
Rockford Health System,
a corporation.
_____)

NON-PARTY DELOITTE CONSULTING LLP'S UNOPPOSED
MOTION FOR IN CAMERA TREATMENT OF CONFIDENTIAL DOCUMENTS

I. Introduction

Deloitte Consulting LLP ("Deloitte Consulting"), which is not a party to the above captioned action, requests that the Court grant in camera treatment to portions of Deloitte Consulting's documents that the parties have designated for possible introduction into evidence in the administrative trial in this matter. Specifically, Deloitte Consulting requests in camera treatment of a limited number of pages of five confidential documents and select testimony from the deposition of its designated representative Amy Shaw Feirn (the "Confidential Documents").

As explained below and in the attached Declaration of Amy Shaw Feirn (Exhibit A), the information contained in these documents is competitively sensitive and held in strict confidence by Deloitte Consulting. These documents were designated as confidential when produced to Deloitte Consulting. Public disclosure of the confidential portions of these documents is likely to cause serious and direct harm to Deloitte Consulting's competitive position. Accordingly, pursuant to 16 C.F.R. § 3.45(b), Deloitte Consulting moves the Court to grant in camera

Id. A non-party requesting camera

the following pages be afforded camera treatment due to their disclosure of details regarding the Proprietary Integration Process:

- Ex. B, at PX4264-008 through 017, 020, and 032 through² 039;
- Ex. C, at PX4265-002 through 006, and 009 through 010;
- Ex. D, at PX4267-006, and 030 through 034³ and
- Ex. E, at 46:10–50:15 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

The Proprietary Integration Process' multiple steps and sub-steps are described in detail

involving other clients. Ex. A, Feirn Dec., ¶ 5. Deloitte4 -2.3 Tdl(t)-3(t)-T1_()-1254()--1444()-4110(6

2. € Deloitte Consulting has preserved the Secrecy of the information in the Confidential Documents.

Deloitte Consulting has taken substantial measures to guard the secrecy of the Proprietary Integration Process, its billing rates, and information regarding its other consulting clients.

¶ 7. Deloitte Consulting limits dissemination of all three above-described classes of information and takes every reasonable step to protect the confidentiality of this information. This information is only rarely made available to the public in any way and it would be very difficult for Deloitte Consulting's competitors to ascertain this information. Id.

3. € Disclosure of the Confidential Documents would likely result in serious competitive injury to Deloitte Consulting.

Deloitte Consulting has expended considerable time and effort developing the Proprietary Integration Process, setting its billing rates at a competitive position, and maintaining the confidentiality of its work for other clients. Id. at ¶ 8. The descriptions of this information in the Confidential Documents is sufficiently material to Deloitte Consulting's business that disclosure would likely result in serious competitive injury.

Making information regarding the Proprietary Integration Process public would disclose to Deloitte Consulting's competitors the details of a well-developed and highly valuable process that Deloitte Consulting continues to market to clients. Id. at ¶ 9. Methodologies such as the one embodied in the Proprietary Integration Process are some of the most important components of the bundle of services Deloitte Consulting offers to clients in the health care industry, in which Deloitte Consulting is a market leader. Id. If other consulting firms gained access to the description of the Proprietary Integration Process, Deloitte Consulting would suffer a serious and direct injury. Id. Deloitte Consulting's competitors would adapt aspects of the Proprietary

Integration Process for their own use and capitalize on their knowledge of the process to gain an advantage when seeking new business. Id.

Disclosure of the details of Deloitte Consulting's confidential client relationships and the consulting work performed for other clients would cause similar harm to Deloitte Consulting. Id. at ¶ 10. Unless otherwise required by law or permitted by the client, Deloitte Consulting keeps confidential the identities of its clients and the details of the services it provides. If this information were publicly disclosed in this proceeding it would damage relationships with past, current and prospective clients and potentially place the clients whose information is disclosed at a competitive disadvantage. Id. Such disclosure would also give Deloitte Consulting's competitors a window into Deloitte Consulting's client base and focus. Id.

