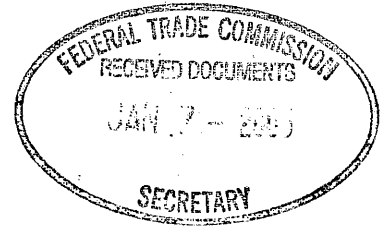


UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION
OFFICE OF ADMINISTRATIVE LAW JUDGES



In the matter of)	
)	
Evanston Northwestern Healthcare Corporation,)	
a corporation, and)	Docket No. 9315
)	
ENH Medical Group, Inc.,)	Public Record
a corporation.)	
)	

RESPONDENTS' MOTION FOR *IN CAMERA*
TREATMENT OF CERTAIN TRIAL EXHIBITS

Pursuant to Rule 3.45(b) of the Federal Trade Commission Rules of Practice, 16 C.F.R. § 3.45(b), Respondents Evanston Northwestern Healthcare, Inc. ("ENH") and ENH Medical Group, Inc. ("ENH Medical Group") seek *in camera* treatment for certain documents containing confidential information produced in this proceeding. Public disclosure of such information would divulge ENH's most sensitive and confidential information to competitors and/or customers, and would cause irreparable harm to ENH.

The pages and documents at issue in this motion are listed in the index attached hereto as Exhibit A. These materials fall into the following categories:

1. Respondents request that the following documents be given *in camera* treatment for the duration of each contract that is granted *in camera* treatment:

Contract Pricing

- a. ENH hospital and third party contract pricing sections reflecting discounts and reimbursement rates;
- b. ENH internal contract pricing calculations for negotiating with hospitals and third parties for the current contracts prices;
- c. Respondents' and Complaint Counsel's respective expert reports discussing pricing information;

Contract Pricing Negotiations

- a. ENH current contract negotiation strategy with supporting analysis;
- b. ENH consultants' documents reflecting the contract negotiation strategy for contracts currently in force, and for future contract negotiations;

2. Respondents request that the following documents be given indefinite *in camera* treatment due to the extremely sensitive nature of the contents that the passage of time will not effect:

- a. Certain information regarding the performance of ENH employees including Care Management Committee information, clinical procedures performance, performance improvement statistics, error reports, peer review discussions in meeting minutes and attachments, and expert reports discussing quality and performance issues;

- b. Certain information regarding patient health records and treatment including Care Management, clinical procedures review process documents, performance improvement statistics, and peer review materials detailing specific patient treatment details;

3. Respondents request that the following documents be given *in camera* treatment for a period of three (3) years:

- a. ENH corporate financial documents including current budgets and financial data cost savings strategies, consultants' analyses of financial condition and recommended strategies;
- b. ENH 2003 draft corporate strategy and business plans and 2004 final corporate strategy and business plans;
- c. ENH documents discussing, analyzing and detailing ENH market assessment and market share data related to business and strategic plans.

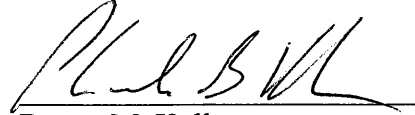
4. Finally, there are a few trial exhibits produced by third party consultants who were retained by, and provided services to, ENH. These particular exhibits contain highly sensitive information ENH shared with these consultants for the purpose of obtaining expert analysis or advice for use in formulating business strategies or plans pertaining to contract pricing or internal cost analysis. (*See Herlin Decl. at 3*). These exhibits fall into the categories of business strategy or current financial information. (*See Hillebrand Decl. at 4*)

On December 23, 2004, Complaint Counsel served on Respondents a third designation of trial exhibits. This designation was three weeks after the December 1, 2004 trial exhibit deadline set in the Third Revised Scheduling Order, and on the eve of the Winter holidays. Due to the lateness of the submission, Respondents have not yet had time to determine if any of these new trial exhibits designated by Complaint Counsel may contain sensitive information needing *in camera* protection. Respondents, therefore, reserve the right to supplement the instant motion if any of these newly-designated exhibits need to be considered for *in camera* protection.

The grounds for this motion are set forth in full in the accompanying Memorandum of Law, and the motion is supported by the Declarations of Jeffrey Hillebrand, Thomas Hodges, David Loveland, Peggy King, Joseph Golbus, M.D., Kenneth Herlin and Brian Washa. These are attached as exhibits to the memorandum of law. A breakdown of the trial exhibits relevant to each declarant's special area of expertise is also attached to each Declaration for easier reference.

Dated: January 7, 2005

Respectfully Submitted,



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CERTIFICATE OF SERVICE

I hereby certify that on January 7, 2005, a copy of the foregoing *Respondents' Motion for In Camera Treatment of Certain Exhibits (Public Record Version)* was served by email and first class mail, postage prepaid, on:

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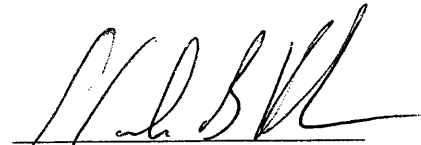

Charles B. Klein

Exhibit A

REDACTED