

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

In the Matter of)	
NORTH TEXAS SPECIALTY)	
PHYSICIANS,)	
a corporation.)	
)	

Docket No. 9312

**NON-PARTY AETNA HEALTH INC.'S EXPEDITED MOTION FOR AN EXTENSION
OF TIME TO SEEK *IN CAMERA* TREATMENT AND JOINDER IN THE NONPARTY
PAYORS' JOINT EXPEDITED MOTION TO MODIFY THE FIRST REVISED
SCHEDULING ORDER AND TO NARROW DOCUMENT DESIGNATIONS**

Aetna Health Inc. ("Aetna"), a non-party in this matter, files this expedited motion requesting that the Administrative Law Judge (i) extend the time in which Aetna is required to file a motion for *in camera* treatment of certain potential hearing exhibits identified by North Texas Specialty Physicians ("NTSP") and the Federal Trade Commission ("FTC") until April 13, 2004 and (ii) require NTSP to submit a revised list of exhibits no later than April 5, 2004. Aetna also joins in the Nonparty Payors' Joint Expedited Motion to Modify the First Revised Scheduling Order and to Narrow Document Designations (the "Joint Motion").

INTRODUCTION

In the interest of judicial economy, Aetna incorporates by reference the discussion, argument and authorities contained in the Joint Motion. In this Motion, Aetna will provide additional facts and arguments particular to its situation.

The current deadline for filing motions for *in camera* treatment of proposed final hearing exhibits is March 29, 2004. On March 17, 2004, Aetna received notice from both the FTC and NTSP of their intent to offer into evidence at trial confidential Aetna documents.¹ Unlike the

¹ Under the First Revised Scheduling Order, notice was sent on March 16, 2004 by mail.

FTC's notice that provided clear references, including descriptions, of 70 documents, NTSP's notice was a laundry list of virtually *all* of Aetna's production.² Indeed, NTSP designated over 2,000 thousand pages of documents as potential exhibits. Furthermore, in violation of the Protective Order currently in place in this action, NTSP failed to identify specifically to whom it wished to disclose Aetna's restricted confidential documents at the final hearing. With the exception of incorporating its motion to modify the Protective Order to disclose documents to Dr. Karen Van Wagner, NTSP did not state the full name or affiliation of any individual to whom NTSP intended to disclose documents. Rather, NTSP merely referred to unnamed individuals not employed by Aetna and an unnamed NTSP representative.

Moreover, NTSP notified Aetna that it intended to use "portions" of deposition transcripts of Aetna employees Chris Jagmin, M.D. and David Roberts. While both of these depositions contain confidential and attorney's eyes only information, NTSP failed to specify which portions it intends to offer.³ This non-specific designation appears to be an attempted end-run around the dispute resolution provisions of the Protective Order which requires line and page designations, and would require Aetna to challenge all or at least significant portions of the proffered transcripts that NTSP may not even plan on using.

The overly extensive list of designations of documents and the non-specific identification of deposition transcripts, combined with NTSP's failure to specify to whom it wishes to disclose confidential documents, place Aetna in an untenable position. Aetna must either move for *in camera* treatment of thousands of pages of documents and almost entire deposition transcripts, or risk disclosure of highly sensitive competitive information during trial.

² Compare Ex. A (FTC designation) with Ex. B (NTSP designation).

³ Ex. C (March 16, 2004 letter from NTSP counsel Gregory Binns to Aetna counsel Kay Lynn Brumbaugh). Although the FTC originally designated the Jagmin and Roberts deposition transcripts, such designations have since been withdrawn.

For these reasons, Aetna requests that this Court modify the Revised Scheduling Order and require that, before Aetna is required to move for *in camera* inspection, NTSP must:

- (1) revise its exhibit list to reflect the documents it actually intends to use at the final hearing;
- (2) specifically identify the portions of deposition testimony it intends to use at the final hearing; and,
- (3) specifically identify the individuals to whom it wishes to show those documents and deposition testimony.

ARGUMENT

In support of this motion and in the interest of judicial economy, Aetna refers to and incorporates by reference the arguments and authorities contained in the Joint Motion.

To require Aetna to file motions for *in camera* treatment based on NTSP's overbroad list would not only place a tremendous burden on Aetna, but would also place a great burden on the Administrative Law Judge, since it would have to examine hundreds of documents before deciding whether to grant Aetna's *in camera* request.

As explained in the Joint Motion and also in Aetna's prior response filed in opposition to NTSP's motion to modify the protective order, NTSP has ignored the clear terms of the Protective Order in multiple material respects. The Protective Order requires that the party seeking to disclose restricted confidential material to a witness at trial "identify the specific individual to whom" the material is to be disclosed. Under paragraph 2(c) of the order, "such identification shall include, but not be limited to, the full name and the professional address and/or affiliation of the identified individual." Yet, in its notice to counsel for Aetna, NTSP merely stated that it intended to use restricted confidential documents as "exhibits and/or show these documents to those witnesses at the hearing who were employed by any entity other than Aetna Health Inc. that is shown on the face of the document to have been given access to the document." NTSP also incorporated its motion to modify the protective order to give Dr. Van

Wagner access to some of these documents and stated that it reserved the right to have an unnamed representative of NTSP remain at the hearing to assist counsel.⁴ The failure of NTSP to adequately identify the individuals to whom it wishes to disclose restricted confidential material makes Aetna's burden that much higher, since Aetna has no way of knowing which documents NTSP intends to disclose or to whom NTSP intends to disclose them. Additionally, NTSP states that it intendeds to use "portions" of the depositions of Aetna employees Chris Jagmin, M.D. and David Roberts, but failed to identify which portions. Such a vague, global designation does not comply with the dispute resolution provision of the Protective Order requiring line and page designations.

The over expansiveness of NTSP's request suggests that its true motive is once again to try to give Dr. Van Wagner and others at NTSP access to restricted confidential material, containing current price and other competitively sensitive information about Aetna (which currently has no contractual relationship with NTSP) and other providers with whom Aetna deals. Dr. Van Wagner could use this material to NTSP's advantage in future negotiations with Aetna, and could use such materials to Aetna's disadvantage in negotiations with Aetna's competitors, all to the serious competitive injury of Aetna.

Even if NTSP is not required to revise its list of exhibits, Aetna still requests an extension of time for filing for its motion for *in camera* treatment until April 13, 2004 because of the nature and scope of NTSP's list. NTSP's list of designations is fourteen pages long, contains no descriptions, does not identify documents in numerical order, and contains numerous typographical errors such that NTSP cited to bates ranges that did not exist or overlapped with other documents. Thus, it will take considerable time for counsel to review the extensive

⁴ Ex. C. Pursuant to the Protective Order, Aetna has notified NTSP that it is in violation of the order, however, it is unclear how NTSP will respond. See Ex. D (March 23, 2004 letter from Aetna counsel Kay Lynn Brumbaugh to NTSP counsel Gregory Binns).

number of documents NTSP claims it “may” use at the final hearing to determine which documents require *in camera* treatment and for how long. Once those documents are identified, counsel also will need work with individuals at Aetna to compile the affidavit that must be filed with the Court in support of Aetna’s motion. The burden on Aetna and its counsel to review the documents and seek *in camera* treatment as to the documents designated by NTSP and the FTC within the current deadline is exacerbated by the fact that Aetna’s outside antitrust counsel in this matter, Kay Lynn Brumbaugh, is currently recovering from major surgery and, until March 23, 2004, had not been permitted by her physician to return to work on a full-time basis.

