (WW-41177)	6/20/2017	WW-41177	WW-41178	Full	Indefinite
RX-0463 (WW-41068)	7/17/2017	WW-41068	WW-41069	Full	Indefinite
RX-0494 (WW-43381)	8/10/2017	WW-43381	WW-43382	Full	Indefinite
RX-0495 (WW-79177)	08/10/2017	WW-79177	WW-79224	Full	5 years
RX-0497 (WW-51224)	8/11/2017	WW-51224	WW-51224	Full	5 years
RX-0498 (WW-01451)	8/14/2017	WW-01451	WW-01455	Full	Indefinite
RX-0535 (WW-40987)	9/8/2017	WW-40987	WW-40988	Full	Indefinite / Permanent
RX-0542 (WW-07749)	9/14/2017	WW-07749	WW-07749	Full	Indefinite

DOCUMENTS					
Exhibit No.	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment	Duration of Protection
RX-0749 (WW-000305)	1/8/2018	WW-000305	WW-000316	Full	Indefinite
RX-0750 (WW-07818)	01/08/2018	WW-07818	WW-07818	Partial	5 years
RX-0982 (WW-000641)	6/1/2016	WW-000641	WW-000663	Full	Indefinite
RX-0983 (WW-99183)	4/6/2018	WW-99183	WW-99183	Full	Indefinite
RX-1042	5/29/2018	N/A	N/A	Full	Indefinite
RX-1043	5/29/2018	N/A	N/A	Full	Indefinite / Permanent

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
PX05106	Deposition Transcript of Ryan Arbogast, Ryan (Ohio WillowWood)	3/6/2018	27:13-30:1, 35:7-36:9, 39:25-40:1, 41:13-41:16, 67:16-68:2, 68:12-68:14, 69:1-72:18, 74:15-75:20, 76:10-76:21, 77:10-82:3, 82:15-82:18, 83:16-84:5, 84:7-84:7, 84:11-84:20, 85:8-87:25, 88:22-88:25, 89:17-89:18, 89:24-91:19, 92:6-92:8, 94:20-94:25, 96:8-96:13, 100:24-100:25, 102:5-102:8, 103:22-104:3, 105:15-105:18, 107:15-107:23, 108:17-108:20, 109:11-109:25, 111:5-111:13, 113:1-113:6, 116:3-116:12, 119:5-119:21, 119:24-120:3, 122:17-122:19, 123:10-123:14, 125:20-125:21, 125:22-125:22, 127:7-127:7, 127:17-127:18, 131:3-133:23, 138:19-138:25, 139:18-146:10, 147:3-147:7,	Indefinite

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			147:22-148:2, 150:7-150:9, 151:17-151:22, 153:4-155:3, 155:9-155:12, 160:11-160:14, 162:20-162:23, 163:6-163:9, 166:1-166:5, 167:5-167:10, 168:14-168:16, 170:7-170:12, 172:5-172:7, 174:18-174:21, 181:12-181:14, 181:18-181:21, 191:22-192:8, 200:14-201:25, 202:6-202:14, 202:17-203:17, 219:24-220:16, 221:1-221:9, 221:17-221:21, 222:1-222:7, 222:21-223:13, and the Confidential references in the word index	
			76:22-77:9, 194:9-195:10, 196:17-198:25, 199:8-199:19, 213:8-214:15, 214:22-215:3, 215:7-215:8, 215:17-218:6, 218:14-219:15	10 years
			27:9-27:12, 30:23-31:2, 33:14-33:19, 34:1-34:1, 48:16-52:2, 52:11-52:11, 54:7-56:3, 56:10-58:6, 62:3-62:3, 130:21-131:2, 134:2-136:3, 148:3-148:6, 148:14-148:15, 149:13-149:15, 149:19-149:22, 150:2-150:2, 150:10-150:24, 151:1-151:1, 151:10-151:10, 151:12-151:13, 151:23-152:5, 155:16-155:17, 155:22-155:24, 156:8-156:9, 157:16-157:23, 159:19-159:20, 161:1-161:1, 161:18-161:20, 164:11-164:12, 169:3-169:3, 169:4-169:5, 169:12-169:13, 170:13-172:2, 175:10-175:24, 182:4-183:17, 184:11-191:5, 192:9-193:23, 203:23-207:20, 208:2-208:2, 208:5-208:6, 208:12-208:12, 209:13-209:13, 209:16-211:5,	5 years

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			211:24-211:24, 212:11-212:16	
PX05152	Deposition Transcript of Linda Wise (Ohio WillowWood)	4/4/2018	18:1-19:2, 19:13-23:16, 168:16-168:19, and the Confidential references in the word index	Indefinite
			31:24-33:18, 33:22-34:19, 35:16-38:6, 39:21-40:1, 42:9-42:12, 43:17-45:2, 95:5-95:7, 97:12-97:12, 98:15-98:19, 99:2-99:2, 99:11-99:12, 103:19-103:22, 104:19-105:1, 105:6-105:11, 105:25-106:3, 107:6-108:17, 135:16-136:14, 137:16-138:10, 145:9-145:22	10 years
			14:23-15:4, 15:8-15:10, 25:8-25:10, 25:24-25:24, 58:5-62:7, 62:21-62:25, 63:5-63:12, 66:13-70:18, 71:6-74:3, 74:11-76:1, 76:9-76:15, 76:20-76:20, 78:1-78:11, 83:9-83:9, 83:13-83:16, 84:4-84:7, 85:18-85:21, 87:5-88:14, 88:19-88:21, 89:5-90:12, 91:18-92:1, 112:1-112:6, 113:11-114:4, 118:10-118:24, 126:10-126:24, 135:9-135:9, 139:23-140:4, 146:20-146:20, 147:22-148:1, 148:4-148:6, 148:18-150:20, 151:13-151:13, 156:18-157:3, 158:25-159:2, 159:7-159:15, 169:1-169:2, 169:23-170:9, 175:8-175:16	5 years
PX05156	Deposition Transcript of John Matera (Ohio WillowWood)	4/5/2018	10:16-10:20, 12:1-12:24, 17:15-17:20, 79:22-82:3, 83:21-83:24, 84:7-84:9, 85:8-85:10, 87:1-87:3, 88:21-94:16, 95:10-95:11, 95:15-95:18, 99:21-101:5, 109:14-109:18, 110:5-110:25, 111:6-114:14, 159:21-159:24, 160:6-162:15, 163:5-163:20,	Indefinite

