

ORIGINAL

FEDERAL TRADE COMMISSION

disclosure of which would harm UniCare. In support of this Motion, UniCare respectfully refers

the Court to the accompanying Declaration of Counsel and Demand Letters. 6

[REDACTED]

In re General Foods Corp., 95 F.T.C. 352, 355 (1980); *In the Matter of Bristol Meyers Co.*, 90

F.T.C. 455, 456 (1977). The following factors should be weighed in considering both

and materiality (1) the extent to which the information is known outside the applicant's

III. The UniCare Documents Meet the Standard for *In Camera* Treatment

The documents for which UniCare seeks *in camera* treatment relate almost exclusively to

one of the most critical and commercially sensitive aspects of UniCare's business: the prices and terms on which UniCare contracts for healthcare services for its members. Specifically the

documents at issue consist of 1) contracts with various healthcare providers in the Chicago metropolitan area, including Evanston Northwestern Healthcare, Northwestern Memorial Hospital,

Each of the subject documents has been maintained internally by UniCare in a

~~confidential manner, only being shared with those individuals responsible for the~~

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information contained within the document. The information was not made available to UniCare's competitors or other outside persons. As such, when legally compelled to produce the

compensates its various provider groups and how UniCare determines the rates it pays for healthcare services and the terms on which it contracts for such services -- a process that UniCare has invested many man-hours over many years to develop. UniCare's efforts in this regard have allowed it to gain a competitive advantage in the marketplace and better service its members. The public disclosure of any of this critically sensitive information would be highly detrimental to UniCare as it would provide both the healthcare providers with whom UniCare does or may contract and UniCare's competitors with sensitive information.

anyone serious and interested in UniCare's... 10... 11... 12... 13... 14... 15... 16... 17... 18... 19... 20... 21... 22... 23... 24... 25... 26... 27... 28... 29... 30... 31... 32... 33... 34... 35... 36... 37... 38... 39... 40... 41... 42... 43... 44... 45... 46... 47... 48... 49... 50... 51... 52... 53... 54... 55... 56... 57... 58... 59... 60... 61... 62... 63... 64... 65... 66... 67... 68... 69... 70... 71... 72... 73... 74... 75... 76... 77... 78... 79... 80... 81... 82... 83... 84... 85... 86... 87... 88... 89... 90... 91... 92... 93... 94... 95... 96... 97... 98... 99... 100...

expense, UniCare has cooperated with the discovery demands of both parties to this case,

documents have been made available for use by Complainant and Defendant.

clearly defined serious injury to UniCare. Accordingly, for the reasons set forth above and in the Declaration of Lenore Holt-Darcy, UniCare respectfully requests that this Court grant its motion directing *in camera* treatment for the subject documents.

Respectfully submitted,

**UNICARE HEALTH PLANS OF THE
MIDWEST, UNICARE HEALTH INSURANCE
COMPANY OF THE MIDWEST, and
UNICARE LIFE & HEALTH INSURANCE
COMPANY**

By: Elizabeth G. Dool
One of Their Attorneys

[PUBLIC]