CONCLUSION AND PRAYER

For the foregoing reasons and for the reasons stated in the Joint Motion, Aetna respectfully requests an Order, in the attached form, requiring NTSP to file a revised list of trial exhibits and deposition designations, which specifies only the exhibits and testimony that NTSP actually intends to use at trial, by April 5, 2004. This list shall include a brief description of each document and for each Restricted Confidential document shall specify by name and affiliation the individual to whom NTSP seeks to disclose that document at trial. For deposition designations, the list shall include the transcript page and line number. Aetna also requests an extension of time to file any motions for *in camera* treatment until April 13, 2004.

Respectfully submitted,

ANDREWS KURTH LLP

By: John B. Shely IRT

John B. Shely
State Bar No. 18215300
Dimitri Zgourides
State Bar No. 00785309
600 Travis Street, Suite 4200
Houston, Texas 77002
(713) 220-4200 Telephone
(713) 220-4285 Telecopier

Kay Lynn Brumbaugh
State Bar No. 00785152
1717 Main Street, Suite 3700
Dallas, Texas 75201
(214) 659-4400 Telephone
(214) 659-4401 Telecopier

ATTORNEYS FOR
AETNA HEALTH INC.

CERTIFICATE OF CONFERENCE

I certify that counsel for Aetna, Kay Lynn Brumbaugh, conferred by electronic mail on March 22 and 23, 2004 with Complaint Counsel, Michael Bloom, regarding the relief sought in this motion. Complaint Counsel is not opposed to the relief sought in this motion. I further certify that counsel for Aetna, Kay Lynn Brumbaugh, conferred by telephone and electronic mail on March 22 and 23, 2004 with counsel for NTSP, Gregory Binns, regarding the relief sought in this motion. NTSP's counsel would agree at most to a 7-day extension of time rather than the 10 days originally requested by Ms. Brumbaugh. Further, NTSP has not indicated its agreement with respect to the additional relief sought in this motion. Accordingly, it is assumed that NTSP opposes this motion.

John B. Shely IRT
John B. Shely

CERTIFICATE OF SERVICE

A true and correct copy of this document has been delivered to the following on
March 24, 2004, as follows:

Michael Bloom
Federal Trade Commission
One Bowling Green, Suite 318
New York, New York 10004
(By FedEx and E-mail)

Barbara Anthony
Federal Trade Commission
One Bowling Green, Suite 318
New York, New York 10004
(By Certified Mail)

The Honorable D. Michael Chappell
Federal Trade Commission
600 Pennsylvania Avenue, N.W., Room H-104
Washington, D.C. 20580
(2 copies, by FedEx)

Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580
(By FedEx and E-mail)

Gregory S. C. Huffman
William M. Katz, Jr.
Gregory D. Binns
Thompson & Knight LLP
1700 Pacific Avenue, Suite 3300
Dallas, Texas 75201-4693
(By FedEx)

Helene Jaffe
Weil, Gotshal, & Manges LLP
767 Fifth Avenue
New York, New York 10153
(By Mail)

Lynda Marshall
Hogan & Hartson LLP
555 Thirteenth Street NW
Washington, D.C. 20004
(By Mail)

Andrew MacRae
Hull Hendricks & McRae LLP
221 West Sixth Street, Suite 2800
Austin, Texas 78701
(By Mail)

Richard S. Krumholz
Fulbright & Jaworski LLP
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201
(By Mail)

Kevin Maclay
Jones Day
51 Louisiana Avenue NW
Washington, D.C. 20001
(By Mail)

Lee Morris
Munsch Hardt Kopf Harr PC
1445 Ross Avenue
Dallas, Texas 75202
(By Mail)

Jonathan Platt
(By E-mail)

Susan E. Raitt
(By E-mail)

 /RT
John B. Shely

EXHIBIT A

In the Matter of North Texas Specialty Physicians

Docket No. 9312

APPENDIX

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0594	00/00/2001	Record of Aetna's Attendance of NTSP Board of Directors Meetings	AETNA000002	AETNA000008
CX0619	9/28/2001	Letter of termination of the Aetna-NTSP contract dated September 18, 2001	AETNA000003	AETNA000004
CX0623	10/22/2001	Email dated October 22, 2001 from John McGuinness to Karen Van Wagner Re: Fee Schedules	AETNA000005	AETNA000006
CX0641	12/3/2001	Letter dated December 3, 2001 from Joseph Blanford to Karen Van Wagner Re: Termination	AETNA000007	AETNA000007
CX0647	12/14/2001	Letter dated December 14, 2001 from John McGuinness to Thomas Deas Re: Extension of reimbursement proposal	AETNA000008	AETNA000009
CX0528	3/11/2001	Facility Agreement between Aetna and Fort Worth Endoscopy Center, Effective March 11, 2001	AETNA000010	AETNA000028
CX0644	12/7/2001	Letter dated December 7, 2001 from John McGuinness notifying physicians and providers of Aetna's new individual PCP agreement	AETNA000029	AETNA000054

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0320	1/5/2000	Letter of January 5, 2000 from William Vance to Celina Burns Re: NYL Care 65	AETNA000057	AETNA000063
CX0627	10/24/2001	E-mail Chain between Chris Jagmin and Karen Van Wagner beginning October 24, 2001 Re: Preliminary negotiation of contract between NTSP and Aetna	AETNA000064	AETNA000079
CX0574	12/11/2000	Emails between Leslie Carter and Nancy Tao beginning December 11, 2000 Re: Outstanding issues regarding arbitration language and rate negotiation in the NTSP-IPA Agreement with Aetna	AETNA000076	AETNA000077
CX0577	12/12/2000	Emails dated December 12, 2000 between Chris Jagmin and Nancy Tao Re: Reconsideration of HMO compensation	AETNA000079	AETNA000079
CX0585	12/18/2000	Email Chain beginning December 18, 2000 between Nancy Tao, Celina Burns and Karen Van Wagner Re: NTSP's Fee Schedule Proposal	AETNA000080	AETNA000081

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0568	12/6/2000	Email chain beginning December 6, 2000 between Nancy Tao and Celina Burns email Re: NTSP's participation in Aetna contract	AETNA000082	AETNA000083
CX0616	8/10/2001	NTSP Aetna proposal	AETNA000084	AETNA000095
CX0592	12/21/2000	Signed contract between Aetna and NTSP, December 2000	AETNA000096	AETNA000146
CX0532	9/29/2000	Email from Lisa Boyer to Chris Jagmin Re: Dallas PCP rates (spreadsheet attached)	AETNA000185	AETNA000190
CX0588	12/19/2000	Email dated December 19, 2000 from Celina Burns to Chris Jagmin Re: Aetna Contract	AETNA000191	AETNA000198
CX0580	12/13/2000	Email dated December 13, 2000 from Chris Jagmin to Karen Van Wagner Re: Update on contract negotiations	AETNA000296	AETNA000296
CX0581	12/13/2000	Email dated December 13, 2000 from Karen Van Wagner, forwarded by Chris Jagmin to Celina Burns and Nancy Tao Re: Update on contract negotiations	AETNA000297	AETNA000297