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			203:10-205:17, 206:22-206:25, 207:6-207:8, 210:8-210:24, 212:1-212:18, 215:20-215:23, 216:15-217:6, 220:25-221:13, 222:22-226:17, and the Confidential references in the word index	
			101:19-104:8, 104:24-104:25, 105:1-105:2, 105:8-109:13	10 years
			19:3-19:5, 20:17-20:20, 25:16-25:17, 25:20-29:15, 31:16-31:17, 32:8-33:9, 45:6-45:8, 45:11-45:16, 48:3-49:9, 50:20-50:23, 121:10-121:12, 124:13-124:24, 126:1-126:4, 132:21-133:9, 133:14-134:21, 137:23-137:23, 138:7-139:22, 145:12-148:3, 150:13-151:24, 172:5-172:8, 172:13-172:22, 173:11-173:23, 174:2-174:10, 180:9-180:17, 183:21-183:21, 184:8-184:10, 184:13-184:14, 186:16-187:2, 188:13-191:10, 192:14-194:5, 194:8-194:9, 195:14-202:14, 202:23-202:24, 208:14-209:4, 209:9-209:21, 214:5-214:24	5 years
PX05159	Deposition Transcript of Ryan Arbogast (Ohio WillowWood)	4/6/2018	29:3-29:15, 31:1-31:1, 37:19-37:20, 37:24-38:10, 41:15-43:14, 49:24-53:25, 84:25-85:2, 99:24-100:3, 100:25-104:18, 105:13-106:5, 140:1-140:7, 140:11-140:12, 140:22-141:7, 176:2-178:3, 178:6-178:9, 192:23-193:5, 193:11-193:13, and the Confidential references in the word index	Indefinite
			57:12-57:15, 58:5-60:21, 61:13-62:25, 64:9-66:18, 67:1-68:13, 151:19-152:19, 153:12-153:21, 69:5-69:16,	10 years

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			71:15-73:7, 74:1-81:4, 81:13-81:21, 83:21-84:22	
			19:2-20:11, 23:25-24:1, 24:24-25:1, 25:9-25:21, 33:16-33:16, 44:3-44:6, 45:13-49:20, 55:3-55:4, 86:1-92:16, 99:7-99:14, 107:2-107:12, 107:17-107:20, 108:9-108:25, 109:18-111:14, 113:6-113:6, 113:20-114:8, 115:25-116:11, 117:7-117:18, 118:5-122:9, 122:23-125:25, 127:10-127:25, 128:16-128:16, 130:22-131:20, 134:23-135:5, 135:23-135:25, 142:25-145:8, 145:18-147:6, 150:24-150:24, 151:13-151:13, 151:14-151:14, 154:5-154:5, 154:23-154:23, 154:25-154:25, 161:8-161:13, 163:23-164:1, 166:17-173:14, 179:20-182:4, 194:5-194:9, 194:23-194:25	5 years

ORDERED:

D. Michael Chappell
Chief Administrative Law Judge

Dated: _____, 2018.

EXHIBIT A

May 24, 2018 Complaint Counsel Letter



Bureau of Competition
Mergers I Division

UNITED STATES OF AMERICA
Federal Trade Commission
WASHINGTON, D.C. 20580

May 24, 2018

VIA EMAIL

The Ohio Willow Wood Company
c/o Mike Cowie
Dechert LLP
1900 K Street, NW
Washington, DC 20006

RE: *In the Matter of Otto Bock HealthCare North America, Inc.*, Federal Trade
Commission Dkt. No. 9378

Dear Mr. Cowie:

By this letter we are providing formal notice, pursuant to Rule 3.45(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Complaint Counsel intend to offer the documents and testimony referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. The administrative trial is scheduled to begin on July 10, 2018. All exhibits admitted into evidence become part of the public record unless *in camera* status is granted by Administrative Law Judge D. Michael Chappell.

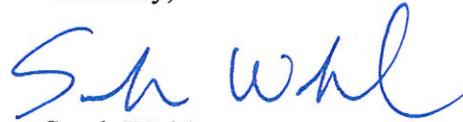
For documents or testimony which include sensitive or confidential information that you do not want on the public record, you must file a motion seeking *in camera* status or other confidentiality protections pursuant to 16 C.F.R. §§ 3.45, 4.10(g). Judge Chappell may order that materials, whether admitted or rejected as evidence, be placed *in camera* only after finding that their public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS 39 (Feb. 23, 2015); and *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the documents. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (April 23, 2004). You must also provide one copy of the documents for which *in camera* treatment is sought to the Administrative Law Judge.

Please be aware that under the current Scheduling Order dated April 26, 2018, the deadline for filing motions seeking *in camera* status is June 11, 2018.

If you have any questions, please feel free to contact me at (202) 326-3455.

Sincerely,



Sarah Wohl
Counsel Supporting the Complaint

Attachment A

PUBLIC

Exhibit No.	Description	Date	BegBates	EndBates
PX03021		3/5/2018	PX03021-001	PX03021-087
PX03022		2/9/2018	PX03022-001	PX03022-011
PX03079		2/12/2018	WW-00282	WW-00283
PX03079R		2/12/2018	WW-00282	WW-00283
PX03138		1/24/2018	WW-28063	WW-28066
PX03179		00/00/0000	WW-00284	WW-00284
PX03180		2/12/2018	WW-00961	WW-00963
PX03181		02/00/2018	WW-000984	WW-001010
PX03183		00/00/0000	WW-98833	WW-98833
PX03184		3/25/2018	WW-98834	WW-98848
PX03186		2/25/2018	WW-00078	WW-00078
PX03187		9/28/2017	WW-01260	WW-01261
PX03188		7/8/2016	WW-04841	WW-04858
PX03189		2/19/2018	WW-00488	WW-00491
PX03190		2/27/2018	WW-27819	WW-27820
PX03191		1/31/2018	WW-40574	WW-40577
PX03192		1/20/2018	WW-40630	WW-40632
PX03193		4/28/2017	WW-41300	WW-41303
PX03194		3/31/2017	WW-41376	WW-41381
PX03196		1/19/2017	WW-41548	WW-41548
PX03198		2/26/2018	WW-88701	WW-88709
PX03199		1/16/2018	WW-89073	WW-89076
PX05106	Deposition Transcript of Ryan Arbogast, Ryan (Ohio WillowWood)	3/6/2018	PX05106-001	PX05106-089
PX05152	Deposition Transcript of Linda Wise (Ohio WillowWood)	4/4/2018	PX05152-001	PX05152-069
PX05156	Deposition Transcript of John Matera (Ohio WillowWood)	4/5/2018	PX05156-001	PX05156-087
PX05159	Deposition Transcript of Ryan Arbogast (Ohio WillowWood)	4/6/2018	PX05159-001	PX05159-076

