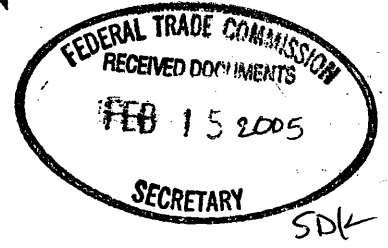


UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION



\_\_\_\_\_)  
In the matter of )  
)  
)  
**Evanston Northwestern Healthcare** )  
**Corporation,** )  
a corporation, and )  
)  
**ENH Medical Group, Inc.,** )  
a corporation. )  
\_\_\_\_\_)

Docket No. 9315

DECLARATION OF THOMAS KNIERY

Pursuant to 28 U.S.C. § 1746, in lieu of a personal appearance, I, Thomas Kniery, make the following statement:

1. I am aware of the above-captioned action against Respondents Evanston Northwestern Healthcare Corporation ("ENH") and ENH Medical Group concerning the merger of ENH and Highland Park Hospital. I voluntarily and freely submit this declaration. I am an adult person under no disabilities and make this declaration based on my personal knowledge of the matters stated herein.

2. I am the Vice President of Network Management at United Healthcare of Illinois, Inc. ("United"). United has produced pursuant to subpoena, or is otherwise in the position to authenticate (to the extent so done in this declaration), the documents attached to this declaration. In my role at United, I am familiar with the type of information contained in the documents referenced in this declaration.

3. The document labeled RX-0575 and attached hereto as exhibit 1 is an authentic, genuine, true and correct copy of a letter from William Whitley to James Schroeder dated July 16, 1999. The letter was produced by United exactly as it is maintained in United's files. Although RX-0575 is unsigned, to the best of my knowledge, it is an accurate final copy of the version that was sent by Mr. Whitley to Mr. Schroeder. The letter was kept in the course of United's regularly conducted business activities as a regular practice. United has searched for, and has been unable to locate, a signed copy of the letter.

4. The document labeled RX-0736 and attached hereto as exhibit 2 is an authentic, genuine, and true and correct copy of an original chart entitled ENH Underpayments and Overpayments Summary created by United. The handwriting on the chart was made by United personnel. The chart was kept in the course of United's regularly conducted business activities as a regular practice.

5. The document labeled RX-0740 and attached hereto as exhibit 3 is an authentic, genuine, true and correct, and complete copy of an original list of UnitedHealth Premium Cardiac Specialty Centers by state, which was prepared by United on or about March 2004. The list was kept in the course of United's regularly conducted business activities as a regular practice.

6. The document labeled RX-0741 and attached hereto as exhibit 4 is an authentic, genuine, true and correct, and complete copy of an original summary of UnitedHealth Premium Cardiac Specialty Center Program Criteria, which was prepared by United on or about March 2004. The summary was kept in the course of United's regularly conducted business activities as a regular practice.

7. The document labeled RX-1115 and attached hereto as exhibit 5 is an authentic, genuine, and true and correct copy of an original letter from Richard Risk of Advocate to an unknown Benefits Manager in Human Resources. The document was kept in the course of United's regularly conducted business activities as a regular practice. United has searched for and has not been able to locate a copy of the letter with the recipient's name showing.

8. The document labeled RX-1208 and attached hereto as exhibit 6 is an authentic, genuine, true and correct, and complete copy of an original compilation of a number of documents under the following covers: (1) ENH Negotiation Summary, (2) ENH Meeting Talking Points, (3) ENH FTC Article from Crain's, (4) ENH Board Members & Executive Staff, (5) ENH Mission & Building Plans, (6) ENH Quality/Image Profile (NRC Data), and (7) ENH Mars Data Analysis. All of the above referenced cover pages, RX-1208\_0001, RX-1208\_0004, RX-1208\_0006, RX-1208\_0009, RX-1208\_0018, RX-1208\_0023, and RX-1208\_0025, were created by United. I drafted page RX-0128\_0002 in 2002. Page RX-128\_0003 was created by ENH. I drafted page RX-128\_0005 on or about October 10, 2002. Pages RX-128\_0007 to RX-128\_0008 includes an article from Crain's Chicago Business. Pages RX-128\_0010 to RX-128\_0013 are documents taken off a website. Page RX-128\_0014 is a document, which I authored. Pages RX-1208\_0015 to RX-1208\_0017 and RX-128\_0019 to RX-1208\_0022 are documents taken from ENH's website. Page RX-128\_0024 is an ENH Market Review created by the National Research Corporation for United. Pages RX-128\_0026 to RX-128\_0045 are a data analysis prepared by Mars & Co., who was hired by United to perform the analysis. The documents were kept in the course of United's regularly conducted business activities as a regular practice. The documents were produced by United exactly as they are maintained in United's files.