In the Matter of North Texas Specialty Physicians

Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0584	12/15/2000	Email dated December 15, 2000 from Sandra Villanueva to Fred Miller, Karen Van Wagner and Chris Jagmin Re: Letter from James Parker to TDI Commissioner (attached)	AETNA000473	AETNA000474
CX0530	8/16/2000	Email dated August 16, 2000 from Nancy Tao to Chris Jagmin Re: NTSP Master Draft for Review	AETNA000994	AETNA001012
CX0578	12/12/2000	Email dated December 12, 2000 from Karen Van Wagner to Chris Jagmin Re: Contracting Update	AETNA001077	AETNA001077
CX0571	12/8/2000	Email dated December 8, 2000 from Karen Van Wagner to Chris Jagmin Re: HMO Messenger Response	AETNA001078	AETNA001078
CX0559	11/20/2000	Email dated November 20, 2000 from Blake Woodard to colleagues Re: NTSP dropping Aetna	AETNA001081	AETNA001083
CX0554	11/14/2000	Email dated November 14, 2000 from Karen Van Wagner to Chris Jagmin Re: Contracting Update	AETNA001086	AETNA001088

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0655	2/27/2002	Email dated February 27, 2002 from Sheila Ware to Chris Jagmin with attached Table of NTSP Physicians that Signed Contracts with Aetna	AETNA001095	AETNA001097
CX0654	2/22/2002	Email dated February 22, 2002 from Sheila Ware to Chris Jagmin with attached Table of NTSP Physicians by Specialty, Whether they are contracted	AETNA001098	AETNA001110
CX0646	12/13/2001	Email dated December 13, 2001 from Marsha Yeager to Sheila Ware with attached List of contracted physicians	AETNA001111	AETNA001111
CX0531	9/14/2000	Letter dated September 14, 2000 from Karen Van Wagner to Chris Jagmin Re: Aetna- NTSP Risk Contract Discussions	AETNA001161	AETNA001163
CX0563	11/28/2000	Letter dated November 28, 2000 from William Vance to Ramiro Cavazos Re: NTSP's response to MSM letter discussing termination letters from NTSP	AETNA001199	AETNA001201

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0567	12/4/2000	Letter dated December 4, 2000 from William Vance to Ramiro Cavazos Re: Individual provider addendum for NTSP physicians participating in Aetna PPO through MSM	AETNA001202	AETNA001203
CX0547	11/9/2000	Letter dated November 9, 2000 from Ramiro Cavazos to William Vance Re: MSM request that NTSP physicians sign an individual provider addendum	AETNA001204	AETNA001206
CX0564	11/28/2000	Letter dated November 28, 2000 from Tom Deas to Ramiro Cavazos Re: GANT assigning power of attorney to NTSP	AETNA001209	AETNA001209
CX0555	11/14/2000	Letter dated November 14, 2000 from William Vance to Ramiro Cavazos Re: Aetna HMO termination notice sent to MSM	AETNA001210	AETNA001214
CX0556	11/14/2000	Letter dated November 14, 2000 from William Vance to Ramiro Cavazos Re: Aetna HMO termination notice sent to MSM	AETNA001215	AETNA001217

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0539	11/1/2000	Document dated November 1, 2000 granting NTSP Power of Attorney for the Heart Center of North Texas, P.A.	AETNA001287	AETNA001290
CX0536	10/19/2000	Letter dated October 19, 2000 from Kate Bowen (Counsel for Aetna) to Karen Van Wagner Re: Release of Non-risk Member Specific Data	AETNA001412	AETNA001413
CX0561	11/21/2000	Memo dated November 21, 2000 from Karen Van Wagner to Chris Jagmin with attached Summary Term Sheet for NTSP/Aetna Group	AETNA001444	AETNA001446
CX0543	11/3/2000	Email dated November 3, 2000 from Jagmin to Van Wagner Re: Billable services	AETNA001492	AETNA001502
CX0569	12/7/2000	Internal Aetna email dated December 7, 2000 from Chris Jagmin to colleagues Re: HMO/PPO offer to NTSP	AETNA001503	AETNA001503
CX0579	12/12/2000	Email dated December 12, 2000 from Nancy Tao to Leslie Carter Re: NTSP/Aetna IPA agreement outstanding issues	AETNA001528	AETNA001529

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0570	12/7/2000	Email dated December 7, 2000 from Nancy Tao to colleagues Re: NTSP/Aetna IPA agreement outstanding issues	AETNA001530	AETNA001532
CX0589	12/19/2000	Email dated December 19, 2000 from Karen Van Wagner to Celina Burns Re: Aetna Contract	AETNA001538	AETNA001540
CX0624	10/22/2001	Email dated October 24, 2001 from Karen Van Wagner to John JcGuinness Re: Aetna/NTSP fee schedule discussions	AETNA001567	AETNA001569
CX0625	10/22/2001	Email correspondence dated October 22, 2001 between McGuinness and van Wagner Re: Fee Schedule	AETNA001570	AETNA001571
CX0631	11/6/2001	Email dated November 6, 2001 Re: Aetna's proposed rule for anesthesia	AETNA001572	AETNA001572
CX0630	11/1/2001	Fax from Karen Van Wagner to John McGinnis and David Roberts Dated November 11, 2001 Re: Contract Discussions	AETNA001578	AETNA001584

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0632	11/6/2001	Letter dated November 6, 2001 from John McGuinness to Karen Van Wagner	AETNA001585	AETNA001586
CX0516	00/00/0000	Correspondence re: rates Fax from NTSP on November 1, 2001 Re: Contract Discussions	FTC-NTSP-AETNA-001694	FTC-NTSP-AETNA-001828
CX0553	11/14/2000	Email of November 30, 2001 from John McGuinness to Joseph Blanford, III	FTC-NTSP-AETNA-001735	FTC-NTSP-AETNA-001741
CX0638	11/30/2001	Email Re: Medical Costs Emails between Karen Van Wagner and John McGuinness Re: Anesthesia	FTC-NTSP-AETNA-001746	FTC-NTSP-AETNA-001747
CX0501	11/9/2001	Letter from Tom Deas to David Roberts Re: NTSP Board Meeting of November 12, 2001	FTC-NTSP-AETNA-001742	FTC-NTSP-AETNA-001743
CX0502	11/7/2001	Letter from John McGuinness of December 7, 2001	FTC-NTSP-AETNA-001744	FTC-NTSP-AETNA-001744
CX0503	11/14/2001	Aetna and the Texas Attorney General Notice to Prospective Participating Physicians and Providers	FTC-NTSP-AETNA-001745	FTC-NTSP-AETNA-001745
CX0504	12/7/2001		FTC-NTSP-AETNA-001750	FTC-NTSP-AETNA-001750
CX0505	00/00/0000		FTC-NTSP-AETNA-001751	FTC-NTSP-AETNA-001754