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

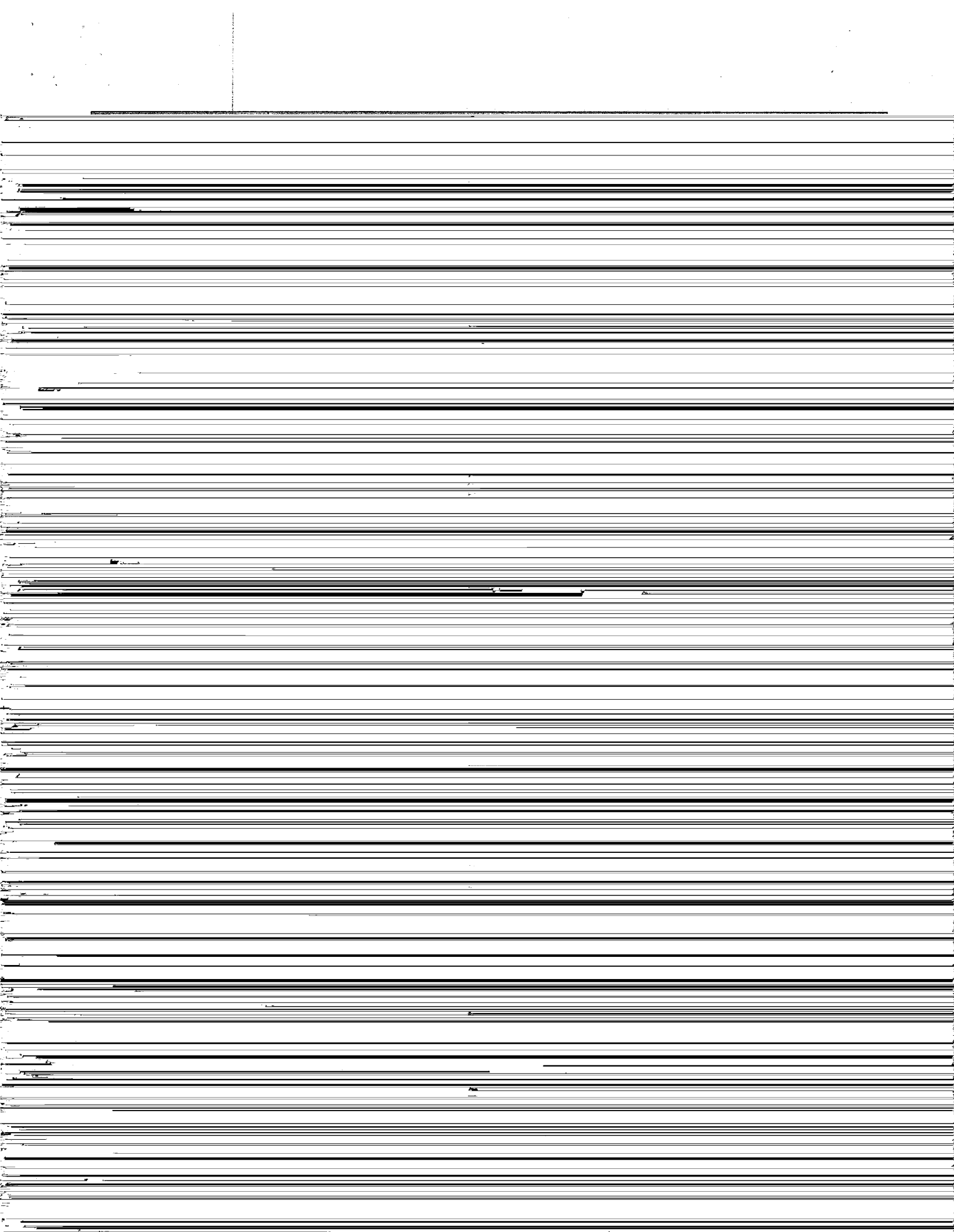
In the Matter of)
)
EVANSTON NORTHWESTERN HEALTHCARE)
CORPORATION,) Docket No. 9315
)
and) Honorable Stephen J. McGuire
)
ENH MEDICAL GROUP, INC.,)
Respondents.)

