

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
Office of Administrative Law Judges

In the Matter of)
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Evanston Northwestern Healthcare)
Corporation,)
a corporation.)
)
)
_____)

Docket No. 9315

COMPLAINT COUNSEL'S REVISED WITNESS LIST

At the request of the Court, Complaint Counsel submits this revised witness list.

This list contains Complaint Counsel's current best assessment of the witnesses that will be called at trial. Changes may be necessary, however, depending on the witnesses named by Respondent and further assessment of the issues. Further, Complaint Counsel anticipates continued discussions with counsel for Respondents that may further reduce the number of witnesses whom Complaint Counsel will call to testify at trial.

Complaint Counsel reserves the right:

- A. to present testimony, by deposition or orally by live witnesses, from any other person who may be needed to authenticate documents at trial;
- B. to question the persons listed below about any topics not identified that may be addressed by witnesses called by Respondent;
- C. not to call at the hearing any of the persons listed below, as circumstances may warrant; and
- D. to identify additional witnesses for rebuttal testimony.

Subject to these qualifications and reservations, Complaint Counsel designates the following individuals as potential witnesses:

THIRD PARTY WITNESSES

1. Jane Ballengee, Regional Director of Network Development, Private Health Care Systems ("PHCS") -Ms. Ballengee is anticipated to testify about, without limitation, the operations of PHCS; contracting for general acute care inpatient hospital services; hospital, physician and health plan competition in Northern Cook and Lake Counties; communications and negotiations between Evanston Northwestern and ENH Medical Group and PHCS; Evanston Northwestern's threats to terminate or to link hospital and physician contracts; hospital and physician compensation in the contracts that Evanston Northwestern or ENH Medical Group negotiated or sought to negotiate; matters addressed in her investigational hearing, deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.
2. Terry Chan, former Vice President and COO of Highland Park Healthcare, Inc. and Assistant Vice President, Evanston Northwestern Healthcare -Ms. Chan is anticipated to testify about, without reservation, the operation of Lakeland and Highland Park prior to the merger with Evanston Northwestern; the general background, precursor events, negotiations and rationale for the merger with Evanston Northwestern; the pre-merger strategies, plans, and finances of Highland Park; hospital and health plan competition in Northern Cook and Lake Counties; contracting for general acute care inpatient hospital services at Highland Park and Evanston Northwestern; Evanston Northwestern's development of a contract negotiation team as part of its merger with Highland Park; communications and negotiations between Evanston Northwestern and various payors; Evanston Northwestern's linkage of hospital and physician contracts in negotiation with payors; Evanston Northwestern's explicit or implied threats to terminate any payor's contract with Evanston Northwestern's hospitals or ENH Medical Group; hospital and physician compensation under such contracts; the size and magnitude of revenue enhancements from hospital and physician price increases; matters addressed in her investigational hearing, deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.
3. Kevin Dorsey, former Vice President of Network Development, Great West Healthcare of Illinois/One Health - Mr. Dorsey is anticipated to testify about, without limitation, the operations of Great West/One Health, contracting for general acute care inpatient hospital services; hospital and health plan competition in Northern Cook and Lake Counties; communications and negotiations between Evanston Northwestern and ENH Medical Group and GreatWest/One Health; Evanston Northwestern's threats to terminate or to link hospital and physician contracts; hospital and physician compensation in the contracts that Evanston Northwestern or ENH Medical Group negotiated or sought to negotiate; matters addressed in his investigational hearing, deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.
4. Jillian Foucre, COO, United Healthcare Illinois - Ms. Foucre is anticipated to testify about, without limitation, the operations of United Healthcare Illinois; contracting for general acute care inpatient hospital services; hospital and health plan competition in Northern Cook and

Lake Counties; communications and negotiations between Evanston Northwestern and ENH Medical Group and United Healthcare; Evanston Northwestern's threats to terminate hospital and physician contracts; hospital and physician compensation in the contracts that Evanston Northwestern or ENH Medical Group negotiated or sought to negotiate; matters addressed in her investigational hearing, deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

5. Lenore Holt-Darcy, Regional Vice President Network Development, Unicare - Ms. Holt-Darcy is anticipated to testify about, without limitation, the operations of Unicare; contracting for general acute care inpatient hospital services; hospital, physician and health plan competition in Northern Cook and Lake Counties; communications and negotiations between Evanston Northwestern and ENH Medical Group and Unicare; Evanston Northwestern's threats to terminate or to link hospital and physician contracts; hospital and physician compensation in the contracts that Evanston Northwestern or ENH Medical Group negotiated or sought to negotiate; matters addressed in her deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

6. Don Jones, Illinois State Health Facilities Planning Board - Mr. Jones is anticipated to testify about, without limitation, the State of Illinois Certificate of Need law and process as it applies to the Evanston, Illinois area; the historical experience in terms of CON approvals/disapprovals; and other related topics.

