



UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Noah Joshua Phillips
Rohit Chopra
Rebecca Kelly Slaughter
Christine S. Wilson

In the Matter of)

PUBLIC)

Sanford Health,)
a corporation;)

Docket No. 9376)

Sanford Bismarck,)
a corporation; and)

Mid Dakota Clinic, P.C.,)
a corporation,)

Respondents)

JOINT MOTION TO DISMISS COMPLAINT

Complaint Counsel and Respondents Sanford Health, Sanford Bismarck (collectively “Sanford”) and Mid Dakota Clinic, P.C. (“MDC”) jointly move to dismiss the complaint in the above-captioned matter. Following a decision from the United States Court of Appeals for the Eighth Circuit affirming a district court decision granting the Federal Trade Commission’s motion for a preliminary injunction, Respondents are abandoning their efforts to pursue a proposed merger. Attached as Exhibit A is a declaration from Sanford’s Chief Legal Officer, Ms. Jennifer G. Grennan, attesting that Sanford will abandon the proposed transaction. See Ex. A ¶ 10.

As such, the complaint is now moot. Accordingly, the parties respectfully request that the Commission dismiss the complaint.

A proposed order is attached.

Dated: June 25, 2019

Respectfully submitted,

/s/ Kevin Hahm

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Counsel for Respondent MDC

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EXHIBIT A

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

Sanford Health,
a corporation;

Sanford Bismarck,
a corporation;

and

Mid Dakota Clinic, P.C.,
a corporation;

Docket No. 9376

DECLARATION OF JENNIFER G. GRENNAN

I, Jennifer G. Grennan, hereby certify the following :

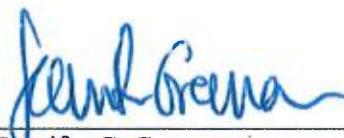
1. I am Chief Legal Officer for Sanford, a North Dakota non-profit corporation.
2. I am authorized to execute this declaration on behalf of Sanford.
3. Sanford Bismarck, a subsidiary of Sanford, entered into an agreement to acquire Mid Dakota Clinic, P.C. ("MDC") (the "proposed transaction").
4. On June 21, 2017, the Federal Trade Commission ("FTC") filed an administrative complaint seeking to enjoin the proposed transaction as a violation of Section 5 of the Federal Trade Commission Act and Section 7 of the Clayton Act ("administrative proceeding").
5. On June 22, 2017, the FTC and the State of North Dakota filed a complaint in the United States District Court of North Dakota ("District Court") seeking to preliminarily enjoin the proposed transaction until the conclusion of the administrative proceeding.
6. On December 13, 2017, the District Court granted the FTC's and North Dakota's motion for a preliminary injunction (the "District Court Decision").
7. On June 13, 2019, the United States Court of Appeals for the Eighth Circuit affirmed the District Court Decision (the "Eighth Circuit Decision").
8. Sanford does not intend to seek further judicial review of the Eighth Circuit Decision.
9. Previously, Sanford and MDC committed that, in the event that a preliminary injunction is granted by the District Court and affirmed on appeal, Sanford will

abandon the proposed transaction without further litigating the administrative proceeding.

10. In light of the Eighth Circuit Decision, Sanford will abandon the proposed transaction.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: June 24, 2019



Jennifer G. Grennan
Chief Legal Officer
Sanford

UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION

COMMISSIONERS: Joseph J. Simons, Chairman
Noah Joshua Phillips
Rohit Chopra
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)	
Mid Dakota Clinic, P.C.,)	
a corporation,)	
)	
Respondents)	
_____)	

[PROPOSED] ORDER DISMISSING COMPLAINT

This matter comes before the Commission on Complaint Counsel’s and Respondents’ Joint Motion to Dismiss Complaint. Having considered the motion, it is hereby

ORDERED that the Joint Motion to Dismiss Complaint dated June 25, 2019, is **GRANTED** and the complaint is dismissed without prejudice.

By the Commission.

ISSUED: _____

April Tabor
Secretary

CERTIFICATE OF SERVICE

I hereby certify that on June 25, 2019, I filed the foregoing document electronically using the FTC's E-Filing System, which will send notification of such filing to:

April Tabor
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-135
Washington, D.C. 20580

I hereby certify that on June 25, 2019, I delivered via electronic mail a copy of the foregoing document to:

The Honorable D. Michael Chappell
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, H-106
Washington, D.C. 20580

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Counsel for Respondent MDC

Dated: June 25, 2019

By: /s/ David Owyang
David Owyang, Attorney

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CERTIFICATE FOR ELECTRONIC FILING

I certify that the electronic copy sent to the Secretary of the Commission is a true and correct copy of the paper original and that I possess a paper original of the signed document that is available for review by the parties and the adjudicator.

Dated: June 25, 2019

By: /s/ David Owyang
David Owyang, Attorney