



Office of the Secretary

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

June 24, 2016

Stephen Y. Wu, Esquire
McDermott Will & Emery LLP
227 West Monroe Street
Chicago, Illinois 60606-5096

Re: *In the Matter of ProMedica Health System, Inc.*
Docket No. 9346

Dear Mr. Wu:

This responds to the Application for Approval of Proposed Divestiture (“Application”) to St. Luke’s Holding Company, Inc., filed by ProMedica Health System, Inc. on April 25, 2016. Pursuant to the Final Order in Docket No. 9346 (“Order”), ProMedica requests Commission approval of its proposal to divest the assets required to be divested pursuant to the Order. The Application was placed on the public record for comments for thirty days, until June 2, 2016. Eight comments were received.

After consideration of the Application and other available information, the Commission has determined to approve the proposed divestiture to St. Luke’s, as set forth in the Application. In according its approval, the Commission has relied upon the information submitted and the representations made by ProMedica and St. Luke’s in connection with ProMedica’s Application and has assumed them to be accurate and complete.

This also responds to ProMedica’s Request for Extension of Time to Comply with the Final Order (“Request”) filed on October 23, 2015 and its Addendum to Request for Extension of Time to Comply with the Final Order filed on March 31, 2016. Pursuant to Commission Rule 4.3(b), 16 C.F.R. § 4.3(b), ProMedica requests an extension of time in which to complete the divestiture required by the Order in this matter. Pursuant to the terms of the Order, ProMedica was required to complete the divestiture within one hundred eighty (180) days from the date the Order became final and effective, or by November 2, 2015. Rule 4.3(b) provides that “the Commission, for good cause shown, may extend any time limit prescribed by the rules in this chapter or order of the Commission.” Under applicable precedent, ProMedica has the burden of demonstrating good cause, and granting an extension of time rests in the discretion of the Commission. *United States v. Swingline, Inc.*, 371 F.Supp. 37, 45 (E.D.N.Y. 1974).

The Commission has reviewed this Petition, ProMedica's compliance reports, and other information, and, after careful consideration, has determined to grant the Request and extend the time in which ProMedica must complete the divestiture to St. Luke's as approved by the Commission today. ProMedica has shown that it began its effort immediately upon the Order becoming final and effective when the Supreme Court denied ProMedica's petition for certiorari. ProMedica has remained in close communications with the Commission staff throughout its negotiations of a divestiture. ProMedica has shown that it has acted diligently throughout the divestiture period, that circumstances beyond its control are responsible for the delays, and that the delays in completing negotiations were not due to unreasonable demands or other conduct of ProMedica. Commission staff also believes that the additional time to reach an agreement with St. Luke's was necessary to St. Luke's due diligence and enabled St. Luke's to acquire the divested assets with confidence of its future success. The Commission expects that ProMedica will complete the divestiture promptly upon the Commission's approval.

By direction of the Commission.

Donald S. Clark
Secretary

cc: David E. Dahlquist, Esquire
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