9. The document labeled RX-1288 and attached hereto as exhibit 7 consists of two documents: (1) an authentic, genuine, true and correct, and complete copy of an original letter from Roger Carlson to me dated May 9, 2002, and (2) an authentic, genuine, true, and correct copy of the University of Illinois Medical Center at Chicago's Hospital Rate Renewal Proposal to United dated April 5, 2002. The rate proposal was not an attachment to the Carlson letter. The letter and proposal were kept in the course of United's regularly conducted business activities as a regular practice. The documents were produced by United exactly as they are maintained in United's files.

10. The documents labeled RX-1304 and attached hereto as exhibit 8 consist of an authentic, genuine, true and correct, and complete copy of an original file for Lutheran General Hospital that includes authentic, genuine, true and correct, and complete copies of the following documents: (1) New Hospital Contract Amendment Distribution form, (2) First Amendment to United Healthcare of Illinois, Inc. Hospital Agreement with Advocate Health and Hospitals Corporation, effective July 1, 2002, and (3) Amendment to Hospital Service Agreement between United Healthcare of Illinois, Inc. and Lutheran General Health Practice Organization, effective October 1, 1997, which includes an incomplete Medicare Addendum (United has searched for and been unable to locate a complete copy). The documents were kept in the course of United's regularly conducted business activities as a regular practice. The documents were produced by United exactly as they are maintained in United's files.

11. The document labeled RX-1321 and attached hereto as exhibit 9 is an authentic, genuine, true and correct, and complete copy of a draft letter from Gregg Mylin to Jodi Levine dated August 1, 2002. The handwritten edits to the letter were made by Jillian Foucré on or about the date of the letter. The letter was kept in the course of United's regularly conducted business activities as a regular practice.

12. The document labeled RX-1404 and attached hereto as exhibit 10 is an authentic, genuine, true and correct, and complete copy of an original letter from Jodi Levine to Gregg Mylin dated December 11, 2002. The handwritten notes on the letter were made by Jillian Foucré on or about the date of the letter. The letter and handwriting were made at or near the time of the occurrence of the matters set forth by, or from information transmitted by, a person with knowledge of those matters. The letter was kept in the course of United's regularly conducted business activities as a regular practice.

13. The document labeled RX-1417 and attached hereto as exhibit 11 is an authentic, genuine, true and correct, and complete copy of an original document drafted by me in August 2003 outlining United's contracting objectives with respect to ENH. The document was kept in the course of United's regularly conducted business activities as a regular practice.

14. The document labeled RX-1566 and attached hereto as exhibit 12 is an authentic, genuine, and true and correct copy of an original e-mail chain dated November 21, 2003 regarding zip codes in ENH's service area. The e-mail chain was kept in the course of United's regularly conducted business activities as a regular practice. A copy of the attachment to the e-mail, comprising page 2 of RX-1566, is attached to this declaration as Exhibit C.

15. The document labeled RX-1679 and attached hereto as exhibit 13 is an authentic, genuine, and true and correct copy of an original e-mail from Brian Washa to Kurt Janavitz dated April 1, 2004. The e-mail was kept in the course of United's regularly conducted business activities as a regular practice.

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 1<sup>st</sup>, 2005

*Maura E. Dwyer*

*Thomas Kniery*  
\_\_\_\_\_  
Thomas Kniery



**EXHIBITS REDACTED**

**CERTIFICATE OF SERVICE**

I, Anant Raut, hereby certify that on February 15, 2005, I caused true and correct copies of the public version of the Declaration of Thomas Kniery to be served on the following persons:

**By Hand Delivery:**

Donald S. Clark, Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580


Hon. Stephen McGuire  
Chief Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Room H-112  
Washington, D.C. 20580

**By Federal Express:**

Tracey J. Allen, Esq.  
Winston & Strawn LLP  
35 W. Wacker Drive  
Chicago, IL 60601-9703  
Counsel to Evanston Northwestern Healthcare Corporation  
and ENH Medical Group, Inc.

Thomas Brock, Esq.  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Room H-360  
Washington, D.C. 20580

Jeffrey Dahnke, Esq.  
Federal Trade Commission  
Room 5231  
601 New Jersey Avenue, N.W.  
Washington, D.C. 20001  
Counsel for the Federal Trade Commission

  
Anant Raut