In the Matter of North Texas Specialty Physicians
Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0642	12/4/2001	Individual PCP Agreement: Primary Care Physician Compensation Schedule	FTC-NTSP-AETNA-001765	FTC-NTSP-AETNA-001774
CX0607	3/1/2001	Fort Worth Endoscopy Center Facility Agreement	FTC-NTSP-AETNA-001788	FTC-NTSP-AETNA-001790
CX0608	3/1/2001	Fort Worth Endoscopy Center Ambulatory Surgery Participation Criteria Schedule	FTC-NTSP-AETNA-001791	FTC-NTSP-AETNA-001796
CX0506	1/15/2002	Email chain beginning January 15, 2002 between Tom Deas and John McGuinness Re: GANT Contract	FTC-NTSP-AETNA-001797	FTC-NTSP-AETNA-001800
CX0507	3/1/2002	Letter of March 1, 2002 from YJ Snowden, Regional Correspondene Department of Aetna to Kate Burgess, Texas Department of Insurance Re: Complaint Filled by Tom Deas	FTC-NTSP-AETNA-001817	FTC-NTSP-AETNA-001818
CX0508	10/19/2001	Letter of October 19, 2001 from C. Carleton King of Aetna to Commissioner Montemayor Re: Response to Letter addressing Network Adequacy	FTC-NTSP-AETNA-001819	FTC-NTSP-AETNA-001820

In the Matter of North Texas Specialty Physicians

Docket No. 9312

Trial Exhibit Number	Docdate	Document Description	Beginning Bates Number	Ending Bates Number
CX0509	2/26/2002	Letter dated February 26, 2002 from Tom Deas Re: GANT's recontracting efforts with Aetna	FTC-NTSP-AETNA-001821	FTC-NTSP-AETNA-001821
CX0511	2/15/2002	Letter dated February 15, 2002 from GANT to colleagues re: Implications of Contracting Changes	FTC-NTSP-AETNA-001823	FTC-NTSP-AETNA-001824
CX0512	2/11/2002	Letter from Tom Deas to John McGuinness Re: Contracting and Network Adequacy	FTC-NTSP-AETNA-001825	FTC-NTSP-AETNA-001826
CX0513	2/5/2002	Letter from Tom Deas to Commissioner Montemayor Re: Aetna's Physician Terminations	FTC-NTSP-AETNA-001827	FTC-NTSP-AETNA-001827
CX0517	12/13/2003	Email Forwarded to Anthony Dennis by Chris Jagmin with attached spreadsheet: NTSPcomparison.xls	FTC-NTSP-AETNA-001837	FTC-NTSP-AETNA-001893
CX0514	11/17/2000	Email from Debra Nicholas Re: Aetna's Contract with NTSP	FTC-NTSP-AETNA-001891	FTC-NTSP-AETNA-001892
CX1180	2/20/2004	Deposition of Jagmin	DEP-JAGMIN	DEP-JAGMIN
CX1192	1/28/2004	Deposition of Roberts by Respondent Counsel	DEP-ROBERTS	DEP-ROBERTS

EXHIBIT B

AETNA

AE000001439
AE000001440-AE000001454
AE000001466-AE000001473
AE000001474-AC000001509
AE000001510-AE000001521
AE000001527-AE000001538
AE000001545-AE000001546
AE000001547-AE000001555
AE000001556-AE000001562
AE000001563-SR000001573
AE000001574-AE000001577
AE000001642-AE000001680
AE000001717-SR000001751
AE000001752-AE000001753
AE000001754-AE000001758
AE000001870-AE000001871
AE000001872-AE000001914
AE000001915-AE000001952
AE000002112-AE000002160
AE000002266-AE000002318
AE000002319-AE000002344
AE000002345
AE000002346-AE000002347
AE000002348-AE000002351
FTC-NTSP-AETNA000097-FTC-NTSP-AETNA00152
FTC-NTSP-AETNA000185-FTC-NTSP-AETNA000190 (AE000000031-AE000000036)
FTC-NTSP-AETNA000326-FTC-NTSP-AETNA000327
FTC-NTSP-AETNA000994-FTC-NTSP-AETNA000995
FTC-NTSP-AETNA001095-FTC-NTSP-AETNA001097
FTC-NTSP-AETNA001098-FTC-NTSP-AETNA001110
FTC-NTSP-AETNA001111-FTC-NTSP-AETNA001147
FTC-NTSP-AETNA001161-FTC-NTSP-AETNA001163
FTC-NTSP-AETNA001640-FTC-NTSP-AETNA001692
FTC-NTSP-AETNA001694-FTC-NTSP-AETNA001713

AE 000001346	AE 000001347
AE 000001348	AE 000001350
AE 000001351	AE 000001353

AE 000001354	AE 000001355
AE 000001356	AE 000001357
AE 000001358	AE 000001359
AE 000001360	AE 000001361
BAE 000001362	AE 000001373
AE 000001374	AE 000001374
AE 000001375	AE 000001376
AE 000001377	AE 000001383
AE 000001384	AE 000001385
AE 000001386	AE 000001386
AE 000001387	AE 000001387
AE 000001388	AE 000001389
AE 000001390	AE 000001390
AE 000001391	AE 000001391
AE 000001393	AE 000001415
AE 000001416	AE 000001436
AE 000001437	AE 000001438
AE 000001439	AE 000001439
AE 000001440	AE 000001454
AE 000001455	AE 000001456
AE 000001457	AE 000001458
AE 000001459	AE 000001460
AE 000001461	AE 000001462
AE 000001463	AE 000001464
AE 000001465	AE 000001465
AE 000001466	AE 000001473

AE 000001474	AE 000001474
AE 000001475	AE 000001509
AE 000001510	AE 000001521
AE 000001522	AE 000001522
AE 000001523	AE 000001524
AE 000001525	AE 000001526
FTC-NTSP-AETNA 000005	FTC-NTSP-AETNA 000006
FTC-NTSP-AETNA 000007	FTC-NTSP-AETNA 000007
FTC-NTSP-AETNA 000008	FTC-NTSP-AETNA 000009
FTC-NTSP-AETNA 000010	FTC-NTSP-AETNA 000028
FTC-NTSP-AETNA 000029	FTC-NTSP-AETNA 000029
FTC-NTSP-AETNA 000030	FTC-NTSP-AETNA 000054
FTC-NTSP-AETNA 000055	FTC-NTSP-AETNA 000055
FTC-NTSP-AETNA 000056	FTC-NTSP-AETNA 000056
FTC-NTSP-AETNA 000057	FTC-NTSP-AETNA 000057
FTC-NTSP-AETNA 000058	FTC-NTSP-AETNA 000063
FTC-NTSP-AETNA 000064	FTC-NTSP-AETNA 000067
FTC-NTSP-AETNA 000068	FTC-NTSP-AETNA 000074
FTC-NTSP-AETNA 000079	FTC-NTSP-AETNA 000079
FTC-NTSP-AETNA 000080	FTC-NTSP-AETNA 000081
FTC-NTSP-AETNA 000082	FTC-NTSP-AETNA 000083
FTC-NTSP-AETNA 000084	FTC-NTSP-AETNA 000084
FTC-NTSP-AETNA 000085	FTC-NTSP-AETNA 000095
FTC-NTSP-AETNA 000096	FTC-NTSP-AETNA 000152
FTC-NTSP-AETNA 000155	FTC-NTSP-AETNA 000155
FTC-NTSP-AETNA 000156	FTC-NTSP-AETNA 000157