Likewise, if Deloitte Consulting's billing rates and fee estimates were disclosed to its

give other companies the benefit of [the applicant's] labors" are good candidates for camera treatment. In re General Foods, 1980 FTC LEXIS 99, *7-8 (March 10, 1980).

4. € Any public interest in disclosure of the Confidential Documents is outweighed by the substantial likelihood of serious harm to Deloitte Consulting.

As a non-party requesting camera treatment for its confidential business information, Deloitte Consulting deserves "special solicitude" for its confidential business information. See

In the Matter of Kaiser Aluminum, 103 F.T.C. 500. In camera treatment of information for

IV. Conclusion

For the foregoing reasons, Deloitte Consulting respectfully requests that the following pages of its Confidential Documents receive the same treatment for a five-year period if they are introduced into evidence in this proceeding:

1. Documents related to Deloitte Consulting's Proprietary Integration Process
 - Ex. B, at PX4264-008 through 017, 020, and 032 through 039 (also marked as DC000049 through 58, 61, and 73 through 80);
 - Ex. C, at PX4265-002 through 006, and 009 through 010;
 - Ex. D, at PX4267-006, and 030 through 031 (also marked as DC000006, 30 through 31); and
 - Ex. E, at 46:10–50:15 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027.

 2. Documents related to Deloitte Consulting's other clients
 - Ex. B, at PX4264-028 through 031 (also marked as DC000069 through 72);
 - Ex. D, at PX4267-023 through 027 (also marked as DC000023 through 27);
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Respectfully submitted,

A handwritten signature in black ink, appearing to read "Timothy W. Mountz", is written over a thick black horizontal line.

Timothy W. Mountz
State Bar No. 14604300
t.mountz@bakerbotts.com
Charles D. Strecker
State Bar No. 24066157
charles.strecker@bakerbotts.com
BAKER BOTTS L.L.P.
2001 Ross Avenue
Dallas, Texas 75201
Telephone: 214-953-6500
Facsimile: 214-953-6503

Counsel for Non-Party
Deloitte Consulting LLP

CERTIFICATE OF SERVICE

The undersigned, an attorney, certifies that a true and correct copy of the foregoing was served on the following individuals by hand-delivery on March 23, 2012:

Donald S. Clark
Secretary
FEDERAL TRADE COMMISSION
600 Pennsylvania Ave., NW, Room 172
Washington, DC 20580

Hon. D. Michael Chappell
Chief A-505(t -3(e)3(f)2(A)1(-505(t -3(13(l)-2a)3



CERTIFICATE OF CONFERENCE

UNITED STATES OF AMERICA•
BEFORE THE FEDERAL TRADE COMMISSION•
OFFICE OF ADMINISTRATIVE LAW JUDGES•

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2. Documents related to Deloitte Consulting's other clients

- Ex. B to Deloitte Consulting's Motion, at PX4264-028 through 031 (also marked as DC000069 through 72);
- Ex. D to Deloitte Consulting's Motion, at PX4267-023 through 027 (also marked as DC000023 through 27);
- Ex. E to Deloitte Consulting's Motion, at 70:14–71:1; 97:15–98:7 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027; and
- Ex. G to Deloitte Consulting's Motion, at PX4263-004.

3. Documents related to Deloitte Consulting's billing rates and fees

- Ex. D to Deloitte Consulting's Motion, at PX4267-029 (also marked as DC000029);
- Ex. E to Deloitte Consulting's Motion, at 42:16–43:10; 85:1–3 of the Deposition of Amy Shaw Feirn marked as PX4065-001 through 027;
- Ex. F to Deloitte Consulting's Motion, at PX4266-001; and
- Ex. G to Deloitte Consulting's Motion, at PX4263-001

In cameratreatment of this information is warranted for five years because disclosure of this information to the public and to Deloitte's Consulting's competitors in the next several years would place Deloitte Consulting at a competitive disadvantage.

SO ORDERED.

Entered this ____ day of _____, 2012.