EXHIBIT B

May 29, 2018 Respondent Letter

NEW YORK
LONDON
SINGAPORE
PHILADELPHIA
CHICAGO
WASHINGTON, DC
SAN FRANCISCO
SILICON VALLEY
SAN DIEGO
LOS ANGELES
TAIWAN
BOSTON
HOUSTON
AUSTIN
HANOI
HO CHI MINH CITY

DuaneMorris®

FIRM and AFFILIATE OFFICES

SARAH O'LAUGHLIN KULIK
DIRECT DIAL: +1 215 979 1812
PERSONAL FAX: +1 215 689 1419
E-MAIL: SCKULIK@DUANEMORRIS.COM

www.duanemorris.com

SHANGHAI
ATLANTA
BALTIMORE
WILMINGTON
MIAMI
BOCA RATON
PITTSBURGH
NEWARK
LAS VEGAS
CHERRY HILL
LAKE TAHOE
MYANMAR
OMAN
A GCC REPRESENTATIVE OFFICE
OF DUANE MORRIS
ALLIANCES IN MEXICO
AND SRI LANKA

May 29, 2018

VIA EMAIL AND FEDEX

Ohio Willow Wood
c/o Brian Rafkin
Dechert LLP
1900 K Street, NW
Washington, DC 20006-1110
brian.rafkin@dechert.com

Re: In the Matter of Otto Bock HealthCare North America, Inc., Federal Trade Commission Dkt. No. 9378

Dear Mr. Rafkin,

By this letter, we are providing formal notice, pursuant to Rule 3.45(b) of the Federal Trade Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Respondent Counsel intend to offer the documents and testimony referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. The administrative trial is scheduled to begin on July 10, 2018. All exhibits admitted into evidence become part of the public record unless *in camera* status is granted by Administrative Law Judge D. Michael Chappell.

For documents or testimony which include sensitive or confidential information that you do not want on the public record, you must file a motion seeking *in camera* status or other confidentiality protections pursuant to 16 C.F.R §§ 3.45, 4.10(g). Judge Chappell may order that materials, whether admitted or rejected as evidence, be placed *in camera* only after finding that their public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re Jerk, LLC*, 2015 FTC LEXIS 39 (Feb. 23, 2015); and *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006). Motions also must be supported by a

May 29, 2018
Page 2

declaration or affidavit by a person qualified to explain the confidential nature of the documents. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (April 23, 2004). You must also provide one copy of the documents for which *in camera* treatment is sought to the Administrative Law Judge.

Please be aware that under the current Scheduling Order dated April 26, 2018, the deadline for filing motions seeking *in camera* status is June 11, 2018.

If you have any questions, please feel free to contact me at 215-979-1812.

Very truly yours,

/s/ Sarah O'Laughlin Kulik

Sarah O'Laughlin Kulik

TAL
Enclosures

cc: Edward G. Biester III
Sean S. Zabaneh
Sean P. McConnell

Exhibit No.	Description	Date	BegBates	EndBates
	Deposition Transcript of Ryan Arbogast (Ohio Willow Wood)	3/6/2018		
	Deposition Transcript of Ryan Arbogast (Ohio Willow Wood)	4/6/2018		
	Deposition Transcript of John Matera (Ohio Willow Wood)	4/5/2018		
	Deposition Transcript of Linda Wise (Ohio Willow Wood)	4/4/2018		
RX-0978 (PX03021)		03/05/2018	n/a	n/a
RX-0979 (PX03022)		02/09/2018	n/a	n/a
RX-0749 (WW-000305)		01/08/2018	WW-000305	WW-000316
RX-0982 (WW-000641)		06/01/2016	WW-000641	WW-000663
RX-0780 (WW-000984)		02/01/2018	WW-000984	WW-001010
RX-0801 (WW-00284)		02/23/2018	WW-00284	WW-00284
RX-0800 (WW-00488)		02/19/2018	WW-00488	WW-00488
RX-0559 (WW-01262)		09/28/2017	WW-01262	WW-01262
RX-0498 (WW-01451)		08/14/2017	WW-01451	WW-01455
RX-0241 (WW-04841)		07/08/2016	WW-04841	WW-04842
RX-0542 (WW-07749)		09/14/2017	WW-07749	WW-07749
RX-0750 (WW-07818)		01/08/2018	WW-07818	WW-07818
RX-0775 (WW-27186)		01/29/2018	WW-27186	WW-27186
RX-0535 (WW-40987)		09/08/2017	WW-40987	WW-40988
RX-0463 (WW-41068)		07/17/2017	WW-41068	WW-41069

Exhibit No.	Description	Date	BegBates	EndBates
RX-0445 (WW-41177)		06/20/2017	WW-41177	WW-41178
RX-0394 (WW-41376)		03/31/2017	WW-41376	WW-41377
RX-0494 (WW-43381)		08/10/2017	WW-43381	WW-43382
RX-0497 (WW-51224)		08/11/2017	WW-51224	WW-51224
RX-0326 (WW-62138)		11/22/2016	WW-62138	WW-62142
RX-0258 (WW-74375)		08/04/2016	WW-74375	WW-74378
RX-0495 (WW-79177)		08/10/2017	WW-79177	WW-79224
RX-0760 (WW-89073)		01/16/2018	WW-89073	WW-89074
RX-0838 (WW-90719)		03/05/2018	WW-90719	WW-90719
RX-0862 (WW-98834)		03/25/2018	WW-98834	WW-98834
RX-0983 (WW-99183)		04/06/2018	WW-99183	WW-99183
		05/29/2018	n/a	n/a

EXHIBIT C

June 6, 2018 Respondent Email

Rafkin, Brian

From: Kulik, Sarah O'Laughlin <sckulik@duanemorris.com>
Sent: Wednesday, June 06, 2018 6:28 PM
To: Rafkin, Brian
Cc: Shotzbarger, William; Poles, Simeon S.
Subject: RE: In re Ottobock - Correspondence

Brian,

Per our discussion in furtherance to my letter referenced in the below e-mail, here are the exhibit numbers for the

Exhibit Number	Date	Description
RX-1042	5/29/2018	[REDACTED]
RX-1043	5/29/2018	[REDACTED]

Please let me know if you have any questions.