FTC-NTSP-AETNA 000158	FTC-NTSP-AETNA 000158
FTC-NTSP-AETNA 000159	FTC-NTSP-AETNA 000159
FTC-NTSP-AETNA 000160	FTC-NTSP-AETNA 000160
FTC-NTSP-AETNA 000172	FTC-NTSP-AETNA 000172
FTC-NTSP-AETNA 000173	FTC-NTSP-AETNA 000174
FTC-NTSP-AETNA 000175	FTC-NTSP-AETNA 000175
FTC-NTSP-AETNA 000176	FTC-NTSP-AETNA 000184
FTC-NTSP-AETNA 000185	FTC-NTSP-AETNA 000185
FTC-NTSP-AETNA 000186	FTC-NTSP-AETNA 000190
FTC-NTSP-AETNA 000191	FTC-NTSP-AETNA 000193
FTC-NTSP-AETNA 000194	FTC-NTSP-AETNA 000195
FTC-NTSP-AETNA 000196	FTC-NTSP-AETNA 000197
FTC-NTSP-AETNA 000198	FTC-NTSP-AETNA 000198
FTC-NTSP-AETNA 000199	FTC-NTSP-AETNA 000199
FTC-NTSP-AETNA 000200	FTC-NTSP-AETNA 000235
FTC-NTSP-AETNA 000236	FTC-NTSP-AETNA 000269
FTC-NTSP-AETNA 000278	FTC-NTSP-AETNA 000278
FTC-NTSP-AETNA 000279	FTC-NTSP-AETNA 000280
FTC-NTSP-AETNA 000281	FTC-NTSP-AETNA 000281
FTC-NTSP-AETNA 000282	FTC-NTSP-AETNA 000282
FTC-NTSP-AETNA 000283	FTC-NTSP-AETNA 000285
FTC-NTSP-AETNA 000294	FTC-NTSP-AETNA 000294
FTC-NTSP-AETNA 000295	FTC-NTSP-AETNA 000295
FTC-NTSP-AETNA 000296	FTC-NTSP-AETNA 000296
FTC-NTSP-AETNA 000297	FTC-NTSP-AETNA 000297
FTC-NTSP-AETNA 000298	FTC-NTSP-AETNA 000298

FTC-NTSP-AETNA 000300	FTC-NTSP-AETNA 000300
FTC-NTSP-AETNA 000301	FTC-NTSP-AETNA 000325
FTC-NTSP-AETNA 000326	FTC-NTSP-AETNA 000327
FTC-NTSP-AETNA 000328	FTC-NTSP-AETNA 000328
FTC-NTSP-AETNA 000329	FTC-NTSP-AETNA 000333
FTC-NTSP-AETNA 000334	FTC-NTSP-AETNA 000334
FTC-NTSP-AETNA 000335	FTC-NTSP-AETNA 000337
FTC-NTSP-AETNA 000338	FTC-NTSP-AETNA 000338
FTC-NTSP-AETNA 000339	FTC-NTSP-AETNA 000343
FTC-NTSP-AETNA 000344	FTC-NTSP-AETNA 000344
FTC-NTSP-AETNA 000345	FTC-NTSP-AETNA 000349
FTC-NTSP-AETNA 000350	FTC-NTSP-AETNA 000350
FTC-NTSP-AETNA 000351	FTC-NTSP-AETNA 000356
FTC-NTSP-AETNA 000357	FTC-NTSP-AETNA 000357
FTC-NTSP-AETNA 000358	FTC-NTSP-AETNA 000365
FTC-NTSP-AETNA 000366	FTC-NTSP-AETNA 000366
FTC-NTSP-AETNA 000367	FTC-NTSP-AETNA 000369
FTC-NTSP-AETNA 000370	FTC-NTSP-AETNA 000370
FTC-NTSP-AETNA 000371	FTC-NTSP-AETNA 000377
FTC-NTSP-AETNA 000378	FTC-NTSP-AETNA 000378
FTC-NTSP-AETNA 000379	FTC-NTSP-AETNA 000383
FTC-NTSP-AETNA 000384	FTC-NTSP-AETNA 000384
FTC-NTSP-AETNA 000385	FTC-NTSP-AETNA 000386
FTC-NTSP-AETNA 000387	FTC-NTSP-AETNA 000387
FTC-NTSP-AETNA 000388	FTC-NTSP-AETNA 000408
FTC-NTSP-AETNA 000409	FTC-NTSP-AETNA 000409

FTC-NTSP-AETNA 000410	FTC-NTSP-AETNA 000460
FTC-NTSP-AETNA 000466	FTC-NTSP-AETNA 000467
FTC-NTSP-AETNA 000476	FTC-NTSP-AETNA 000476
FTC-NTSP-AETNA 000477	FTC-NTSP-AETNA 000478
FTC-NTSP-AETNA 000479	FTC-NTSP-AETNA 000510
FTC-NTSP-AETNA 000511	FTC-NTSP-AETNA 000511
FTC-NTSP-AETNA 000512	FTC-NTSP-AETNA 000512
FTC-NTSP-AETNA 000513	FTC-NTSP-AETNA 000556
FTC-NTSP-AETNA 000557	FTC-NTSP-AETNA 000557
FTC-NTSP-AETNA 000558	FTC-NTSP-AETNA 000580
FTC-NTSP-AETNA 000581	FTC-NTSP-AETNA 000581
FTC-NTSP-AETNA 000582	FTC-NTSP-AETNA 000588
FTC-NTSP-AETNA 000589	FTC-NTSP-AETNA 000589
FTC-NTSP-AETNA 000590	FTC-NTSP-AETNA 000634
FTC-NTSP-AETNA 000635	FTC-NTSP-AETNA 000635
FTC-NTSP-AETNA 000636	FTC-NTSP-AETNA 000657
FTC-NTSP-AETNA 000658	FTC-NTSP-AETNA 000659
FTC-NTSP-AETNA 000660	FTC-NTSP-AETNA 000661
FTC-NTSP-AETNA 000662	FTC-NTSP-AETNA 000662
FTC-NTSP-AETNA 000663	FTC-NTSP-AETNA 000663
FTC-NTSP-AETNA 000664	FTC-NTSP-AETNA 000664
FTC-NTSP-AETNA 000665	FTC-NTSP-AETNA 000665
FTC-NTSP-AETNA 000666	FTC-NTSP-AETNA 000666
FTC-NTSP-AETNA 000667	FTC-NTSP-AETNA 000668
FTC-NTSP-AETNA 000669	FTC-NTSP-AETNA 000669
FTC-NTSP-AETNA 000670	FTC-NTSP-AETNA 000690