D. Michael Chappell
Chief Administrative Law Judge

Exhibit A●

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

In the Matter of

OSF Healthcare System,
a corporation,

and
Ascension Health System,
a corporation.

Docket No. 9349
PUBLIC DOCUMENT

DECLARATION OF AMY SHAW DEIRN

A Declaration based on

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DECLARATION OF AMY SHAW DEIRN

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are three categories of confidential information (the Confidential Documents). There

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DECLARATION OF AMY SHAW DEIRN

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Documents: (1) Deloitte Consulting's proprietary "Process for Integration of

Operations and Management" separately-owned or operated health care

Documents marked for potential introduction into evidence by the parties

disclose Deloitte Consulting's proprietary "Integration Process":

- Ex. B, PX4264;¹
- Ex. C, PX4265;
- Ex. D, PX4267²; and
- Ex. E, the Deposition of Amy [REDACTED].

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

at a competitive disadvantage. Such disclosure would also give Deloitte Consulting's competitors a window into Deloitte Consulting's client base and focus.

11. Likewise, if Deloitte Consulting's billing records are disclosed to competitors,

Deloitte Consulting's client base and focus would be disclosed to competitors.

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Exhibit B

[Redacted]

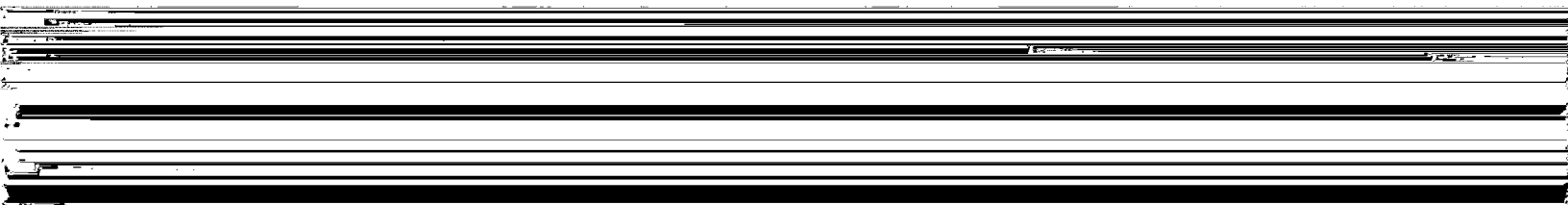


Exhibit C

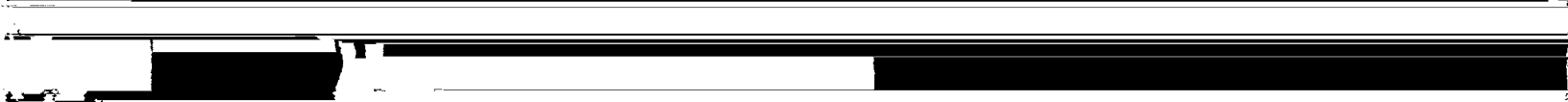
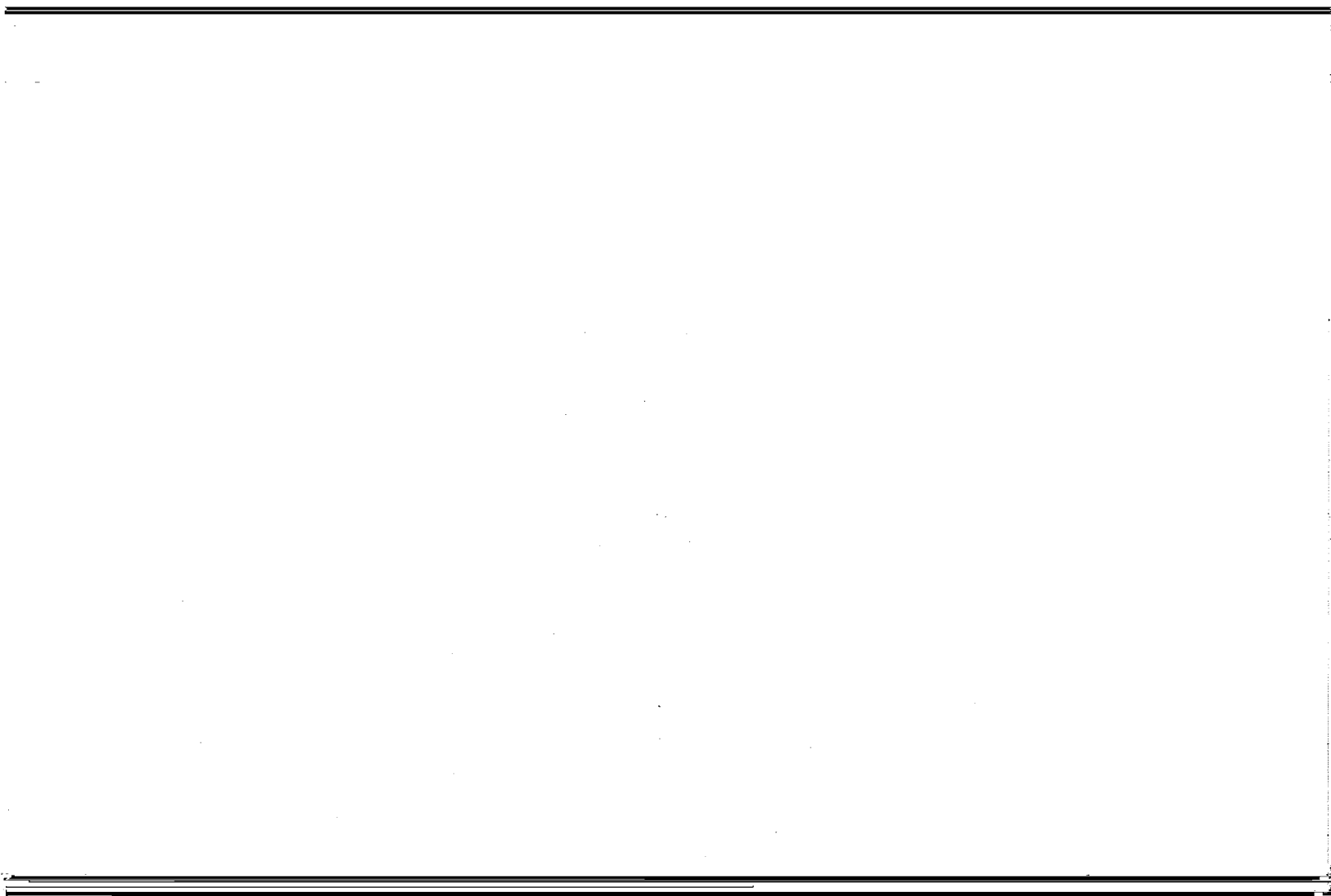
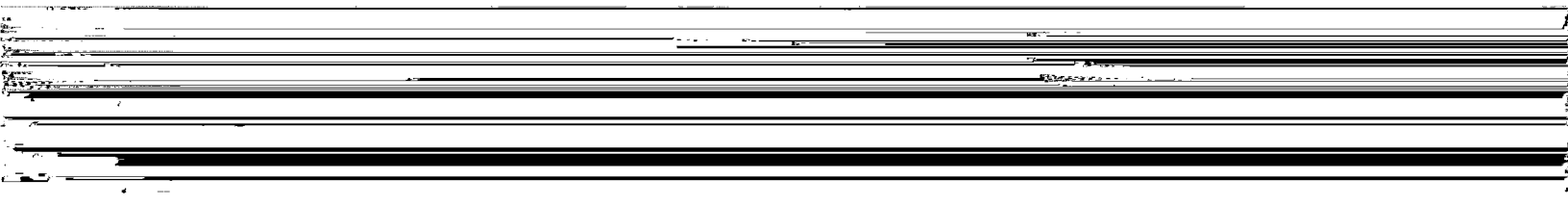


Exhibit D

[Redacted]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

Exhibit F



[Redacted]