Best,
Sarah

Sarah O'Laughlin Kulik

Associate

Duane Morris LLP
 30 South 17th Street
 Philadelphia, PA 19103-4196
P: +1 215 979 1812
F: +1 215 689 1419
C: +1 443 540 9341

sckulik@duanemorris.com
www.duanemorris.com

From: Shotzbarger, William
Sent: Tuesday, May 29, 2018 8:37 PM
To: brian.rafkin@dechert.com
Cc: Biester, Edward G. <EGBiester@duanemorris.com>; Kulik, Sarah O'Laughlin <sckulik@duanemorris.com>; Zabaneh, Sean S. <SSZabaneh@duanemorris.com>; McConnell, Sean P. <SPMcConnell@duanemorris.com>
Subject: In re Ottobock - Correspondence

CONFIDENTIAL

Dear Brian,

Please see attached letter and enclosures from Sarah Kulik. A hard copy is being delivered to you separately by overnight mail. After you have an opportunity to review, please do not hesitate to call us to discuss, as explained in the letter. Thanks.

Regards,

Bill Shotzbarger

William Shotzbarger

Associate

Duane Morris LLP
30 South 17th Street
Philadelphia, PA 19103-4196
P: +1 215 979 1997
F: +1 215 754 4677

WShotzbarger@duanemorris.com
www.duanemorris.com

For more information about Duane Morris, please visit <http://www.DuaneMorris.com>

Confidentiality Notice: This electronic mail transmission is privileged and confidential and is intended only for the review of the party to whom it is addressed. If you have received this transmission in error, please immediately return it to the sender. Unintended transmission shall not constitute waiver of the attorney-client or any other privilege.

EXHIBIT D

List of The Ohio Willow Wood Company's
Documents Under *In Camera* Review

**List of The Ohio Willow Company's Documents
Under *In Camera* Review**

DOCUMENTS					
Exhibit No.	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment	Duration of Protection
PX03021 RX-0978 RX-0838	3/5/2018	PX03021- 001	PX03021- 087	Full	Indefinite
PX03022 RX-0979	2/9/2018	PX03022- 001	PX03022- 011	Full	Indefinite
PX03079	2/12/2018	WW-00282	WW-00283	Full	5 years
PX03079R	2/12/2018	WW-00282	WW-00283	Full	5 years
PX03138	1/24/2018	WW-28063	WW-28066	Partial	5 years
PX03179 RX-0801	00/00/0000	WW-00284	WW-00284	Full	5 years
PX03181 RX-0780	2/00/2018	WW- 000984	WW- 001010	Full	10 years
PX03183	00/00/0000	WW-98833	WW-98833	Full	5 years
PX03184 RX-0862	3/25/2018	WW-98834	WW-98848	Full	10 years
PX03188 RX-0241	7/8/2016	WW-04841	WW-04858	Full	10 years
PX03190	2/27/2018	WW-27819	WW-27820	Partial	5 years
PX03191	1/31/2018	WW-40574	WW-40577	Full	5 years
PX03192	1/20/2018	WW-40630	WW-40632	Full	5 years
PX03193	4/28/2017	WW-41300	WW-41303	Full	10 years
PX03194 RX-0394	3/31/2017	WW-41376	WW-41381	Full	10 years
PX03196	1/19/2017	WW-41548	WW-41548	Full	10 years
PX03198	2/26/2018	WW-88701	WW-88709	Full	5 years
PX03199 RX-0760	1/16/2018	WW-89073	WW-89076	Partial	5 years
RX-0258 (WW- 74375)	08/04/2016	WW-74375	WW-74378	Full	5 years
RX-0326 (WW- 62138)	11/22/2016	WW-62138	WW-62142	Full	10 years
RX-0445 (WW- 41177)	6/20/2017	WW-41177	WW-41178	Full	Indefinite

DOCUMENTS					
Exhibit No.	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment	Duration of Protection
RX-0463 (WW-41068)	7/17/2017	WW-41068	WW-41069	Full	Indefinite
RX-0494 (WW-43381)	8/10/2017	WW-43381	WW-43382	Full	Indefinite
RX-0495 (WW-79177)	08/10/2017	WW-79177	WW-79224	Full	5 years
RX-0497 (WW-51224)	8/11/2017	WW-51224	WW-51224	Full	5 years
RX-0498 (WW-01451)	8/14/2017	WW-01451	WW-01455	Full	Indefinite
RX-0535 (WW-40987)	9/8/2017	WW-40987	WW-40988	Full	Indefinite / Permanent
RX-0542 (WW-07749)	9/14/2017	WW-07749	WW-07749	Full	Indefinite
RX-0749 (WW-000305)	1/8/2018	WW-000305	WW-000316	Full	Indefinite
RX-0750 (WW-07818)	01/08/2018	WW-07818	WW-07818	Partial	5 years
RX-0982 (WW-000641)	6/1/2016	WW-000641	WW-000663	Full	Indefinite
RX-0983 (WW-99183)	4/6/2018	WW-99183	WW-99183	Full	Indefinite
RX-1042	5/29/2018	N/A	N/A	Full	Indefinite
RX-1043	5/29/2018	N/A	N/A	Full	Indefinite / Permanent

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
PX05106	Deposition Transcript of Ryan Arbogast, Ryan (Ohio WillowWood)	3/6/2018	27:13-30:1, 35:7-36:9, 39:25-40:1, 41:13-41:16, 67:16-68:2, 68:12-68:14, 69:1-72:18, 74:15-75:20, 76:10-76:21, 77:10-82:3, 82:15-82:18, 83:16-84:5, 84:7-84:7, 84:11-84:20, 85:8-87:25, 88:22-88:25, 89:17-89:18, 89:24-91:19, 92:6-92:8, 94:20-94:25, 96:8-96:13, 100:24-100:25, 102:5-102:8, 103:22-104:3, 105:15-105:18, 107:15-107:23, 108:17-108:20, 109:11-109:25, 111:5-111:13, 113:1-113:6, 116:3-116:12, 119:5-119:21, 119:24-120:3, 122:17-122:19, 123:10-123:14, 125:20-125:21, 125:22-125:22, 127:7-127:7, 127:17-127:18, 131:3-133:23, 138:19-138:25, 139:18-146:10, 147:3-147:7, 147:22-148:2, 150:7-150:9, 151:17-151:22, 153:4-155:3, 155:9-155:12, 160:11-160:14, 162:20-162:23, 163:6-163:9, 166:1-166:5, 167:5-167:10, 168:14-168:16, 170:7-170:12, 172:5-172:7, 174:18-174:21, 181:12-181:14, 181:18-181:21, 191:22-192:8, 200:14-201:25, 202:6-202:14, 202:17-203:17, 219:24-220:16, 221:1-221:9, 221:17-221:21, 222:1-222:7, 222:21-223:13, and the Confidential references in the word index	Indefinite
			76:22-77:9, 194:9-195:10, 196:17-198:25, 199:8-199:19, 213:8-214:15, 214:22-215:3, 215:7-215:8, 215:17-218:6, 218:14-219:15	10 years