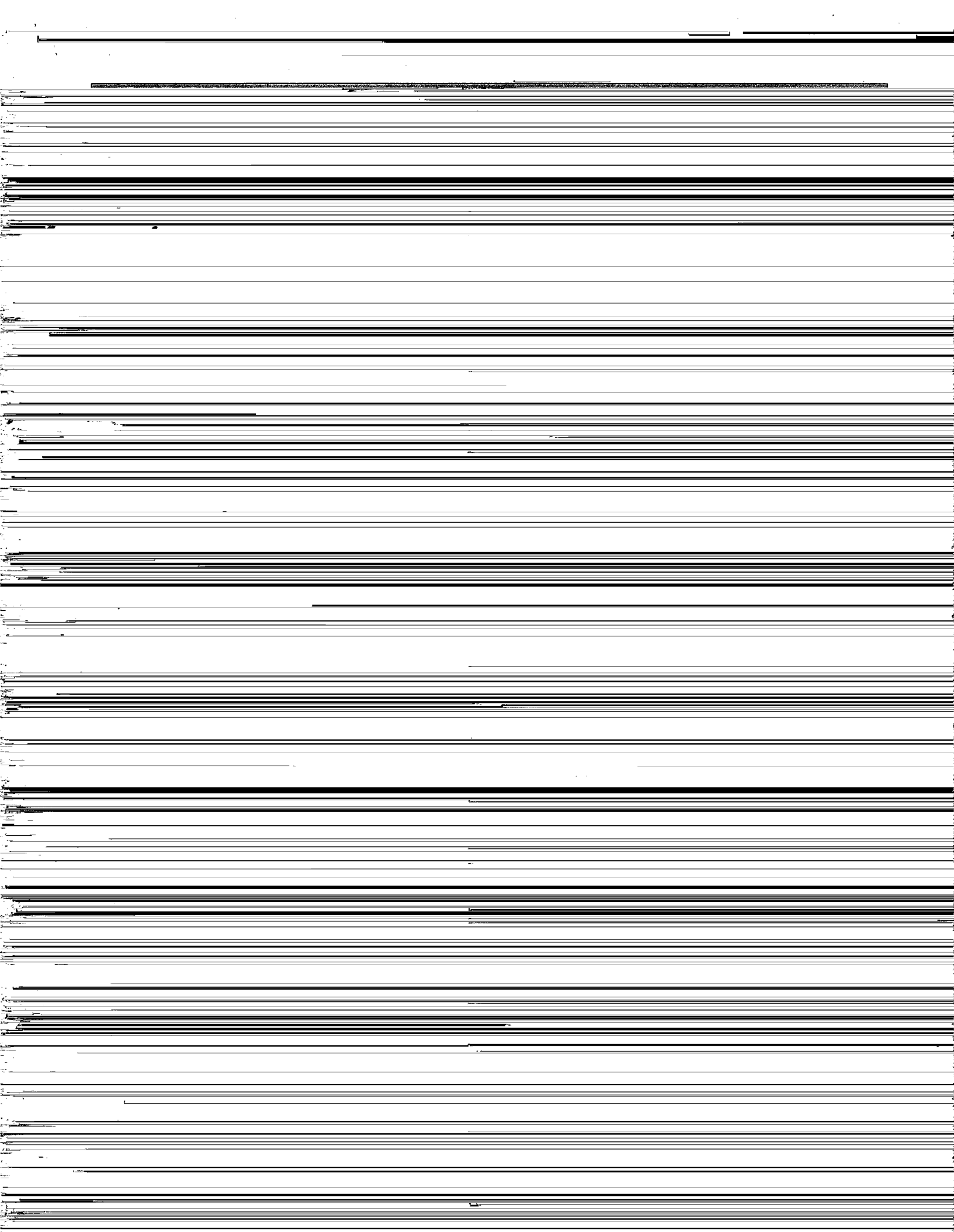
ORDER GRANTING NON-PARTY UNICARE'S MOTION

Exhibit 1

Exhibits Identified by Complaint Counsel







[PUBLIC]

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

In the Matter of:

EVANSTON NORTHWESTERN HEALTHCARE)
CORPORATION,)

) Docket No. 9315

and)

) Honorable Stephen J. McGuire

ENH MEDICAL GROUP, INC.,)
Respondents.)

DECLARATION OF LENORE HOLT-DARCY
IN SUPPORT OF NON-PARTY INICARE'S

DESIGNATED HEARING EXHIBITS

LENORE HOLT DARCY declares and states as follows:

treatment has been maintained internally by UniCare in a confidential manner, only being shared

with those individuals receiving the knowledge contained within the document. Additionally,

and profitability. Were a competitor to know with certainty (as opposed to unverified belief) the

pricing and contracting terms of UniCare, such a competitor would have gained an advantage at

secret. As discussed above, disclosure of these documents would result in

~~irreparable competitive injury to UniCare~~

2 Exhibit No. CY03202 is a contracting plan prepared by UniCare in connection

with its contract negotiations with ENH. This document was prepared for internal use only. The information contained in the contracting plan is highly confidential and proprietary to UniCare, as it outlines a specific negotiation strategy for contracting with a provider. Disclosure of UniCare's contracting plan to ~~UniCare's competitors or other providers would result in a serious competitive~~

structure which UniCare considers to be highly confidential. In all cases, the letters disclose confidential communications between UniCare and these

providers concerning the terms and conditions of their contracts with UniCare

Disclosure of this information, which UniCare considers and treats as

Confidential information, should it fall into the

contained in these documents will result in loss of business advantage and serious irreparable injury to UniCare.

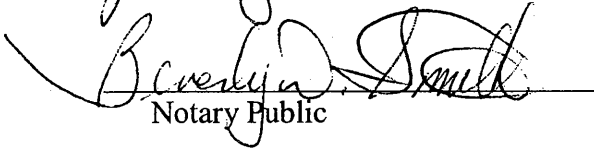
I declare, under penalty of perjury, that the above statements are true and correct.

EXECUTED this 3rd day of January, 2005, in Chicago, Illinois.


