

testimony taken of, any party or person in connection with the underlying investigation or the current litigation.

The following answers are based on Respondents' current knowledge. Additional information may be in documents that Respondents have not yet reviewed or received, or with witnesses Respondents have not yet interviewed and/or deposed. Respondents reserve the right to supplement their answers up to and through any hearing in this matter.

Subject to and without waiving these General Objections, or any other objection or claim

of privilege, Respondents hereby answer and object to Complainant Counsel's interrogatories as

follows.

ANSWERS TO INTERROGATORIES

1. Identify the line(s) of commerce, as that term is used in section 7 of the Clayton

Act, 15 U.S.C. § 12, in which Respondent Hospital de Business

3. For each "significant procompetitive efficiency," as that term is used in the Sixth Defense in the Answer, that Respondent Hospitals purportedly accomplished through the

~~Merger, identify the nature of the efficiency, the dollar amount of savings, the methodology~~

~~Respondents used to calculate that amount. Respondents' basis for attributing the efficiency to~~

~~the Merger and the individual(s) with the information relevant to this methodology and data~~

attributing the improvement to the Merger, and the individual(s) with the information relevant to the methodology and data used to make this attribution.

Answer: Defendants object to this interpretation on the ground that it is not relevant.

Defendants' Motion to Dismiss - Defendants' Motion to Dismiss - Defendants' Motion to Dismiss

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

REDACTED

8. Identify all financial obligations that, at the time of the Merger (or soon thereafter), HPH would have been unable to meet, the basis for Respondents' conclusion that

[REDACTED]

10. For each year from 1998 through 2003, identify the aggregate amount of revenues that each of the Respondent Hospitals received from the federal Medicare program and from the Illinois Medicaid program.

Respondents state that the parties have entered into a stipulation concerning interstate commerce and agreed that no answer to this interrogatory is required.

11. Identify each contract to which ENH Medical Group was a party for the provision of and payment for medical services.

Answer: Respondents object to this interrogatory on the ground that it is overbroad and unduly burdensome. Respondents also object to this interrogatory to the extent it seeks information that is not relevant to the subject matter of this litigation and not reasonably expected to yield information relevant to the allegations of the complaint, to the proposed relief, or to the defenses of any Respondent. Respondents further object on the ground that the burden of deriving or ascertaining the answer to this interrogatory is substantially the same for

REDACTED

14. Identify each clinical protocol that was developed by ENH Medical Group to assess the provision of care by an Independent Physician in his or her private practice. (For the purposes of this interrogatory, Respondents need not include the clinical protocols that were used exclusively for the assessment of physicians who were employees of Respondents or Faculty Practice Associates.)

Answer: Respondents object to this interrogatory on the ground that the burden of deriving or

unduly burdensome. Respondents also object on the ground that the burden of deriving or ascertaining the answer to this interrogatory is substantially the same for Complaint Counsel as for Respondents. See 16 C.F.R. § 3.35(c). Respondents further object to this interrogatory to the

Answer: Defendants object to this interrogatory on the grounds that it is overbroad and

[REDACTED]

17. Identify each way in which network utilization standards, quality goals, benchmarks, or other measurable performance goals employed by the ENH Medical Group improved the quality of care, reduced the cost of care, or otherwise improved the services delivered by the independent physicians affiliated with the ENH Medical Group.

Answer: Respondents object to this interrogatory on the grounds that it is overbroad and unduly burdensome. Respondents also object on the ground that the burden of deriving or ascertaining the answer to this interrogatory is substantially the same for Complaint Counsel as for Respondents. See 16 C.F.R. § 3.35(c). Respondents further object to this interrogatory to the extent that it seeks the premature discovery of expert testimony.

REDACTED

18. Identify each employment position at Respondent Hospitals that was eliminated as part of efficiency measures resulting from the Merger and, for each such position, identify the last person to hold that position, the aggregate compensation paid to that individual, 16 C.F.R. § 3.35(c)

[REDACTED]

[redacted]

[redacted]

conceded to track innocent assets by [redacted] or [redacted] as a result of [redacted]

[redacted]

[redacted]

[redacted]

Notwithstanding and subject to these objections and the General Objections listed above,

Defendants refer to Exhibit 2 attached hereto which is an index of EMU Medical Group's

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- (f) CX - 5075 (i.e., ENH JL 000874 - 000893).
- (g) ENH JL 000729 - 000748.
- (h) ENH JL 008184 - 008187.
- (i) ENH JL 001908 - 001912.
- (j) ENH JL 008106 - 008131.
- (k) ENH JL 001877 - 001878.