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			27:9-27:12, 30:23-31:2, 33:14-33:19, 34:1-34:1, 48:16-52:2, 52:11-52:11, 54:7-56:3, 56:10-58:6, 62:3-62:3, 130:21-131:2, 134:2-136:3, 148:3-148:6, 148:14-148:15, 149:13-149:15, 149:19-149:22, 150:2-150:2, 150:10-150:24, 151:1-151:1, 151:10-151:10, 151:12-151:13, 151:23-152:5, 155:16-155:17, 155:22-155:24, 156:8-156:9, 157:16-157:23, 159:19-159:20, 161:1-161:1, 161:18-161:20, 164:11-164:12, 169:3-169:3, 169:4-169:5, 169:12-169:13, 170:13-172:2, 175:10-175:24, 182:4-183:17, 184:11-191:5, 192:9-193:23, 203:23-207:20, 208:2-208:2, 208:5-208:6, 208:12-208:12, 209:13-209:13, 209:16-211:5, 211:24-211:24, 212:11-212:16	5 years
PX05152	Deposition Transcript of Linda Wise (Ohio WillowWood)	4/4/2018	18:1-19:2, 19:13-23:16, 168:16-168:19, and the Confidential references in the word index	Indefinite
			31:24-33:18, 33:22-34:19, 35:16-38:6, 39:21-40:1, 42:9-42:12, 43:17-45:2, 95:5-95:7, 97:12-97:12, 98:15-98:19, 99:2-99:2, 99:11-99:12, 103:19-103:22, 104:19-105:1, 105:6-105:11, 105:25-106:3, 107:6-108:17, 135:16-136:14, 137:16-138:10, 145:9-145:22	10 years
			14:23-15:4, 15:8-15:10, 25:8-25:10, 25:24-25:24, 58:5-62:7, 62:21-62:25, 63:5-63:12, 66:13-70:18, 71:6-74:3, 74:11-76:1, 76:9-76:15,	5 years

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			76:20-76:20, 78:1-78:11, 83:9-83:9, 83:13-83:16, 84:4-84:7, 85:18-85:21, 87:5-88:14, 88:19-88:21, 89:5-90:12, 91:18-92:1, 112:1-112:6, 113:11-114:4, 118:10-118:24, 126:10-126:24, 135:9-135:9, 139:23-140:4, 146:20-146:20, 147:22-148:1, 148:4-148:6, 148:18-150:20, 151:13-151:13, 156:18-157:3, 158:25-159:2, 159:7-159:15, 169:1-169:2, 169:23-170:9, 175:8-175:16	
PX05156	Deposition Transcript of John Matera (Ohio WillowWood)	4/5/2018	10:16-10:20, 12:1-12:24, 17:15-17:20, 79:22-82:3, 83:21-83:24, 84:7-84:9, 85:8-85:10, 87:1-87:3, 88:21-94:16, 95:10-95:11, 95:15-95:18, 99:21-101:5, 109:14-109:18, 110:5-110:25, 111:6-114:14, 159:21-159:24, 160:6-162:15, 163:5-163:20, 203:10-205:17, 206:22-206:25, 207:6-207:8, 210:8-210:24, 212:1-212:18, 215:20-215:23, 216:15-217:6, 220:25-221:13, 222:22-226:17, and the Confidential references in the word index	Indefinite
			101:19-104:8, 104:24-104:25, 105:1-105:2, 105:8-109:13	10 years
			19:3-19:5, 20:17-20:20, 25:16-25:17, 25:20-29:15, 31:16-31:17, 32:8-33:9, 45:6-45:8, 45:11-45:16, 48:3-49:9, 50:20-50:23, 121:10-121:12, 124:13-124:24, 126:1-126:4, 132:21-133:9, 133:14-134:21, 137:23-137:23, 138:7-139:22, 145:12-148:3, 150:13-151:24, 172:5-172:8, 172:13-172:22, 173:11-173:23, 174:2-174:10,	5 years

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			180:9-180:17, 183:21-183:21, 184:8-184:10, 184:13-184:14, 186:16-187:2, 188:13-191:10, 192:14-194:5, 194:8-194:9, 195:14-202:14, 202:23-202:24, 208:14-209:4, 209:9-209:21, 214:5-214:24	
PX05159	Deposition Transcript of Ryan Arbogast (Ohio WillowWood)	4/6/2018	29:3-29:15, 31:1-31:1, 37:19-37:20, 37:24-38:10, 41:15-43:14, 49:24-53:25, 84:25-85:2, 99:24-100:3, 100:25-104:18, 105:13-106:5, 140:1-140:7, 140:11-140:12, 140:22-141:7, 176:2-178:3, 178:6-178:9, 192:23-193:5, 193:11-193:13, and the Confidential references in the word index	Indefinite
			57:12-57:15, 58:5-60:21, 61:13-62:25, 64:9-66:18, 67:1-68:13, 151:19-152:19, 153:12-153:21, 69:5-69:16, 71:15-73:7, 74:1-81:4, 81:13-81:21, 83:21-84:22	10 years
			19:2-20:11, 23:25-24:1, 24:24-25:1, 25:9-25:21, 33:16-33:16, 44:3-44:6, 45:13-49:20, 55:3-55:4, 86:1-92:16, 99:7-99:14, 107:2-107:12, 107:17-107:20, 108:9-108:25, 109:18-111:14, 113:6-113:6, 113:20-114:8, 115:25-116:11, 117:7-117:18, 118:5-122:9, 122:23-125:25, 127:10-127:25, 128:16-128:16, 130:22-131:20, 134:23-135:5, 135:23-135:25, 142:25-145:8, 145:18-147:6, 150:24-150:24, 151:13-151:13, 151:14-151:14, 154:5-154:5, 154:23-154:23, 154:25-154:25, 161:8-161:13, 163:23-164:1, 166:17-173:14,	5 years