7. Gary Mecklenberg, former CEO of Northwestern Healthcare Network - Mr. Mecklenberg is anticipated to testify about, without limitation, the operation, composition and activities of the Northwestern Healthcare Network; the extent of any operating, management, clinical or financial integration or other form of common obligation of the network members; the Network's strategies and negotiations with managed care entities for hospital services contracts; the absence of integration through the Network; the reasons for dissolution of the Network; and matters addressed in his deposition and other related topics.

8. Robert Mendonsa, General Manager Key Accounts, Aetna - Mr. Mendonsa is anticipated to testify about, without limitation, the operations of Aetna; contracting for general acute care inpatient hospital services; hospital and health plan competition in Northern Cook and Lake Counties; communications and negotiations between Evanston Northwestern and ENH Medical Group and Aetna; Evanston Northwestern's threats to terminate or to link hospital and physician contracts; hospital and physician compensation in the contracts that Evanston Northwestern or ENH Medical Group negotiated or sought to negotiate; matters addressed in his investigational hearing, deposition and other related topics; and contextual and other information related to Evanston Northwestern or ENH Medical Group or documents that may appear on Complaint Counsel's exhibit list.

9. Patrick Neary, Director of Contracting, Great West Healthcare of Illinois/One Health - Mr. Dorsey is anticipated to testify about, without limitation, the operations of One Health, contracting for general acute care inpatient hospital services; hospital and health plan competition in Northern Cook and Lake Counties; communications and negotiations between Evanston Northwestern and ENH Medical Group and One Health; Evanston Northwestern's threats to terminate or to link hospital and physician contracts; hospital and physician compensation in the contracts that Evanston Northwestern or ENH Medical Group negotiated or sought to negotiate; ENH Medical Group's explicit or implicit refusals to deal or collective departicipations, or threats to do either; matters addressed in his deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

10. Mark Newton, former Vice President of Planning and Marketing at Highland Park Hospital and Senior Vice President at Evanston Northwestern Healthcare. Mr. Newton is anticipated to testify about, without limitation, the operation of Lakeland Health Services, Inc., including Highland Park Healthcare, Inc., and Highland Park Hospital prior to the merger with Evanston Northwestern; the general background, precursor events, negotiations and rationale for the merger with Evanston Northwestern; the pre merger strategies, plans, and finances of Lakeland and Highland Park; the post-merger strategies, plans, and finances of Evanston Northwestern; hospital and health plan competition in Northern Cook and Lake Counties; contracting for general acute care inpatient hospital services at Highland Park and Evanston Northwestern; Evanston Northwestern's development of a contract negotiation team as part of its merger with Highland Park; communications and negotiations between Evanston Northwestern, ENH Medical Group and various managed care organizations; the linkage of hospital and physician contracts in negotiation with payors; hospital and physician compensation under such contracts; matters addressed in his deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

11. Heidi Schelling, former Director of Managed Care of Northwestern Healthcare Network - Ms. Schelling is anticipated to testify about, without limitation, the operation, composition and activities of the Northwestern Healthcare Network; the extent of any operating, management, clinical, or financial integration or other form of common obligation of the network members; the Network's strategies and negotiations with managed care entities for hospital services contracts; the absence of integration through the Network; the reasons for dissolution of the Network; and matters addressed in her deposition and other related topics.

WITNESSES EMPLOYED BY RESPONDENTS

12. Joseph Golbus, M.D., President ENH Medical Group -- Dr. Golbus is anticipated to testify about, without limitation, alternatives to the merger, including, but not limited to, actual and potential joint ventures; discussions by Evanston and Highland Park officials about the merger; Evanston Northwestern's development of a contract negotiation team as part of its merger with Highland Park; communications and negotiations between Evanston Northwestern

and ENH Medical Group and various payors; Evanston Northwestern's linkage of hospital and physician contracts in negotiation with payors; Evanston Northwestern's explicit or implied threats to terminate any payor's contract with Evanston Northwestern's hospitals or ENH Medical Group; hospital and physician compensation under such contracts; the size and magnitude of revenue enhancements from hospital and physician price increases; matters addressed in his investigational hearing, deposition, and other related matters; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