Answer: Respondents object to this interrogatory on the ground that it calls for legal conclusions, and that the contract documents at issue speak for themselves. Respondents also object on the ground that the burden of deriving or ascertaining the answer to this interrogatory is

potentially the same as Complaint/Counterclaim for Respondents. (C-16-000874, § 2.2.5.4)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Answer: Defendants object to this interrogatory on the ground that it is ambiguous and

Answer: Defendants also object on the ground that this interrogatory is overbroad and unduly

REDACTED

26. For each year in the relevant period, identify the amounts of bad debt and charity care recorded by Respondent Hospitals and the amount of bad debt that was re-recorded as charity care.

Answer: Respondents object to this interrogatory on the ground that it is overbroad and unduly burdensome. Respondents also object on the ground that the burden of deriving or

ascertaining the answer to this interrogatory is substantially the same for Complaint Counsel as for Respondents. See 16 C.F.R. § 3.35(c).

Notwithstanding and subject to these objections and the General Objections listed above

[REDACTED]

27. For each individual employee of Respondents or Faculty Practice Associates who received compensation (including fringe benefits) in excess of \$75,000 in fiscal year 1998

REDACTED

29. Identify each instance in which a health plan with which Respondent Hospitals

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

unduly burdensome to: (1) "set forth on a monthly basis" the identity of each company with

provided by that contract; (2) the scope of services covered by the contract; and (4) the

payments received from those services. Respondents further object on the ground that the

dollar amount of charity care actually furnished by Respondent Hospitals; and the reasons for changes (if any) in the budgeted or actual amount of charity care rendered by Respondent

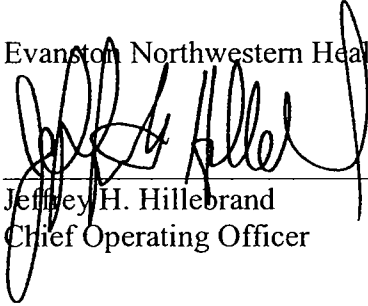
Answer. Defendants, subject to this interrogatory on the ground that it is irrelevant and

unduly burdensome. Defendants also object on the ground that the burden of defining an

VERIFICATION

I declare under penalty of perjury that the foregoing is true and correct to the best of my

Evanston Northwestern Healthcare Corporation



Jeffrey H. Hillebrand
Chief Operating Officer

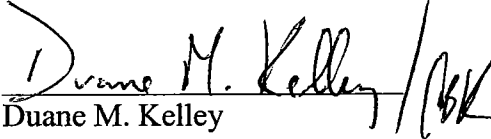
STATE OF
COUNTY OF

Subscribed and Sworn to before me on this 23rd day of August 2004.

L. Katie Gouech



Respectfully Submitted,

/CBK

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Counsel for Respondents

CERTIFICATE OF SERVICE

I hereby certify that on September 2, 2004, a copy of the foregoing *Respondents'*

Complaint was served on the *Respondents* at the *addresses* set forth in the *Complaint* and the *Respondents'*

otherwise indicated) by email and messenger service on:

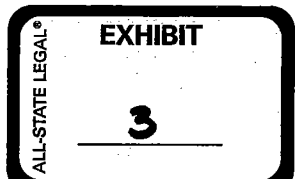
The Honorable Stephen J. McGuire
Chief Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave. NW (H-106)
Washington, DC 20580
(two courtesy copies delivered by messenger only)

Thomas H. Brock, Esq.
Federal Trade Commission
600 Pennsylvania, Ave. NW (H-374)
Washington, DC 20580
tbrock@ftc.gov

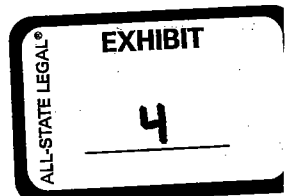
Philip M. Eisenstat, Esq.
Federal Trade Commission
601 New Jersey Avenue, N.W.
Room NJ-5235
Washington, DC 20580