DEPOSITION TESTIMONY				
Exhibit No.	Document Description	Date	Testimony Page:Line	Duration of Protection
			179:20-182:4, 194:5-194:9, 194:23-194:25	

EXHIBIT E

Declaration of Ryan Arbogast

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

In the Matter of

**Otto Bock HealthCare North
America, Inc.,
a corporation,

Respondent.**

Docket No. 9378

**DECLARATION OF RYAN ARBOGAST IN SUPPORT OF NON-PARTY THE OHIO
WILLOW WOOD COMPANY'S MOTION FOR *IN CAMERA* TREATMENT**

I, Ryan Arbogast, hereby declare as follows:

1. I am the President and CEO of The Ohio Willow Wood Company (“WillowWood”). I make this declaration in support of Non-Party The Ohio Willow Wood Company’s Motion for *In Camera* Treatment (“Motion”). I have personal knowledge of the matters stated herein and, if called upon to do so, could competently testify about them.
2. WillowWood is a 110 year old family-owned prosthetics company headquartered in Mt. Sterling, Ohio that designs, manufactures, and sells a range of prosthetic and orthotic products. I joined WillowWood full time in 2003 and have held several positions in the company, including Production Manager, Product Manager, and General Manager, before becoming President and CEO in 2011.
3. In my current position, I am responsible for the entire operation of the WillowWood business. Five chief officers report to me: the Chief Operating Officer, Chief Financial Officer, Chief Marketing Officer, Chief Administrative Officer, and Chief Technology Officer. [REDACTED]

[REDACTED]

[REDACTED]

4. I understand that on May 24, 2018 and May 29, 2018, WillowWood's outside counsel received notice from Complaint Counsel and Respondent, respectively, that they intend to use certain WillowWood documents at the administrative hearing in this matter. Complaint Counsel identified 26 documents, Respondent identified 36 documents.¹

5. I have reviewed the documents identified by Complaint Counsel and Respondent for use at trial. As President and CEO of WillowWood, I am familiar with the information in these documents, its competitive significance to WillowWood, and its potential value to third parties like WillowWood's competitors. WillowWood is seeking full *in camera* treatment for 30 documents and partial *in camera* treatment of 8 documents that contain sensitive and confidential business information and trade secrets. Based on my review of the documents and my knowledge of WillowWood's business, I believe that disclosure of this information to the public, including to WillowWood's competitors and customers, will cause serious harm to WillowWood by diminishing its ability to compete in the orthotics and prosthetics industry.

6. The documents described below contain competitively sensitive, proprietary, and/or trade secret information relating to: (a) high-level strategic plans; (b) research and development and new product development efforts; (c) detailed company financial information; (d) customer bids and pricing; (e) potential acquisitions; [REDACTED]

[REDACTED]

[REDACTED]

¹ Complaint Counsel and Respondents identified 14 of the same documents, including the same 4 deposition transcripts.

[REDACTED]

[REDACTED]; and (j)

my,² Linda Wise's, and John Matera's deposition testimony regarding these and other topics.

7. The information described in Paragraphs 6(a)-(e) and (j) is material to WillowWood's business. The documents that WillowWood seeks *in camera* treatment over go to the very core of its business and future competitiveness, as in order to remain competitive in the marketplace WillowWood is constantly innovating, engaging in business and strategic planning, negotiating with customers to make sales, and considering acquisition opportunities. WillowWood has invested substantially in these activities.

8. Given its competitive significance, WillowWood has taken great care to guard this information from public disclosure. WillowWood does not disclose this information publicly or to customers, competitors, or suppliers. Moreover, the information at issue is shared on a restricted basis and with only certain WillowWood employees who need to know the information in order to perform their job responsibilities.

9. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

² My deposition was taken twice.

[REDACTED]

10. [REDACTED]

[REDACTED]

11. WillowWood seeks *in camera* treatment for an indefinite period of time for the following documents and deposition testimony:

Exhibit No.	Document Description	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment
PX03021 RX-0978 RX-0838	[REDACTED]	3/5/2018	PX03021-001	PX03021-087	Full

PX03022 RX-0979		2/9/2018	PX03022-001	PX03022-011	Full
PX05106	Deposition Transcript of Ryan Arbogast, Ryan (Ohio WillowWood)	3/6/2018	PX05106-001	PX05106-089	Partial ³
PX05152	Deposition Transcript of Linda Wise (Ohio WillowWood)	4/4/2018	PX05152-001	PX05152-069	Partial
PX05156	Deposition Transcript of John Matera (Ohio WillowWood)	4/5/2018	PX05156-001	PX05156-087	Partial
PX05159	Deposition Transcript of Ryan Arbogast (Ohio WillowWood)	4/6/2018	PX05159-001	PX05159-076	Partial
RX-0445 (WW- 41177)		6/20/2017	WW-41177	WW-41178	Full
RX-0463 (WW- 41068)		7/17/2017	WW-41068	WW-41069	Full
RX-0494 (WW-		8/10/2017	WW-43381	WW-43382	Full

³ For the Court's convenience, WillowWood has marked for redaction the specific portions of the documents it seeks to redact. *See* Exhibit D for the specific deposition page and line numbers that WillowWood seeks to redact.

43381)					
RX-0498 (WW-01451)		8/14/2017	WW-01451	WW-01455	Full
RX-0535 (WW-40987)		9/8/2017	WW-40987	WW-40988	Full
RX-0542 (WW-07749)		9/14/2017	WW-07749	WW-07749	Full
RX-0749 (WW-000305)		1/8/2018	WW-000305	WW-000316	Full
RX-0982 (WW-000641)		6/1/2016	WW-000641	WW-000663	Full
RX-0983 (WW-99183)		4/6/2018	WW-99183	WW-99183	Full
RX-1042		5/29/2018	N/A	N/A	Full

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] The competitive significance of the information described in this document is unlikely to decrease over time and thus, indefinite protection from disclosure is appropriate.

- 13. PX03022 / RX-0979, RX-0983 (WW-99183), RX-1042, and RX-1043 [REDACTED]

[REDACTED] The competitive significance of the information described in these documents is unlikely to decrease over time and thus, indefinite protection from disclosure is appropriate.