FTC-NTSP-AETNA 000691	FTC-NTSP-AETNA 000691
FTC-NTSP-AETNA 000692	FTC-NTSP-AETNA 000724
FTC-NTSP-AETNA 000725	FTC-NTSP-AETNA 000749
FTC-NTSP-AETNA 000750	FTC-NTSP-AETNA 000751
FTC-NTSP-AETNA 000752	FTC-NTSP-AETNA 000780
FTC-NTSP-AETNA 000781	FTC-NTSP-AETNA 000781
FTC-NTSP-AETNA 000782	FTC-NTSP-AETNA 000809
FTC-NTSP-AETNA 000810	FTC-NTSP-AETNA 000811
FTC-NTSP-AETNA 000812	FTC-NTSP-AETNA 000812
FTC-NTSP-AETNA 000813	FTC-NTSP-AETNA 000813
FTC-NTSP-AETNA 000814	FTC-NTSP-AETNA 000814
FTC-NTSP-AETNA 000815	FTC-NTSP-AETNA 000815
FTC-NTSP-AETNA 000816	FTC-NTSP-AETNA 000816
FTC-NTSP-AETNA 000817	FTC-NTSP-AETNA 000817
FTC-NTSP-AETNA 000818	FTC-NTSP-AETNA 000809
FTC-NTSP-AETNA 000839	FTC-NTSP-AETNA 000840
FTC-NTSP-AETNA 000841	FTC-NTSP-AETNA 000864
FTC-NTSP-AETNA 000865	FTC-NTSP-AETNA 000866
FTC-NTSP-AETNA 000867	FTC-NTSP-AETNA 000883
FTC-NTSP-AETNA 000884	FTC-NTSP-AETNA 000884
FTC-NTSP-AETNA 000885	FTC-NTSP-AETNA 000887
FTC-NTSP-AETNA 000888	FTC-NTSP-AETNA 000894
FTC-NTSP-AETNA 000895	FTC-NTSP-AETNA 000899
FTC-NTSP-AETNA 000900	FTC-NTSP-AETNA 000905
FTC-NTSP-AETNA 000906	FTC-NTSP-AETNA 000910
FTC-NTSP-AETNA 000911	FTC-NTSP-AETNA 000916

FTC-NTSP-AETNA 000917	FTC-NTSP-AETNA 000930
FTC-NTSP-AETNA 000931	FTC-NTSP-AETNA 000936
FTC-NTSP-AETNA 000937	FTC-NTSP-AETNA 000954
FTC-NTSP-AETNA 000955	FTC-NTSP-AETNA 000966
FTC-NTSP-AETNA 000967	FTC-NTSP-AETNA 000973
FTC-NTSP-AETNA 000974	FTC-NTSP-AETNA 000974
FTC-NTSP-AETNA 000975	FTC-NTSP-AETNA 000986
FTC-NTSP-AETNA 000987	FTC-NTSP-AETNA 000992
FTC-NTSP-AETNA 000993	FTC-NTSP-AETNA 000993
FTC-NTSP-AETNA 000994	FTC-NTSP-AETNA 000995
FTC-NTSP-AETNA 000996	FTC-NTSP-AETNA 001012
FTC-NTSP-AETNA 001013	FTC-NTSP-AETNA 001013
FTC-NTSP-AETNA 001014	FTC-NTSP-AETNA 001014
FTC-NTSP-AETNA 001015	FTC-NTSP-AETNA 001038
FTC-NTSP-AETNA 001039	FTC-NTSP-AETNA 001039
FTC-NTSP-AETNA 001040	FTC-NTSP-AETNA 001063
FTC-NTSP-AETNA 001064	FTC-NTSP-AETNA 001065
FTC-NTSP-AETNA 001077	FTC-NTSP-AETNA 001077
FTC-NTSP-AETNA 001078	FTC-NTSP-AETNA 001078
FTC-NTSP-AETNA 001079	FTC-NTSP-AETNA 001080
FTC-NTSP-AETNA 001081	FTC-NTSP-AETNA 001083
FTC-NTSP-AETNA 001086	FTC-NTSP-AETNA 001088
FTC-NTSP-AETNA 001089	FTC-NTSP-AETNA 001090
FTC-NTSP-AETNA 001091	FTC-NTSP-AETNA 001091
FTC-NTSP-AETNA 001092	FTC-NTSP-AETNA 001093
FTC-NTSP-AETNA 001094	FTC-NTSP-AETNA 001094

FTC-NTSP-AETNA 001095	FTC-NTSP-AETNA 001095
FTC-NTSP-AETNA 001096	FTC-NTSP-AETNA 001097
FTC-NTSP-AETNA 001098	FTC-NTSP-AETNA 001098
FTC-NTSP-AETNA 001099	FTC-NTSP-AETNA 001110
FTC-NTSP-AETNA 001111	FTC-NTSP-AETNA 001111
FTC-NTSP-AETNA 001112	FTC-NTSP-AETNA 001122
FTC-NTSP-AETNA 001123	FTC-NTSP-AETNA 001132
FTC-NTSP-AETNA 001133	FTC-NTSP-AETNA 001154
FTC-NTSP-AETNA 001161	FTC-NTSP-AETNA 001163
FTC-NTSP-AETNA 001164	FTC-NTSP-AETNA 001166
FTC-NTSP-AETNA 001167	FTC-NTSP-AETNA 001169
FTC-NTSP-AETNA 001170	FTC-NTSP-AETNA 001170
FTC-NTSP-AETNA 001171	FTC-NTSP-AETNA 001171
FTC-NTSP-AETNA 001172	FTC-NTSP-AETNA 001178
FTC-NTSP-AETNA 001179	FTC-NTSP-AETNA 001180
FTC-NTSP-AETNA 001181	FTC-NTSP-AETNA 001195
FTC-NTSP-AETNA 001196	FTC-NTSP-AETNA 001198
FTC-NTSP-AETNA 001199	FTC-NTSP-AETNA 001201
FTC-NTSP-AETNA 001202	FTC-NTSP-AETNA 001203
FTC-NTSP-AETNA 001204	FTC-NTSP-AETNA 001204
FTC-NTSP-AETNA 001205	FTC-NTSP-AETNA 001205
FTC-NTSP-AETNA 001206	FTC-NTSP-AETNA 001206
FTC-NTSP-AETNA 001207	FTC-NTSP-AETNA 001207
FTC-NTSP-AETNA 001208	FTC-NTSP-AETNA 001208
FTC-NTSP-AETNA 001209	FTC-NTSP-AETNA 001209
FTC-NTSP-AETNA 001210	FTC-NTSP-AETNA 001210