13. Jeffrey Hillebrand, COO, Evanston Northwestern Healthcare - Mr. Hillebrand is anticipated to testify about, without limitation, the general background, precursor events, negotiations and rationale for the merger with Lakeland/Highland Park; the pre and postmerger strategies, plans and finances of Evanston Northwestern and ENH Medical Group; discussions by Evanston and Highland Park officials about the merger; alternatives to the merger, including, but not limited to, actual and potential joint ventures; reasons expressed by Evanston and Highland Park officials for the merger; the resources and ability of Highland Park to remain competitive as an independent hospital; hospital and health plan competition in Northern Cook and Lake Counties; contracting for general acute care inpatient hospital services at Highland Park and Evanston Northwestern; Evanston Northwestern's development of a contract negotiation team as part of its merger with Highland Park; communications and negotiations between Evanston Northwestern and various payors; Evanston Northwestern's linkage of hospital and physician contracts in negotiation with payors; Evanston Northwestern's explicit or implied threats to terminate any payor's contract with Evanston Northwestern's hospitals or ENH Medical Group; hospital and physician compensation under such contracts; the size and magnitude, and reporting of revenue enhancements from hospital and physician price increases; matters addressed in his investigational hearing, deposition, and other related topics; and contextual and other information related to Evanston Northwestern or ENH Medical Group and other documents that may appear on Complaint Counsel's exhibit list.

14. Thomas Hodges, CFO of Evanston Northwestern - Mr. Hodges is anticipated to testify about, without limitation, the pre- and post-merger strategies, plans, and finances of Highland Park; increased revenues from renegotiating managed care contracts or increasing hospital charges; any savings realized through the merger; matters addressed in his deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

15. Lois Huminiak, Director of Performance Improvement, Evanston Northwestern Healthcare - Ms. Huminiak is anticipated to testify about, without limitation, the quality of services pre and post-merger at Evanston and Highland Park and any changes thereto; matters addressed in her deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

16. Peggy King, R.N., Senior Vice President Quality Initiatives, Evanston Northwestern

Healthcare - Ms. King is anticipated to testify about, without limitation, the quality of services pre and post-merger at Evanston and Highland Park and any changes thereto; and matters addressed in her deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

17. Homer Livingston, Chairman of the Board of Evanston Northwestern Healthcare -- Mr. Livingston is anticipated to testify about, without limitation, the general background, precursor events, negotiations and rationale for the merger with Highland Park Hospital; the pre and post-merger strategies, plans and finances of Evanston Northwestern; alternatives to the merger, including, but not limited to, actual and potential joint ventures; discussions by Evanston and Highland Park officials about the merger; the Board's awareness of management's renegotiation of managed care contracts following the merger; the Board's awareness of Evanston Northwestern's revenue enhancements, including hospital and physician price increases after the merger; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

18. David Loveland, Vice President of Planning and Marketing at Evanston Northwestern - Mr. Loveland is anticipated to testify about, without limitation, the operation of Evanston Northwestern; hospital and health plan competition in Northern Cook and Lake Counties; the pre and post-merger strategies, plans, and finances of Evanston Northwestern and ENH Medical Group; contracting for general acute care inpatient hospital services; the Board's awareness of management's renegotiation of managed care contracts following the merger; the Board's awareness of Evanston Northwestern's revenue enhancements, including hospital and physician price increases after the merger; matters addressed in his investigational hearing and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

19. Mark Neaman, CEO, Evanston Northwestern Healthcare - Mr. Neaman is anticipated to testify about, without limitation, the general background, precursor events, negotiations and rationale for the merger with Lakeland/Highland Park; the pre and post-merger strategies, plans, and finances of Evanston Northwestern; discussions by Evanston and Highland Park officials about the merger; alternatives to the merger, including, but not limited to, actual and potential joint ventures; reasons expressed by Evanston and Highland Park officials for the merger; the resources and ability of Highland Park to remain competitive as an independent hospital; hospital and health plan competition in Northern Cook and Lake Counties; contracting for general acute care inpatient hospital services at Highland Park and Evanston Northwestern; Evanston Northwestern's development of a contract negotiation team as part of its merger with Highland Park; communications and negotiations between Evanston Northwestern and ENH Medical Group and various payors; Evanston Northwestern's linkage of hospital and physician contracts in negotiation with payors; Evanston Northwestern's explicit or implied threats to terminate any payor's contract with Evanston Northwestern's hospitals; compensation under such contracts; the size, magnitude, and reporting of revenue enhancements from hospital and physician price increases; matters addressed in his investigational hearing, deposition, and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

20. Mary O'Brien, President of ENH Highland Park Hospital - Ms. O'Brien is anticipated to testify about, without limitation, the quality of services pre and post-merger at Evanston and Highland Park and any changes thereto; matters addressed in her deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