14. RX-0445 (WW-41177), RX-0463 (WW-41068), RX-0535 (WW-40987), RX-0542 (WW-07749), and RX-0982 (WW-000641) describe in detail WillowWood's confidential and proprietary research and development and new product development efforts. They include information relating to the project names; project descriptions; project timing and completion status; expected release dates; expected annual revenues; engineering resource utilization; product design, development, and testing; completion status; issues and their resolution; and long-term product development roadmaps. These documents discuss projects that are currently in development as well as future projects that have yet to begin or are still being considered. RX-0535 also contains sensitive personal health information of a WillowWood employee. WillowWood does not disclose this information publicly or to customers, competitors, or suppliers. To protect the confidentiality of this information, WillowWood has shared information on a restricted basis and with only certain WillowWood employees. Public disclosure of this information would cause serious harm to WillowWood because its competitors would gain invaluable visibility into WillowWood's confidential and proprietary research and development and new product development efforts and, therefore, a competitive advantage. WillowWood's competitors also would be able to use it to their competitive advantage by

informing their new product development strategy, using it to free ride on and duplicate WillowWood's new product developments, or coordinating on new product developments. Because this information relates to ongoing and future new product developments with uncertain completion dates, the competitive significance of the information described in these documents is unlikely to decrease over time and thus, indefinite protection from disclosure is appropriate.

15. RX-0494 (WW-43381) and RX-0498 (WW-01451) relate to a confidential potential acquisition. They identify the potential acquisition target and describe the potential acquisition, including its current products and pricing; historical and projected financials; revenues by customer; marketing plans; operations and production; and supplier information. This information is highly confidential and was shared by the potential acquisition target pursuant to a confidentiality agreement with WillowWood. To protect the confidentiality of this information, WillowWood has shared it on a restricted basis and with only certain WillowWood employees who participated in negotiations and due diligence for that potential acquisition. Public disclosure of this information would cause serious harm to WillowWood and the potential acquisition target because the companies' competitors would gain invaluable visibility into their business and strategy and, therefore, a competitive advantage. Moreover, public disclosure of the mere fact that the potential acquisition target was for sale could harm its relationships with customers and suppliers or its competitive position. The competitive significance of the information described in these documents is unlikely to decrease over time and thus, indefinite protection from disclosure is appropriate.

16. RX-0749 (WW-000305) is a high-level, long-term strategic plan prepared by WillowWood. It describes WillowWood's customer and partnership strategy, sales plans and goals, and research and development and new product development plans. These plans identify

specific future sales targets, most of which go out to 2022. WillowWood does not disclose this information publicly or to customers, competitors, or suppliers. To protect the confidentiality of this information, WillowWood has shared information on a restricted basis and with only certain WillowWood employees. Public disclosure of this information would cause serious harm to WillowWood because its competitors would gain invaluable visibility into WillowWood's business and strategy and, therefore, a competitive advantage. WillowWood's competitors also would be able to use it to their competitive advantage by informing their competitive strategy, using it to free ride on and duplicate WillowWood's competitive strategy, harming WillowWood's relationships with distributors and customers, or coordinating on pricing, features, and new product developments. Because this document discusses WillowWood's long-term competitive strategy, including ongoing and future research and development and new product development projects, the competitive significance of the information described in this document is unlikely to decrease over time and thus, indefinite protection from disclosure is appropriate.

17. PX05106, PX05152, PX05156, and PX05159 are the transcripts of my, Linda Wise's, and John Matera's depositions in this matter. These documents contain detailed testimony regarding the topics identified above as well as the following documents for which WillowWood seeks *in camera* treatment: PX03021 / RX-0978 / RX-0838; PX03022 / RX-0979; PX03179 / RX-0801; PX03181 / RX-0780; PX03184 / RX-0862; PX03188 / RX-0241; PX03194 / RX-0394; PX03199 / RX0760; RX-0494; RX-0542 and RX-0749. For the reasons described above, public disclosure of this information would cause serious harm to WillowWood and jeopardize its ability to compete. They also contain testimony regarding certain of WillowWood's confidential business relationships. Public disclosure of this information would

cause serious harm to WillowWood and its business partners because competitors would gain invaluable visibility into the companies' business and strategy and, therefore, a competitive advantage. Public disclosure of the mere fact of these relationships could harm the companies' relationships with customers and suppliers or their competitive positions. In addition, certain portions of the deposition testimony describe potential acquisitions that occurred more than three years ago. Considerations of potential acquisitions are among the most secret, strategic, and competitively sensitive considerations within WillowWood, and therefore their sensitivity does not diminish over time.

18. WillowWood seeks *in camera* treatment for a period of ten years for the following documents and deposition testimony:

Exhibit No.	Document Description	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment
PX03181 RX-0780		2/00/2018	WW-000984	WW-001010	Full
PX03184 RX-0862		3/25/2018	WW-98834	WW-98848	Full
PX03188 RX-0241		7/8/2016	WW-04841	WW-04858	Full
PX03193		4/28/2017	WW-41300	WW-41303	Full

PX03194 RX-0394		3/31/2017	WW-41376	WW-41381	Full
PX03196		1/19/2017	WW-41548	WW-41548	Full
PX05106	Deposition Transcript of Ryan Arbogast, Ryan (Ohio WillowWood)	3/6/2018	PX05106-001	PX05106-089	Partial
PX05152	Deposition Transcript of Linda Wise (Ohio WillowWood)	4/4/2018	PX05152-001	PX05152-069	Partial
PX05156	Deposition Transcript of John Matera (Ohio WillowWood)	4/5/2018	PX05156-001	PX05156-087	Partial
PX05159	Deposition Transcript of Ryan Arbogast (Ohio WillowWood)	4/6/2018	PX05159-001	PX05159-076	Partial

20. PX03184 / RX-0862 (WW-98834) [REDACTED]

[REDACTED]

21. PX03188 / RX-0241 (WW-04841), PX03193 (WW-41300), PX03194 / RX-0394 (WW-41376), PX03196 (WW-41548), and RX-0326 (WW-62142) discuss WillowWood’s strategic plan relating to its prosthetic feet. They include comprehensive, detailed analyses of WillowWood’s current prosthetic foot offerings and proposed and potential strategic actions. WillowWood does not disclose information about its prosthetic foot strategy publicly or to customers, competitors, or suppliers. To protect the confidentiality of this information, WillowWood has shared information on a restricted basis and with only certain WillowWood

employees. Public disclosure of this information would cause serious harm to WillowWood because its competitors would gain invaluable visibility into WillowWood's business and strategy and, therefore, a competitive advantage. WillowWood's competitors also would be able to use it to their competitive advantage by informing their competitive strategy, using it to free ride on and duplicate WillowWood's competitive strategy, harming WillowWood's relationships with distributors and customers, or coordinating on prosthetic foot pricing, features, and new product developments. Because these documents describe proposed and potential future strategic actions, this information is likely to remain competitively sensitive for more than five years.

