

UNITED STATES OF AMERICA

The Commission issued an order on May 6, 2016 (“May 6 Order”) continuing the

2016, submitted post-hearing briefs and proposed findings of facts and conclusions of law on May 18, 2016, and presented closing arguments on May 25, 2016. The District Court has now

treatment of any material they do not want presen

Dated: May 27, 2016

/s/ Robert McCann

Robert W. McCann, Esq.
Kenneth M. Vorrasi, Esq.
Drinker Biddle & Reath LLP
1500 K Street, NW
Washington, DC 20005
Telephone: (202) 842-8800
Email: Robert.McCann@dbr.com
Email: Kenneth.Vorrasi@dbr.com

/s/ Robert Robertson

J. Robert Robertson, Esq.
Leigh Oliver, Esq.
Hogan Lovells US LLP
555 13th Street, NW
Washington, DC 20001
Telephone: (202) 637-5774
Email: robby.robertson@hoganlovells.com

*Counsel for Respondents Advocate Health Care
Network and Advocate Health and Hospitals
Corporation*

/s/ David E. Dahlquist

David E. Dahlquist, Esq.
Michael Pullos, Esq.
Winston & Strawn LLP
35 W. Wacker Drive
Chicago, IL 60601
Telephone: (312) 558-5660
Email: Ddahlquist@winston.com
Email: mpullos@winston.com

*Counsel for Respondent NorthShore University
HealthSystem*

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Maureen K. Ohlhausen
Terrell McSweeney

In the Matter of)	
)	
Advocate Health Care Network, a corporation;)	Docket No. 9369
)	
Advocate Health and Hospitals Corporation, a corporation;)	
)	
and)	
)	
NorthShore University HealthSystem, a corporation.)	
)	
)	

[PROPOSED] ORDER GRANTING JOINT EXPEDITED MOTION FOR A 26-DAY CONTINUANCE OF ADMINISTRATIVE PROCEEDINGS

Good cause having been shown,

IT IS HEREBY ORDERED THAT Complaint Counsel’s and Respondents’ Joint Expedited Motion for a 26-Day Continuance of Administrative Proceedings is **GRANTED**; and

- (1) Commencement of the evidentiary hearing in this matter is moved from June 15, 2016 to July 11, 2016; and
- (2) All other proceedings in this matter are continued for 26 days from the date of this order.

By the Commission.

Donald S. Clark
Secretary

ISSUED:

EXHIBIT A

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

COMMISSIONERS: Edith Ramirez, Chairwoman
Maureen K. Ohlhausen
Terrell McSweeney

In the Matter of)	
)	
Advocate Health Care Network,)	Docket No. 9369
a corporation;)	
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Advocate Health and Hospitals Corporation,)	
a corporation;)	
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and)	
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NorthShore University HealthSystem,)	
a corporation.)	

JOINT EXPEDITED MOTION FOR A 22-DAY STAY OF ADMINISTRATIVE PROCEEDINGS

Pursuant to Rule 3.41 of the Federal Trade Commission’s (“FTC” or “Commission”) Rules of Practice, Complaint Counsel and Respondents, Advocate Health Care Network (“AHCN”), Advocate Health and Hospitals Corporation (“AHC,” and together with AHCN, “Advocate”), and NorthShore University HealthSystem (“NorthShore”), jointly move for a 22-day postponement of the commencement of the administrative trial currently scheduled to begin on May 24, 2016, to June 15, 2016. This brief postponement may avoid significant expense and

automatically stayed or withdrawn on the request of the Respondents. *See also* FTC Revisions to Rules of Practice, 80 Fed. Reg. 15,157, 15,158 (Mar. 23, 2015). Therefore, regardless of whether the District Court grants or denies the injunction, the administrative proceeding either will be rendered moot by the merging parties abandoning the transaction or may be stayed pending any appeal. Even if the Commission determines to proceed with the administrative litigation following denial of the preliminary injunction motion, this brief stay will not hamper the Commission's ultimate ability to obtain relief and will avoid starting the trial only to have it likely stayed pursuant to Rule 3.26.