FTC-NTSP-AETNA 001211	FTC-NTSP-AETNA 001214
FTC-NTSP-AETNA 001215	FTC-NTSP-AETNA 001233
FTC-NTSP-AETNA 001244	FTC-NTSP-AETNA 001245
FTC-NTSP-AETNA 001246	FTC-NTSP-AETNA 001247
FTC-NTSP-AETNA 001248	FTC-NTSP-AETNA 001250
FTC-NTSP-AETNA 001279	FTC-NTSP-AETNA 001286
FTC-NTSP-AETNA 001311	FTC-NTSP-AETNA 001311
FTC-NTSP-AETNA 001312	FTC-NTSP-AETNA 001361
FTC-NTSP-AETNA 001362	FTC-NTSP-AETNA 001362
FTC-NTSP-AETNA 001363	FTC-NTSP-AETNA 001410
FTC-NTSP-AETNA 001411	FTC-NTSP-AETNA 001411
FTC-NTSP-AETNA 001412	FTC-NTSP-AETNA 001413
FTC-NTSP-AETNA 001414	FTC-NTSP-AETNA 001416
FTC-NTSP-AETNA 001417	FTC-NTSP-AETNA 001423
FTC-NTSP-AETNA 001424	FTC-NTSP-AETNA 001425
FTC-NTSP-AETNA 001426	FTC-NTSP-AETNA 001426
FTC-NTSP-AETNA 001427	FTC-NTSP-AETNA 001427
FTC-NTSP-AETNA 001428	FTC-NTSP-AETNA 001428
FTC-NTSP-AETNA 001429	FTC-NTSP-AETNA 001434
FTC-NTSP-AETNA 001435	FTC-NTSP-AETNA 001442
FTC-NTSP-AETNA 001443	FTC-NTSP-AETNA 001443
FTC-NTSP-AETNA 001444	FTC-NTSP-AETNA 001444
FTC-NTSP-AETNA 001449	FTC-NTSP-AETNA 001450
FTC-NTSP-AETNA 001485	FTC-NTSP-AETNA 001485
FTC-NTSP-AETNA 001486	FTC-NTSP-AETNA 001491
FTC-NTSP-AETNA 001492	FTC-NTSP-AETNA 001495

FTC-NTSP-AETNA 001496	FTC-NTSP-AETNA 001502
FTC-NTSP-AETNA 001503	FTC-NTSP-AETNA 001503
FTC-NTSP-AETNA 001504	FTC-NTSP-AETNA 001504
FTC-NTSP-AETNA 001505	FTC-NTSP-AETNA 001505
FTC-NTSP-AETNA 001506	FTC-NTSP-AETNA 001516
FTC-NTSP-AETNA 001517	FTC-NTSP-AETNA 001518
FTC-NTSP-AETNA 001521	FTC-NTSP-AETNA 001522
FTC-NTSP-AETNA 001523	FTC-NTSP-AETNA 001523
FTC-NTSP-AETNA 001524	FTC-NTSP-AETNA 001525
FTC-NTSP-AETNA 001526	FTC-NTSP-AETNA 001526
FTC-NTSP-AETNA 001530	FTC-NTSP-AETNA 001532
FTC-NTSP-AETNA 001536	FTC-NTSP-AETNA 001537
FTC-NTSP-AETNA 001538	FTC-NTSP-AETNA 001540
FTC-NTSP-AETNA 001541	FTC-NTSP-AETNA 001541
FTC-NTSP-AETNA 001542	FTC-NTSP-AETNA 001542
FTC-NTSP-AETNA 001553	FTC-NTSP-AETNA 001553
FTC-NTSP-AETNA 001554	FTC-NTSP-AETNA 001554
FTC-NTSP-AETNA 001555	FTC-NTSP-AETNA 001555
FTC-NTSP-AETNA 001556	FTC-NTSP-AETNA 001566
FTC-NTSP-AETNA 001567	FTC-NTSP-AETNA 001568
FTC-NTSP-AETNA 001569	FTC-NTSP-AETNA 001569
FTC-NTSP-AETNA 001570	FTC-NTSP-AETNA 001571
FTC-NTSP-AETNA 001572	FTC-NTSP-AETNA 001572
FTC-NTSP-AETNA 001573	FTC-NTSP-AETNA 001577
FTC-NTSP-AETNA 001578	FTC-NTSP-AETNA 001584
FTC-NTSP-AETNA 001585	FTC-NTSP-AETNA 001586

FTC-NTSP-AETNA 001590	FTC-NTSP-AETNA 001639
FTC-NTSP-AETNA 001640	FTC-NTSP-AETNA 001693
AE 000001527	AE 000001538
AE 000001539	AE 000001544
AE 000001545	AE 000001546
AE 000001547	AE 000001555
AE 000001556	AE 000001562
AE 000001563	AE 000001563
AE 000001564	AE 000001564
AE 000001565	AE 000001565
AE 000001566	AE 000001566
AE 000001567	AE 000001567
AE 000001568	AE 000001568
AE 000001569	AE 000001569
AE 000001570	AE 000001570
AE 000001571	AE 000001571
AE 000001572	AE 000001572
AE 000001573	AE 000001573
AE 000001574	AE 000001574
AE 000001575	AE 000001575
AE 000001576	AE 000001576
AE 000001577	AE 000001577
AE 000001611	AE 000001640
AE 000001641	AE 000001680
AE 000001717	AE 000001758
AE 000001806	AE 000001845

AE 000001846	AE 000001847
AE 000001848	AE 000001852
AE 000001870	AE 000001871
AE 000001872	AE 000001914
AE 000001915	AE 000001952
AE 000002008	AE 000002009
AE 000002010	AE 000002038
AE 000002039	AE 000002044
AE 000002045	AE 000002081
AE 000002082	AE 000002111
AE 000002112	AE 000002160
AE 000002266	AE 000002318
AE 000002319	AE 000002344
AE 000002345	AE 000002345
AE 000002346	AE 000002347
AE 000002348	AE 00002351

EXHIBIT C

THOMPSON & KNIGHT LLP

ATTORNEYS AND COUNSELORS

1700 PACIFIC AVENUE • SUITE 3300
DALLAS, TEXAS 75201-4803
(214) 969-1700
FAX (214) 969-1751
www.tklaw.com

DIRECT DIAL: 214.969.1372
DIRECT FAX: 214.998.1662
E-MAIL: Gregory.Binns@tklaw.com

AUSTIN
DALLAS
FORT WORTH
HOUSTON

ALGIERS
MONTERREY
PARIS
RIO DE JANEIRO

March 16, 2004

VIA FEDERAL EXPRESS

Kay Lynn Brumbaugh
Counsel for Aetna Health Inc.
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, TX 75201

Re: North Texas Specialty Physicians, Docket Number 9312

Dear Ms. Brumbaugh:

Respondent North Texas Specialty Physicians hereby notifies you of its intent to use documents produced by Aetna Health Inc. that have been designated either Confidential or Restricted Confidential—Attorney's Eyes Only at the upcoming final hearing in accordance with the Protective Order Governing Discovery Material and 16 C.F.R. § 3.45(b).