LENORE HOLT-DARCY

SUBSCRIBED AND SWORN to

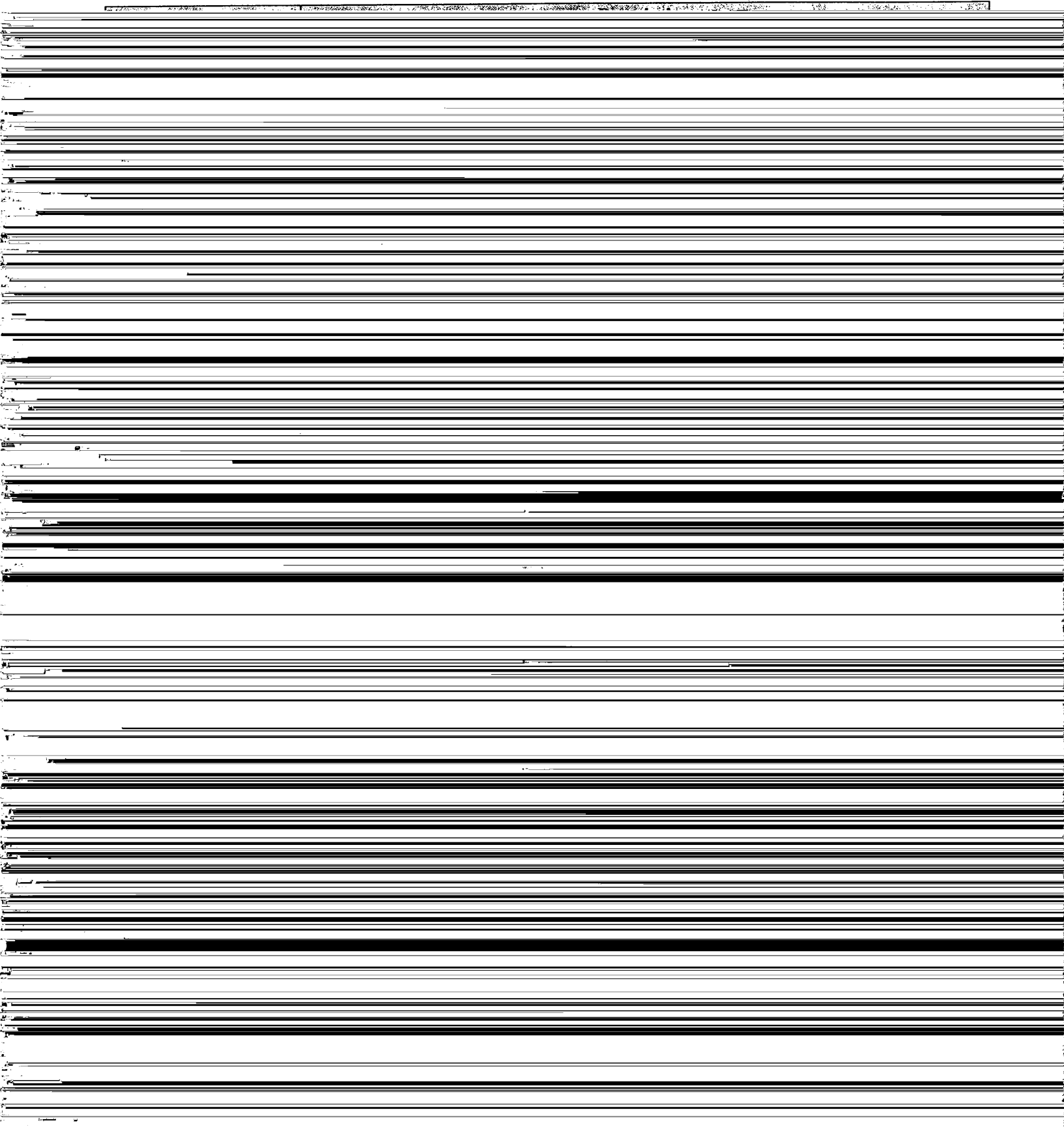
before me this 3rd day of
January, 2005.