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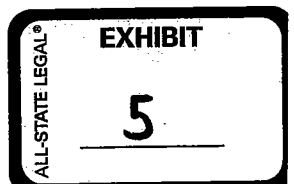
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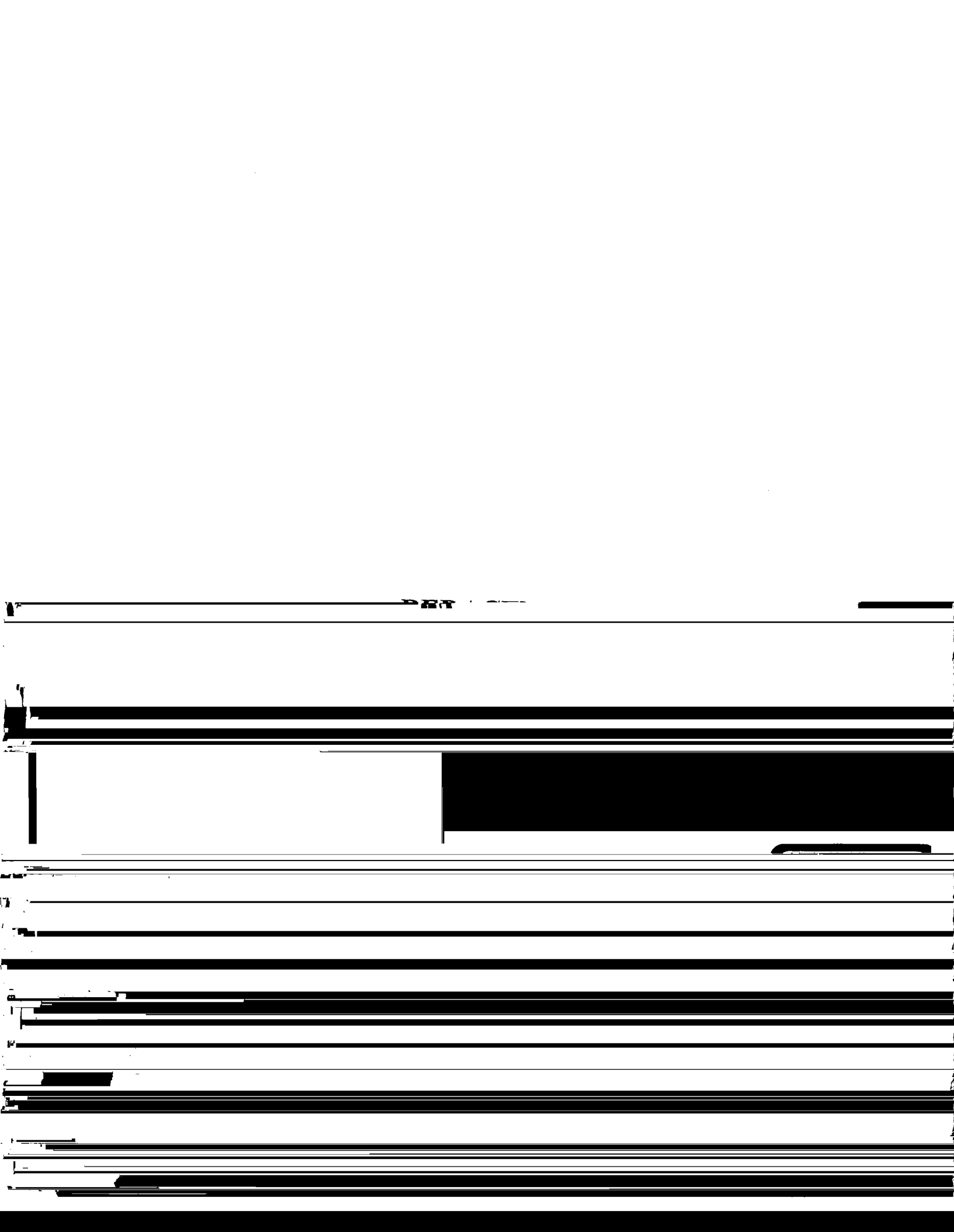


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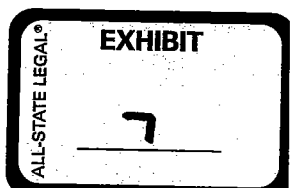


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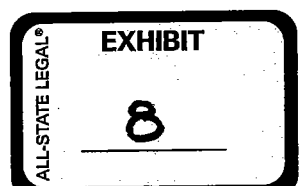




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