

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



In the Matter of
Sanford Health,
a corporation;
Sanford Bismarck,
a corporation;
and
Mid Dakota Clinic, P.C.,
a corporation
Respondents.

Docket No. 9376

RESPONDENTS' FINAL WITNESS LIST

Pursuant to the Court's July 14, 2017 Scheduling Order, Respondents provide the below final list of witnesses Respondents may call for live testimony at the administrative trial, along with a brief summary of the proposed testimony. Respondents reserve the right to: (1) amend this final fact witness list by agreement of the parties or for good cause shown, subject to the numerical limitations set forth in the Commission's Rules of Adjudicative Proceedings; (2) call any witness at the hearing who appears on Complaint Counsel's final witness list; (3) call the custodian of records of any party or non-party from whom documents or records have been obtained to the extent necessary to demonstrate the authenticity or admissibility of documents, in the event a stipulation cannot be reached; and (4) supplement this list in light of any discovery that has not yet been completed.

Sanford and MDC's Final Fact Witness List

Witness Name	Employer and Title	Potential Subject Matter(s) of Testimony¹
Lisa Ahern	Deloitte Consulting LLP (Principal, Life Sciences & Healthcare)	Quantification of certain efficiencies associated with the Proposed Transaction
Matthew Hocks	Sanford (Senior Vice President of Sanford Clinic)	Synergies associated with the Proposed Transaction; quality initiatives, innovation and measurement at Sanford; physician recruitment; delivery of healthcare services in western and central North Dakota
Kelby Krabbenhoft	Sanford (President and Chief Executive Officer)	Sanford's corporate vision and philosophy; benefits and advantages of integrated health systems; impact of shifting regulatory and reimbursement environments on healthcare delivery; rationale for the Proposed Transaction; benefits of the Proposed Transaction; Sanford's experience with prior acquisitions; Sanford's competition with CHI and other regional and national healthcare systems

¹ Defendants reserve the right to have fact witnesses that they call to address any topic addressed by any witness called by the government.

Witness Name	Employer and Title	Potential Subject Matter(s) of Testimony¹
Martha Leclerc	Sanford (Vice President of Corporate Contracting)	Sanford's relationship with payers; Sanford's experience with payers in North Dakota, including BCBS-ND and Medica; changes in the reimbursement environment over time; various reimbursement models; discussions between Sanford and payers; the 340B program; Sanford Health Plan relationship with NDPERS and other groups
Marvin Lein	Mid-Dakota Clinic (Chief Executive Officer)	MDC's historic business model; the evolution of MDC's business over time; MDC's negotiations concerning a potential transaction with CHI/St. Alexius; MDC's current relationship with and perspective on CHI/St. Alexius; rationale for the Proposed Transaction; the impact on MDC, its patients, its employees, and the community if the Proposed Transaction is not consummated; MDC's relationship with payers; delivery of healthcare services in western and central North Dakota; benefits of the Proposed Transaction

Witness Name	Employer and Title	Potential Subject Matter(s) of Testimony¹
Dr. Mike LeBeau	Sanford (Member—Board of Trustees) Sanford Bismarck (Vice President—Clinic; Nephrology and Internal Medicine Physician)	Sanford's philosophy as a physician-driven enterprise; impact of the Proposed Transaction on Sanford Bismarck; delivery of healthcare services in western and central North Dakota; benefits of the Proposed Transaction; factors that drive physicians to deliver and improve quality care to patients
Dr. Shelly Seifert	Mid-Dakota Clinic (Chairman of the Board of Directors; Family Medicine Physician)	MDC's historic business model; the evolution of MDC's business over time; MDC's negotiations concerning a potential transaction with CHI/St. Alexius; MDC's current relationship with and perspective on CHI/St. Alexius; rationale for the Proposed Transaction; the impact on MDC, its patients, its employees, and the community if the Proposed Transaction does not materialize; delivery of healthcare services in western and central North Dakota; benefits of the Proposed Transaction; factors that drive physicians to deliver and improve quality care to patients

Sanford and MDC's Final Expert Witness List

Witness Name	Employer and Title	Potential Subject Matter(s) of Testimony²
Professor Robert Town, Ph.D.	University of Texas-Austin, Department of Economics, James L and Nancy Powell Centennial Professor of American Economic Principles	Information concerning the competitive effects of the proposed transaction, market definition, market shares and market concentration, physician/health insurer contract negotiations, the likelihood that entry or efficiencies may counteract any competitive effects, quality competition, economic analysis of the acquisition, other topics relevant to the Complaint, and the views expressed in his report, rebuttal report, and deposition.

² Defendants reserve the right to have expert witnesses that they call to address any topic addressed by any witness called by the Government.

Dated: November 2, 2017

Respectfully submitted,

/s/ Robert M. Cooper

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on November 2, 2017, the foregoing document was served on this date on the following parties by electronic mail:

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Notice of Electronic Service

I hereby certify that on November 02, 2017, I filed an electronic copy of the foregoing Respondents' Witness List, with:

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I hereby certify that on November 02, 2017, I served via E-Service an electronic copy of the foregoing Respondents' Witness List, upon:

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I hereby certify that on November 02, 2017, I served via other means, as provided in 4.4(b) of the foregoing Respondents' Witness List, upon:

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