ARGUMENT

Expedited consideration is appropriate because, unless this brief stay of the administrative proceedings is granted, numerous non-parties that have been notified by the Parties that their confidential material may be used at the trial are required to move by May 16, 2016, for

RELIEF REQUESTED

For all the reasons foregoing, Complaint Counsel and Respondents jointly and respectfully request that the Commission exercise its discretion under Rule 3.41(b) and/or Rule 3.41(f) to postpone commencement of the administrative hearing by 22 days, or until such later date as may be convenient for the Chief Administrative Law Judge and the Commission.

Complaint Counsel and Respondents also request that interim pre-trial deadlines be stayed for 22 days.

Dated: April 27, 2016

~~/s/ Robert J. ...~~ TEB ~~Rule~~

/s/ Dan Webb

Dan K. Webb, Esq.

David E. Dahlquist, Esq.

Winston & Strawn LLP

35 W. Wacker Drive

Chicago, IL 60601

Telephone: (312) 558-5660

Email: Ddahlquist@winston.com

*Counsel for Respondent NorthShore University
HealthSystem*

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION

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In the Matter of)	
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Advocate Health Care Network,)	Docket No. 9369
a corporation;)	
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Advocate Health and Hospitals Corporation,)	
a corporation;)	
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and)	
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NorthShore University HealthSystem,)	
a corporation.)	
_____)	

**[PROPOSED] ORDER GRANTING JOINT EXPEDITED MOTION FOR A 22-DAY
STAY OF ADMINISTRATIVE PROCEEDINGS**

Good cause having been shown,

IT IS HEREBY ORDERED THAT Complaint Counsel’s and Respondents’ Joint Expedited Motion for a 22-Day Stay of Administrative Proceedings is **GRANTED**; and

- (1) Commencement of the evidentiary hearing in this matter is moved from May 24, 2016 to June 15, 2016; and

(2) All other proceedings in this matter are stayed for 22 days from the date of this order.

By the Commission.

Donald S. Clark
Secretary

ISSUED:

EXHIBIT A

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IN THE United STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FEDERAL TRADE COMMISSION and)	
STATE OF ILLINOIS,)	
)	
Plaintiffs,)	
)	
v.)	No. 15 C 11473
)	
ADVOCATE HEALTH CARE NETWORK,)	
ADVOCATE HEALTH AND HOSPITALS)	
CORPORATION, and NORTHSORE)	
UNIVERSITY HEALTHSYSTEM,)	Chicago, Illinois
)	April 20, 2016
Defendants.)	10:15 a.m.

VOLUME 7
TRANSCRIPT OF PROCEEDINGS - PRELIMINARY INJUNCTION HEARING
BEFORE THE HONORABLE JORGE L. ALONSO

APPEARANCES:

For the Plaintiff	FEDERAL TRADE COMMISSION
FTC:	BY: MR. JAMES THOMAS GREENE
	MR. CHRISTOPHER JOHN CAPUTO
	MR. DANIEL ZACH
	MR. KEVIN HAHM
	MR. SEAN PUGH
	MS. EMILY CATHERINE BOWNE
	MS. SOPHIA VANDERGRIFT
	MR. ALEXANDER JAMES BRYSON
	600 Pennsylvania Avenue, NW
	Washington, D.C. 20580
	(202) 326-5196
	FEDERAL TRADE COMMISSION
	BY: MR. DANIEL JOHN MATHESON
	400 7th Street, SW
	Washington, D.C. 20003
	(202) 326-2460
For the Plaintiff	ILLINOIS ATTORNEY GENERAL'S OFFICE
State of Illinois:	BY: MR. ROBERT W. PRATT
	100 West Randolph Street
	13th Floor
	Chicago, Illinois 60601
	(312) 814-3722

Nancy C. LaBella, CSR, RMR, CRR
Official Court Reporter
219 South Dearborn Street, Room 1222
Chicago, Illinois 60604
(312) 435-6890

Nancy LaBella@ilnd.uscourts.gov

1 APPEARANCES: (Continued)

2 For the Defendant
3 Advocate:

HOGAN LOVELLS US LLP
BY: MR. JOHN ROBERT ROBERTSON
MR. ROBERT FREDERICK LEIBENLUFT
MS. LEIGH L. OLIVER
MS. KIMBERLY D. RANCOUR
555 Thirteenth Street, NW
Washington, D.C. 20004
(202) 637-5600