Notary Public



ATTACHMENT A

Exhibits Identified by Complaint Counsel



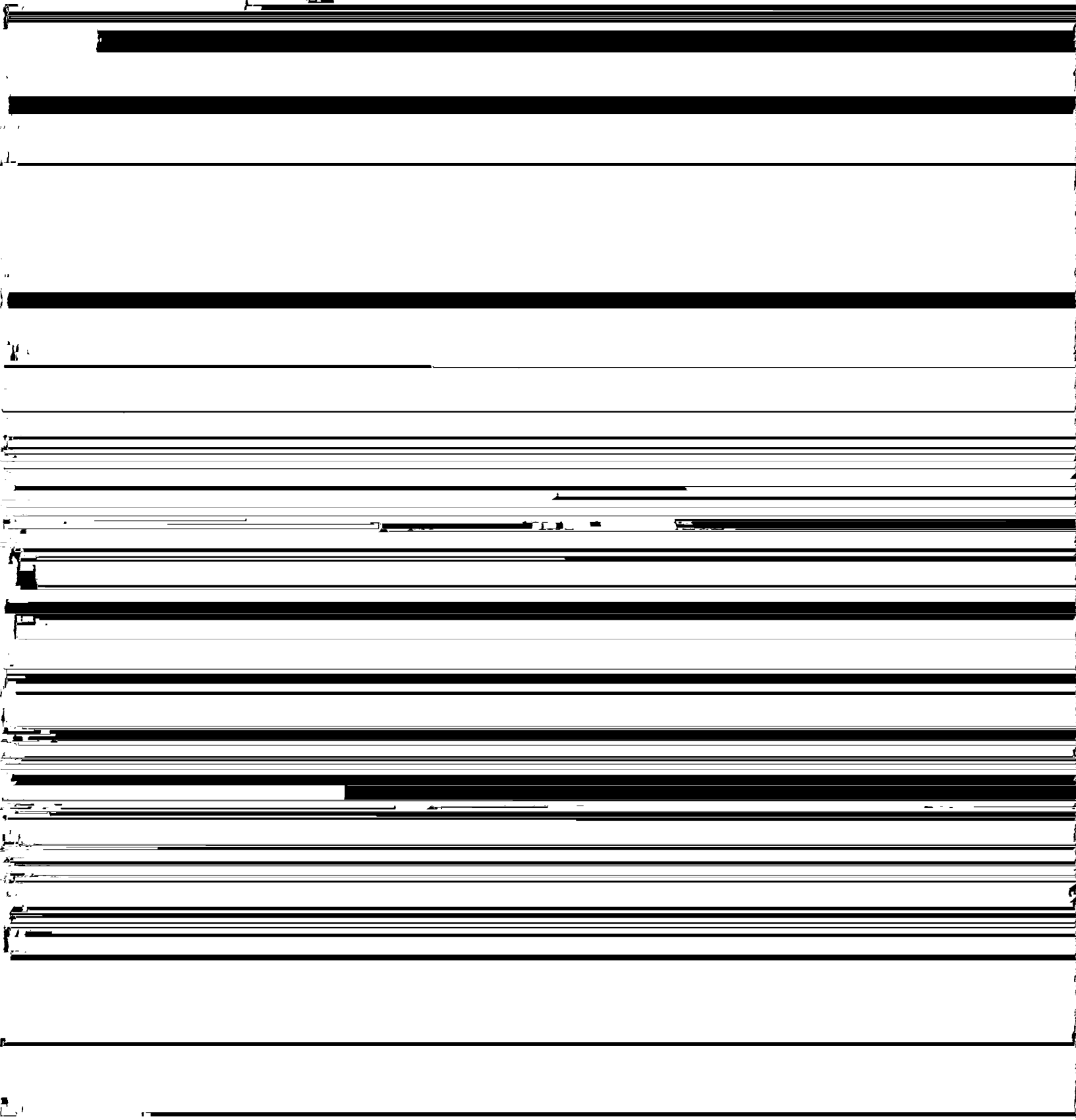
<u>Trial Exhibit No.</u>	<u>Description</u>
RX0321*	Hospital Participation Agreement between Rush Prudential HMO, Inc., Rush Prudential Insurance Company and Loyola University Medical Center/Foster G. McGaw Hospital dated 3/1/98

*RX0321 has not been disclosed by counsel for Respondents as one they intend to use at the administrative trial. RX0321, however, was subsequently identified in a subpoena to UniCare as a document which Respondents seek to authenticate. Although not apparent in the copy provided, RX0321 was produced by UniCare as WLP002890-WLP002914. UniCare believes that Respondents may attempt to use RX0321 at trial and therefore included it in their motion.

CERTIFICATE OF SERVICE

I, Elizabeth G. Doolin, hereby certify that on January 3, 2005, I caused copies of:

1. Mr. Peter H. G. ... Motion for In Camera Treatment of Certain



Washington, DC 20580
(Served via FedEx overnight delivery)

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Elizabeth G. Doolin