Specifically, those documents NTSP intends to use at the hearing are listed on the enclosed document. NTSP may also use portions of the depositions of David Roberts and Dr. Chris Jagmin that have been designated confidential.

NTSP intends at this time to use these documents with expert witnesses in accordance with Protective Order sections 2(b), 4(c), and 5, and with employees or representatives of Aetna Health Inc.

For documents that have been marked Restricted Confidential, Attorney's Eyes only, NTSP may also use these documents as exhibits and/or show these documents to those witnesses at the hearing who were employed by any entity other than Aetna Health Inc. that is shown on the face of the document to have been given access to the document. This notice also incorporates by reference NTSP's motion currently pending before the Administrative Law Judge to modify the protective order to allow NTSP's Executive Director Karen Van Wagner access to some of these documents.

For documents that have been marked Confidential, NTSP may also use these documents as exhibits and/or show these documents to one or more other witnesses at the hearing, as

Kay Lynn Brumbaugh

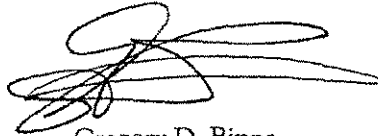
March 16, 2004

Page 2

allowed under Protective Order section 4(d). NTSP's and Complaint Counsel's proposed witness lists are enclosed.

NTSP also reserves the right to use as exhibits those documents listed in Complaint Counsel's 16 C.F.R. § 3.45(b) notices of intent to offer into evidence confidential materials. Furthermore, NTSP reserves the right to ask the Administrative Law Judge at the time evidence is presented to allow a representative of NTSP to remain in the hearing to assist counsel.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gregory D. Binns', with several overlapping loops and a long horizontal stroke extending to the right.

Gregory D. Binns

GDB/nlr

Enclosure

EXHIBIT D

March 23, 2004

BY TELECOPIER

Gregory D. Binns, Esq.
Thompson & Knight, LLP
1700 Pacific Avenue, Suite 3300
Dallas, Texas 75201

Re: *In re North Texas Specialty Physicians, FTC Docket No. 9312*

Dear Greg:

I write in response to your March 16, 2004 letter regarding the Aetna documents that NTSP purports to intend to use in the final hearing in the above matter. Consistent with the terms of the Protective Order Governing Discovery Material (the "Protective Order"), please be advised that Aetna objects to NTSP's designations, objects to its intentions to use the documents and deposition transcripts at the final hearing and objects to its intentions to disclose the documents to various unidentified individuals.

As an initial matter, it appears that NTSP threw together multiple lists of documents prepared by different people, resulting in NTSP's designating virtually all of the documents Aetna has produced, including designating multiple copies of the same document and multiple documents containing the same information. The format of your list is therefore making Aetna's analysis of the designated documents more difficult than it should be.

Aetna objects to NTSP's global, non-specific designations of "portions" of the depositions of David Roberts and Chris Jagmin. This designation appears to be an end-run around the dispute resolution provisions of the Protective Order which requires NTSP to provide specific designations, *i.e.*, "deposition transcript page and line reference," to enable Aetna to evaluate the designation and determine whether to object and seek in camera protection. The Protective Order further requires NTSP to identify the specific individuals to whom confidential information may be disclosed. NTSP has not complied with the Protective Order with respect to the Roberts and Jagmin deposition transcripts, and Aetna objects to any use by NTSP of those deposition transcripts.

Aetna further objects to NTSP's stated intention to disclose Aetna documents designated as "Restricted Confidential, Attorney's Eyes Only" to unidentified individuals whom NTSP vaguely describes as "employed by any entity other than Aetna Health Inc. that is shown on the face of the document to have been given access to the document." As explained above, the

Gregory D. Binns, Esq.
March 23, 2004
Page 2

Protective Order contains an unambiguous procedure that must be followed before Attorney's Eyes Only documents are shown to witnesses at the hearing. (Protective Order, ¶ 2(c) at p. 6-7) NTSP has not complied with this provision of the Protective Order. Accordingly, Aetna objects to any use by NTSP of Aetna's Attorney's Eyes Only documents at the hearing.

Aetna further objects to NTSP's "incorporation by reference" of its motion to modify the Protective Order to permit Dr. Van Wagner to review access to unspecified Aetna documents. Aetna filed a response in opposition to NTSP's motion and Aetna incorporates its arguments made in the opposition. As with NTSP's motion to modify the Protective Order, NTSP's "incorporation by reference" also fails to comply with the Protective Order, and Aetna therefore objects to NTSP's showing Aetna Confidential or Attorney's Eyes Only documents to Dr. Van Wagner.

Finally, Aetna objects to NTSP's "reservation" of a right to request during the hearing that the Administrative Law Judge allow an unidentified representative to remain in the hearing "to assist counsel." This approach appears to be an attempted end-run around the provisions of the Protective Order, particularly the provision restricting access to Attorney's Eyes Only information, and an effort to deprive Aetna of its ability to seek a ruling from the Administrative Law Judge to protect its competitively sensitive business information.

As explained above, NTSP has wholly failed to comply with the provisions of the Protective Order, and there has been no order from the Administrative Law Judge in response to NTSP's motion to modify the protective order so as to relieve NTSP of its obligations under the Protective Order. Accordingly, please be advised that if NTSP chooses to go forward with its intentions to disclose and use Aetna Confidential and Attorney's Eyes Only information and documents, in the face of Aetna's objections and in disregard of the Protective Order, Aetna will use all appropriate means to protect its competitively sensitive business information, including but not limited to seeking a contempt finding, sanctions, attorney's fees and other redress against NTSP.

Yours truly,



Kay Lynn Brumbaugh

KLB/dcs

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of)	
NORTH TEXAS SPECIALTY)	
PHYSICIANS,)	
a corporation.)	
)	

Docket No. 9312

**ORDER GRANTING NON-PARTY AETNA HEALTH INC.'S EXPEDITED MOTION
FOR AN EXTENSION OF TIME TO SEEK *IN CAMERA* TREATMENT**

Non-party Aetna Health Inc. has a filed its expedited motion for an extension of time to seek *in camera* treatment and has joined in the Nonparty Payors' Joint Expedited Motion to Modify the First Revised Scheduling Order and to Narrow Document Designations. After consideration of Aetna's motion, the nonparty payors' joint motion and all responses thereto, the Administrative Law Judge finds that the motion has merit and should be granted.

IT IS THEREFORE ORDERED that nonparty Aetna Health Inc.'s expedited motion for an extension of time to seek *in camera* treatment is hereby GRANTED, and the Revised Scheduling Order is amended as follows:

1. NTSP must file and serve by facsimile or hand-delivery a revised list of trial exhibits and deposition designations which specifies only the exhibits that NTSP actually intends to use at trial by April 5, 2004. This list shall include a brief description of each document and for each Restricted Confidential document shall specify by name and affiliation the individual to whom NTSP seeks to disclose that document at trial. For deposition designations, the list shall include the transcript page and line number.

2. Aetna shall have until April 13, 2004 to file any motions for *in camera* treatment.

Dated: _____

D. Michael Chappell
Administrative Law Judge