6

7

DRINKER BIDDLE & REATH LLP
BY: MR. ROBERT WALTER McCANN
MR. JOHN LEROY ROACH
MR. JONATHAN HAROLD TODT
MR. KENNETH MARK VORRASI
1500 K Street
Suite 1100
Washington, D.C. 20005
(202) 230-5149

10

11

12

DRINKER BIDDLE & REATH LLP
BY: MR. DANIEL J. DELANEY
191 North Wacker Drive
Suite 3700
Chicago, Illinois 60606
(312) 569-1175

13

14

15 For the Defendant
16 NorthShore:

WINSTON & STRAWN LLP
BY: MR. DAN K. WEBB
MR. DAVID EDWARD DAHLQUIST
MR. MARK WILLIAM LENIHAN
MR. MICHAEL S. PULLOS
MS. LAURA B. GREENSPAN
MS. CONOR A. REIDY
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5600

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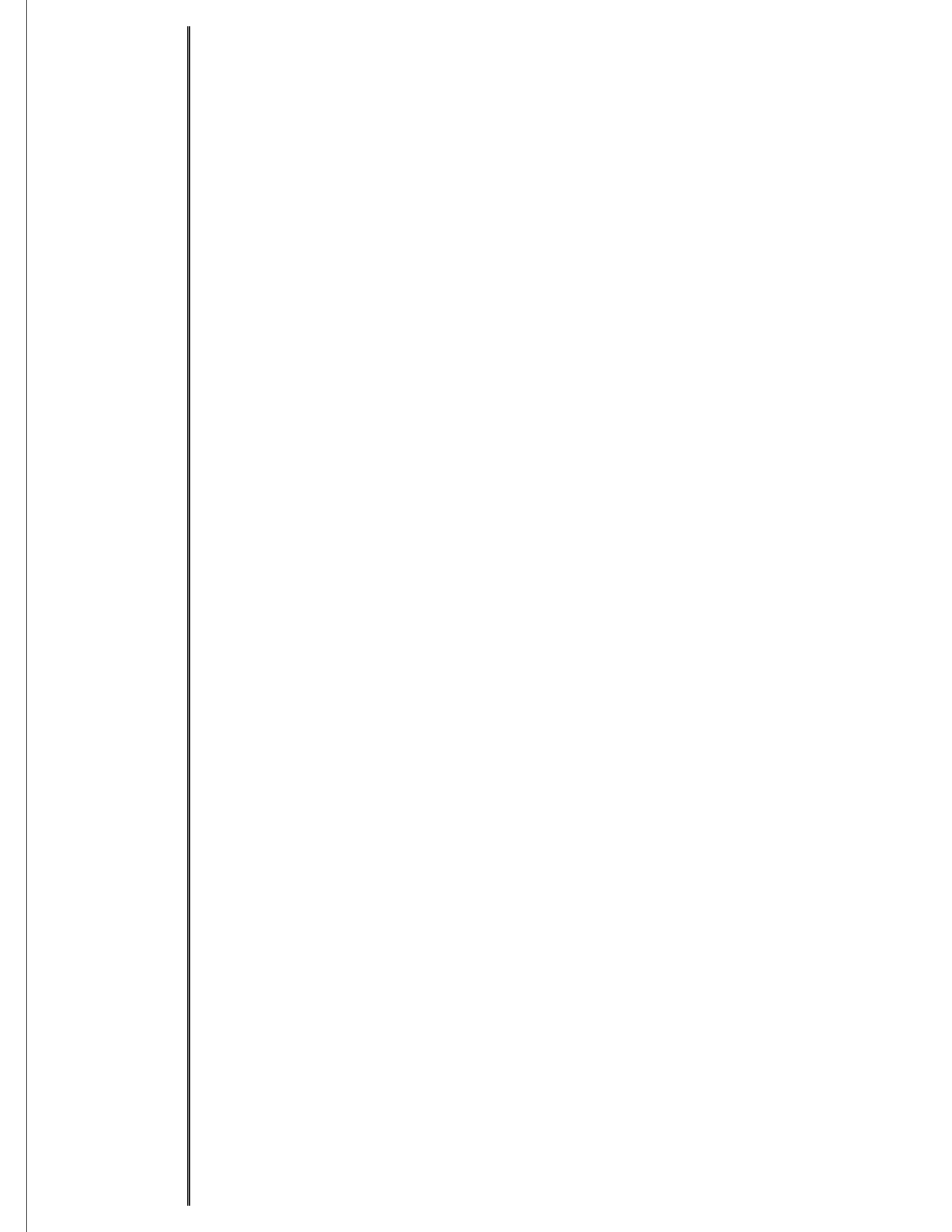
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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FEDERAL TRADE COMMISSION and)	
STATE OF ILLINOIS,)	
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Plaintiffs,)	
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v.)	No. 15 C 11473
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ADVOCATE HEALTH CARE NETWORK,)	
ADVOCATE HEALTH AND HOSPITALS)	
CORPORATION, and NORTHSHORE)	
UNIVERSITY HEALTHSYSTEM,)	Chicago, Illinois
)	April 11, 2016
Defendants.)	1:00 p.m.