21. Ronald Spaeth, former President and CEO of Highland Park Hospital - Mr. Spaeth is anticipated to testify about, without limitation, the operations of Lakeland and Highland Park prior to the merger with Evanston Northwestern; the general background, precursor events, negotiations and rationale for the merger with Evanston Northwestern; the pre-merger strategies, plans, and finances of Highland Park; discussions by Evanston and Highland Park officials about the merger; alternatives to the merger, including, but not limited to, actual and potential joint ventures; reasons expressed by Evanston and Highland Park officials for the merger; the resources and ability of Highland Park to remain competitive as an independent hospital; hospital and health plan competition in Northern Cook and Lake Counties; contracting for general acute care inpatient hospital services at Highland Park and Evanston Northwestern; contracting for ENH Medical Group; Evanston Northwestern's development of a contract negotiation team as part of its merger with Highland Park; communications and negotiations between Evanston Northwestern and ENH Medical Group and various payors; Evanston Northwestern's linkage of hospital and physician contracts in negotiation with payors; Evanston Northwestern's explicit or implied threats to terminate any payor's contract with Evanston Northwestern's hospitals or ENH Medical Group; hospital and physician compensation under such contracts; the size, magnitude, and reporting of revenue enhancements from hospital and physician price increases; matters addressed in his investigational hearing, deposition, and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

22. Neele Stearns, former Chairman of the Board of Highland Park Hospital and current Board member of Evanston Northwestern - Mr. Stearns is anticipated to testify about, without limitation, the general background, precursor events, negotiations and rationale for the merger with Evanston Northwestern; the pre and post-merger strategies, plans, and finances of Highland Park; alternatives to the merger, including, but not limited to, actual and potential joint ventures; discussions by Evanston and Highland Park officials about the merger; the Board's awareness of management's renegotiation of managed care contracts following the merger; the Board's awareness of Evanston Northwestern's revenue enhancements, including hospital and physician price increases after the merger; matters addressed in his deposition and other related topics; and contextual and other information related to Evanston Northwestern or documents that may appear on Complaint Counsel's exhibit list.

EXPERT WITNESSES

1. Orley C. Ashenfelter, Ph.D. - Dr. Ashenfelter's anticipated testimony is described in his rebuttal expert reports, which have already been produced. The general subject matter of his

testimony includes, but it not necessarily limited to, an analysis of the econometric and statistical methods used by the experts for both Complaint Counsel and Respondents.

2. Ken Elzinga, Ph.D. - Dr. Elzinga's anticipated testimony is described in his expert report, which has already been produced. The general subject matter of this testimony includes, but is not limited to, the nature and purpose of the Elzinga-Hogarty test in merger analysis; economic issues related to the application of the Elzinga-Hogarty test in hospital mergers; his analysis of the relevance and potential problems of applying the Elzinga-Hogarty test to the Evanston Northwestern merger; and any other matters disclosed in his expert report.

3. Deborah Haas-Wilson, Ph.D. - Dr. Haas-Wilson's anticipated testimony is described in her expert report and rebuttal report, which have already been produced. The general subject matter of the testimony includes, but is not limited to, the economic issues related to hospital and health plan competition in the Chicago area, and her analysis of the competitive effects of the merger of Evanston Northwestern and Lakeland Health care (Highland Park Hospital), and any other matters disclosed in her expert report and her rebuttal report.

4. Patrick Romano, M.D. - Dr. Romano's anticipated testimony is described in his expert and supplemental reports, which have already been produced. The general subject matter of this testimony, includes, but is not limited to, the structure, process and outcome evaluation of healthcare services and quality assurance generally; an analysis of the data reflecting on health outcomes before and after the merger at the subject hospitals; the analysis of Dr. Mark Chassin's report; and any other matters disclosed in his expert report.

5. John Simpson, Ph.D. - Dr. Simpson's anticipated testimony is described in his expert report, which has already been produced. The general subject matter of this testimony includes, but is not limited to, the economic issues related to non-profit hospital competition; the capacity and ability of non-profit hospitals to behave anticompetitively in general and particularly for Evanston Northwestern; and any other matters disclosed in his expert report.

6. Gregory Werden, Ph.D. - Dr. Warden's anticipated testimony is described in his rebuttal expert report, which has already been produced. The general subject matter of the testimony includes, but is not limited to, rebutting some of the opinions of Drs. Baker and Noether, including the issues of market definition, the Horizontal Merger Guidelines and theories about the competitive effects of the merger of Evanston Northwestern and Lakeland Health (Highland Park Hospital).

Respectfully submitted,

Dated:

1/28/05

A handwritten signature in black ink that reads "Thomas H. Brock". The signature is written in a cursive style with a large, stylized initial "T".

Thomas H. Brock, Esq.
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Dated: January 27, 2005

CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing documents were served on counsel for the respondents by electronic mail and first class mail delivery:


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1/28/05
Date


Thomas H. Brock
Complaint Counsel