22. PX05106, PX05152, PX05156, and PX05159 are the transcripts of my, Linda Wise's, and John Matera's depositions in this matter. These documents contain detailed testimony regarding the topics identified above as well as the following documents for which WillowWood seeks *in camera* treatment: PX03021 / RX-0978 / RX-0838; PX03022 / RX-0979; PX03179 / RX-0801; PX03181 / RX-0780; PX03184 / RX-0862; PX03188 / RX-0241; PX03194 / RX-0394; PX03199 / RX0760; RX-0494; RX-0542 and RX-0749. For the reasons described above, public disclosure of this information would cause serious harm to WillowWood and jeopardize its ability to compete.

23. WillowWood seeks *in camera* treatment for a period of five years for the following documents:

Exhibit No.	Document Description	Date	Beginning Bates No.	End Bates No.	Full or Partial Treatment
PX03079		2/12/2018	WW-00282	WW-00283	Full

PX03079R		2/12/2018	WW-00282	WW-00283	Full
PX03138		1/24/2018	WW-28063	WW-28066	Partial
PX03179 RX-0801		00/00/0000	WW-00284	WW-00284	Full
PX03183		00/00/0000	WW-98833	WW-98833	Full
PX03190		2/27/2018	WW-27819	WW-27820	Partial
PX03191		1/31/2018	WW-40574	WW-40577	Full
PX03192		1/20/2018	WW-40630	WW-40632	Full
PX03198		2/26/2018	WW-88701	WW-88709	Full

⁴ PX03079R is a duplicate of PX03079 except that it is not bates labeled.

PX03199 RX-0760		1/16/2018	WW-89073	WW-89076	Partial
PX05106	Deposition Transcript of Ryan Arbogast, Ryan (Ohio WillowWood)	3/6/2018	PX05106- 001	PX05106- 089	Partial
PX05152	Deposition Transcript of Linda Wise (Ohio WillowWood)	4/4/2018	PX05152- 001	PX05152- 069	Partial
PX05156	Deposition Transcript of John Matera (Ohio WillowWood)	4/5/2018	PX05156- 001	PX05156- 087	Partial
PX05159	Deposition Transcript of Ryan Arbogast (Ohio WillowWood)	4/6/2018	PX05159- 001	PX05159- 076	Partial
RX-0258 (WW- 74375)		08/04/2016	WW-74375	WW-74378	Full
RX-0495 (WW- 79177)		08/10/2017	WW-79177	WW-79224	Full

RX-0497 (WW-51224)	[REDACTED]	8/11/2017	WW-51224	WW-51224	Full
RX-0750 (WW-07818)	[REDACTED]	01/08/2018	WW-07818	WW-07818	Partial

24. PX03079, (WW-00282), PX03079R (WW-00282), PX03179, PX03180 (WW-00961), PX03183, PX03192, PX03199 / RX-0760 (WW-89073), and RX-0750 (WW-07818)

[REDACTED]

25. PX03138 (WW-28063), PX03190 (WW-27819), and PX03191 (WW-40574)

[REDACTED]

26. PX03198 (WW-88701) [REDACTED]

27. RX-0258 (WW-74375), RX-0497 (WW-51224), and RX-0495 (WW-79177) discuss customer bids. They include customer-specific bid information including the specific program the pricing is being requested for, list prices, anticipated sales volumes, and wholesale costs to the customer. WillowWood does not disclose information about customer bids to other customers, competitors, or suppliers. To protect the confidentiality of this information, WillowWood has shared information on a restricted basis and with only certain WillowWood employees. Public disclosure of this information would cause serious harm to WillowWood because its competitors would gain invaluable visibility into WillowWood's business and strategy and, therefore, a competitive advantage. WillowWood's competitors also would be able to use it to their competitive advantage by informing their competitive strategy, using it to free ride on and duplicate WillowWood's competitive strategy, harming WillowWood's relationships with distributors and customers, or coordinating on pricing.

28. PX05106, PX05152, PX05156, and PX05159 are the transcripts of my, Linda Wise's, and John Matera's depositions in this matter. These documents contain detailed testimony regarding the topics identified above as well as the following documents for which WillowWood seeks *in camera* treatment: PX03021 / RX-0978 / RX-0838; PX03022 / RX-0979; PX03179 / RX-0801; PX03181 / RX-0780; PX03184 / RX-0862; PX03188 / RX-0241; PX03194 / RX-0394; PX03199 / RX0760; RX-0494; RX-0542 and RX-0749. For the reasons

described above, public disclosure of this information would cause serious harm to WillowWood and jeopardize its ability to compete.

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

Executed on June 11, 2018

A handwritten signature in black ink, appearing to read "Ryan Arbogast", written over a horizontal line.

Ryan Arbogast

EXHIBIT F

Confidential Exhibits for which The Ohio
Willow Wood Company Seeks *In Camera*
Treatment

In Camera Treatment Requested

CERTIFICATE OF SERVICE

I hereby certify that on June 11, 2018, I filed the foregoing documents using the FTC's E-Filing System, which will send notification of such filing to:

Office of the Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW
Rm. H-113
Washington, DC 20580

The Honorable D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission,
600 Pennsylvania Ave., NW
Rm. H-110
Washington, DC 20580

I also hereby certify that I caused a true and correct copy of the foregoing documents to be served upon the following via email:

Daniel Zach
Stephen Morh
Steven Lavender
Lisa DeMarchi Sleigh
Catherin Sanchez
Amy Posner
Lynda Lao
Jordan Andrew
Jonathan Ripa
Stephen Rodger
Dylan Brown
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*Counsel for Respondent Otto Bock
Healthcare North America, Inc.*

Complaint Counsel

Dated: June 11, 2018

By: /s/ Brian Rafkin
Brian Rafkin

Notice of Electronic Service

I hereby certify that on June 12, 2018, I filed an electronic copy of the foregoing Non-Party The Ohio WillowWood Company's Motion for In Camera Treatment, with:

D. Michael Chappell
Chief Administrative Law Judge
600 Pennsylvania Ave., NW
Suite 110
Washington, DC, 20580

Donald Clark
600 Pennsylvania Ave., NW
Suite 172
Washington, DC, 20580

I hereby certify that on June 12, 2018, I served via E-Service an electronic copy of the foregoing Non-Party The Ohio WillowWood Company's Motion for In Camera Treatment, upon:

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