VOLUME 1
TRANSCRIPT OF PROCEEDINGS - PRELIMINARY INJUNCTION HEARING
BEFORE THE HONORABLE JORGE L. ALONSO
APPEARANCES:

For the Plaintiff	FEDERAL TRADE COMMISSION
FTC:	BY: MR. JAMES THOMAS GREENE
	MR. CHRISTOPHER JOHN CAPUTO
	MR. DANIEL ZACH
	MR. KEVIN HAHM
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2 For the Defendant
3 Advocate:

HOGAN LOVELLS US LLP
BY: MR. JOHN ROBERT ROBERTSON
MR. ROBERT FREDERICK LEIBENLUFT
MS. LEIGH L. OLIVER
MS. KIMBERLY D. RANOUR
555 Thirteenth Street, NW
Washington, D.C. 20004
(202) 637-5600

6

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DRINKER BIDDLE & REATH LLP
BY: MR. ROBERT WALTER McCANN
MR. JOHN LEROY ROACH
MR. JONATHAN HAROLD TODT
MR. KENNETH MARK VORRASI
1500 K Street
Suite 1100
Washington, D.C. 20005
(202) 230-5149

10

11

12

DRINKER BIDDLE & REATH LLP
BY: MR. DANIEL J. DELANEY
191 North Wacker Drive
Suite 3700
Chicago, Illinois 60606
(312) 569-1175

13

14

15 For the Defendant
16 NorthShore:

WINSTON & STRAWN LLP
BY: MR. DAN K. WEBB
MR. DAVID EDWARD DAHLQUIST
MR. MARK WILLIAM LENIHAN
MR. MICHAEL S. PULLOS
MS. LAURA B. GREENSPAN
MS. CONOR A. REIDY
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5500

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4 the AOJ to do a decision, have an argument to the commission,
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6 -- and it takes a long time to get to a court after all that.
7 By that time this case -- this deal is done.

8 If the FTC still thinks that they're right, give our
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CERTIFICATE OF SERVICE

I hereby certify that on April 27, 2016, I caused the foregoing document to be electronically filed with the Secretary of the Commission using the Federal Trade Commission's e-filing system, causing the document to be served on all of the following registered participants:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Ave., NW, Rm. H-113
Washington, DC 20580

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Ave., NW Rm. H-110
Washington, DC 20580

I also certify that I delivered via elec

Chicago, IL 60601
Telephone: (312) 558-5660
Email: Ddahlquist@winston.com

*Counsel for Respondent NorthShore University
HealthSystem*

CERTIFICATE FOR ELECTONIC 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.

April 27, 2016

By: s/ Emily Bowne

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Edith Ramirez, Chairwoman**
 Maureen K. Ohlhausen
 Terrell McSweeney

<p>In the Matter of</p> <p style="padding-left: 40px;">Advocate Health Care Network, a corporation;</p> <p>Advocate Health and Hospitals Corporation, a corporation;</p> <p style="text-align: center;">and</p> <p style="padding-left: 40px;">NorthShore University HealthSystem, a corporation.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Docket No. 9369</p>
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ORDER GRANTING CONTINUANCE

On December 17, 2015, the Commission issued an administrative complaint alleging that an affiliation agreement by the Respondents violates Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and, if consummated, would violate Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the FTC Act. On December 21, 2015, pursuant to Section 13(b) of the FTC Act and Section 16 of the Clayton Act, the Commission filed a complaint in United States District Court for the Northern District of Illinois seeking a temporary restraining order and a preliminary injunction to prevent Respondents from consummating their proposed merger until final resolution of this administrative proceeding. Compl., *FTC v. Advocate Health Care Network*, No. 1:15-cv-11473 (N.D. Ill.) (Dec. 21, 2015). In accordance with Commission Rule 3.11(b) (4), the evidentiary hearing is scheduled to begin on May 24, 2016.

On March 18, 2016, the Commission denied without prejudice a motion by Respondents to stay the administrative hearing pending a ruling by the district court on the Commission’s request for a preliminary injunction.¹ The parties have now filed a Joint Expedited Motion

¹ *Advocate Health Care Network*, Docket No. 9369, Commission Order Denying Motion To Stay the Administrative Hearing (Mar. 18, 2016).

seeking a 22-day continuance of the administrative hearing and related pre-hearing deadlines,² citing the fact that the district court hearing on the Commission's motion for preliminary injunction has yet to conclude.³ Respondents represent that if the district court grants the preliminary injunction motion, they will abandon the proposed transaction. They further assert that, if the district court denies the preliminary injunction motion, they will file a motion pursuant to Commission Rule 3.26, which would trigger either a possible withdrawal of this matter from adjudication or a stay, pending further action by the Commission.

In support of their request for a continuance, the parties argue that, should the evidentiary hearing become moot, the requested continuance could relieve third parties of the burden and cost associated with preparing witnesses to testify and filing motions for *in camera* treatment of their confidential materials, which would need to commence soon under the current schedule. The parties also argue that a continuance would not prejudice the Commission, even if the adjudication of this matter were to proceed.

Although the Commission is committed to moving forward as expeditiously as possible with adjudicative proceedings,⁴ we find there is good cause here to grant the requested continuance of the administrative hearing and related deadlines. A short continuance would allow additional time for the district court to complete its proceeding and issue a ruling, which could obviate the need for an administrative hearing. Additionally, a short delay in the start of the administrative hearing would not harm the Commission or the public interest should it be necessary for the administrative adjudication to go forward. We note, however, that a more significant delay may not be justified as our rules contemplate that both district court and administrative proceedings can proceed in parallel.

Accordingly, **IT IS HEREBY ORDERED** that the evidentiary hearing shall commence on June 15, 2016 and all related pre-hearing deadlines shall be extended by 22 days.

By the Commission.

Donald S. Clark
Secretary

SEAL:

ISSUED: May 6, 2016

² The parties have styled their Joint Motion as one seeking a stay of administrative proceedings, but their request makes clear that what they seek is a continuance of the evidentiary hearing and related deadlines, which we have the authority to grant under Commission Rule 3.41(b). 16 C.F.R. § 3.41(b) (“The Commission, upon a showing of good cause, may order a later date for the evidentiary hearing to commence . . .”).

³ The parties note that the evidentiary portion of the hearing will conclude on May 6, but that no date has been set for closing arguments.

⁴ See Commission Rule 3.1, 16 C.F.R. § 3.1 (“[T]he Commission’s policy is to conduct [adjudicative] proceedings expeditiously.”); Commission Rule 3.41(b), 16 C.F.R. § 3.41(b) (“Hearings shall proceed with all reasonable expedition . . .”).

EXHIBIT C

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IN THE UNITED STATES DISTRICT COURT
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v.)	No. 15 C 11473
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VOLUME 1
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1 APPEARANCES: (Continued)

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3 Advocate:

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(202) 637-5600

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MR. KENNETH MARK VORRASI
1500 K Street
Suite 1100
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191 North Wacker Drive
Suite 3700
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(312) 569-1175

13

14

15 For the Defendant
16 NorthShore:

WINSTON & STRAWN LLP
BY: MR. DAN K. WEBB
MR. DAVID EDWARD DAHLQUIST
MR. MARK WILLIAM LENIHAN
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Washington, DC 20580

The Honorable D. Michael Chappell
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TTTTTTTTTTTTTTTT*

Dan K. Webb
David E. Dahlquist, Esq.
Winston & Strawn LLP
35 W. Wacker Drive
Chicago, IL 60601
Telephone: (312) 558-5660
Email: Ddahlquist@winston.com

*Counsel for Respondent NorthShore University
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CERTIFICATE FOR ELECTONIC 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.

May 27, 2016

By: s/ Emily Bowne