

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)
)
ENH Medical Group, Inc.,)
a corporation.)
_____)

Docket No. 9315

RESPONDENTS' REVISED FINAL PROPOSED WITNESS LIST

Respondents Evanston Northwestern Healthcare Corporation ("ENH") and ENH Medical Group, Inc. ("ENH Medical Group") hereby designate those persons whom Respondents may call to testify at trial.

Respondents anticipate working with Complaint Counsel in an effort to reduce further the number of witnesses whom Respondents will call to testify live at trial.

Respondents reserve the rights:

- a. To present testimony, by deposition or orally by live witnesses, from any other person who may be needed to authenticate, or lay a foundation for the admissibility of, documents and demonstrations at trial. Respondents anticipate working with Complaint Counsel and third party witnesses to obtain stipulations and/or declarations that would avoid a need to call witnesses at trial for the sole purpose of authenticating documents or laying a foundation for admissibility.
- b. To question the persons listed below about any topics not identified that may be addressed by witnesses called by Complaint Counsel.
- c. Not to call at the hearing any of the persons listed below, as circumstances may warrant.
- d. To call as a witness at trial any witness not mentioned below who is identified on Complaint Counsel's revised witness list or called by Complaint Counsel to testify at trial.
- e. To call as a witness at trial any individual necessary for rebuttal.

- f. To move to admit designated deposition testimony in lieu of live testimony for any witness who is unavailable to testify at trial.

Subject to these qualifications and reservations, Respondents designate the following individuals as potential trial witnesses:

**CURRENT AND FORMER DIRECTORS,
OFFICERS AND EMPLOYEES OF RESPONDENTS**

1. Leon Dragon, M.D. – ENH Medical Director, Kellogg Cancer Care Center at HPH. Dr. Dragon may be called to testify about, without limitation, the effect of the merger on oncology services at HPH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
2. Joseph Golbus, M.D. – ENH Medical Group’s President. Dr. Golbus may be called to testify about, without limitation, ENH Medical Group and issues pertaining to legacy ENH, legacy HPH, the post-merger independent physician association, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
3. Ray Grady – President and CEO of Evanston Hospital. Mr. Grady may be called to testify about, without limitation, legacy ENH, legacy HPH, the merger, post-merger ENH (including its open heart surgery program), the accomplishments of the merger, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
4. Bruce A. Harris, M.D. – ENH Department of Emergency Medicine and Attending at HPH Emergency Department. Dr. Harris may be called to testify about, without limitation, the effect of the merger on emergency services at HPH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.

5. Jeffrey Hillebrand – ENH’s Chief Operating Officer. Mr. Hillebrand may be called to testify about, without limitation, legacy ENH, legacy HPH, the Northwestern Healthcare Network (“NHN”), the merger, the accomplishments of the merger, the pertinent competitive landscape, the relationships between ENH and managed care organizations, the relationship between ENH and local employers, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
6. Harry Jones, Jr. – ENH’s Senior Vice President and Chief Compliance Officer. Mr. Jones may be called to testify about, without limitation, post-merger ENH and financial issues pertaining to the merger, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
7. Stanley S. Kent, M.S., R.Ph. – ENH Assistant Vice President, Pharmacy Services. Mr. Kent may be called to testify about, without limitation, the effect of the merger on pharmacy services, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
8. Heidi Krasner, R.N. – ENH Clinical Nurse Manager at HPH. Ms. Krasner may be called to testify about, without limitation, the effect of the merger on nursing care services at HPH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in her deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
9. Homer Livingston – ENH’s Chairman of the Board. Mr. Livingston may be called to testify about, without limitation, legacy ENH, the NHN, the merger, the accomplishments of the merger, the pertinent competitive landscape, the relationship between ENH and managed care organizations, the relationship between ENH and local employers, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.

10. Mark Neaman – ENH’s Chief Executive Officer. Mr. Neaman may be called to testify about, without limitation, legacy ENH, legacy HPH, ENH Medical Group, the NHN, the merger, the accomplishments of the merger, the pertinent competitive landscape, the relationship between ENH and managed care organizations, the relationship between ENH and local employers, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
11. Mary O’Brien – HPH’s President. Ms. O’Brien may be called to testify about, without limitation, legacy ENH, legacy HPH, the NHN, the merger, post-merger HPH, the accomplishments of the merger, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in her deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
12. Todd K. Rosengart, M.D. – ENH Division Head, Cardiothoracic Surgery. Dr. Rosengart may be called to testify about, without limitation, the cardiothoracic surgery program at ENH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
13. Richard K. Silver, M.D. - ENH Chairman, Obstetrics and Gynecology. Dr. Silver may be called to testify about, without limitation, the effect of the merger on obstetrical and gynecological services at ENH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
14. Jack Sirabian – ENH’s former Vice President Department of Finance. Mr. Sirabian may be called to testify about, without limitation, legacy ENH, the merger, the accomplishments of the merger, the relationships between ENH and managed care organizations, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
15. Ronald Spaeth – HPH’s former Chief Executive Officer. Mr. Spaeth may be called to testify about, without limitation, legacy HPH, the NHN, the merger, the accomplishments of the merger, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.

16. Thomas A. Victor, M.D. – ENH Chairman of Laboratory and Pathology Medicine. Dr. Victor may be called to testify about, without limitation, the effect of the merger on laboratory services at HPH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.
17. Neele Stearns – former Chairman of the Board of Highland Park Hospital. Mr. Stearns may be called to testify about, without limitation, legacy HPH, the merger, the accomplishments of the merger, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH, and documents that may appear on Respondents' exhibit list.

CONSULTANTS RETAINED BY ENH

18. Chuck Farkas – Bain Consulting. Mr. Farkas may be called to testify about ENH's engagement of Bain Consulting concerning the merger, NHN's engagement of Bain Consulting concerning its operations, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.
19. Jonathan Kaplan – formerly with Ernst & Young. Mr. Kaplan may be called to testify about ENH's engagement of Ernst & Young concerning merger due diligence and other topics related to Ernst & Young's work for ENH, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.
20. Kenneth Kaufman – Kaufman Hall Associates. Mr. Kaufman may be called to testify about HPH's engagement of Kaufman Hall Associates concerning HPH's pre-merger financial condition, merger due diligence and other topics related to Kaufman Hall's work for HPH, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.
21. Kim Ogden – formerly with Bain Consulting. Ms. Ogden may be called to testify about ENH's engagement of Bain Consulting concerning the merger, and NHN's engagement of Bain Consulting concerning its operations, matters addressed in her deposition, and other related topics. Respondents have reason to believe that Ms. Ogden will not be available to testify at trial. Accordingly, they have provided Complaint Counsel with proposed designated deposition testimony pertaining to this witness.

22. Lou Porn – Deloitte Consulting. Mr. Porn may be called to testify about ENH’s engagement of Deloitte & Touche concerning its evaluations of the merger and of ENH’s pricing, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.

MEDICAL PERSONNEL WHO PRACTICE AT ENH

23. Jay H. Alexander, M.D. – An Independent Practitioner with an ENH appointment as a Senior Attending in Cardiology and Managing Partner of North Shore Cardiologists. Dr. Alexander may be called to testify about, without limitation, the effect of the merger on cardiology services at HPH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
24. Michael G. Ankin, M.D. – An Independent Practitioner with an ENH appointment as Senior Associate in Pulmonary and Critical Care at HPH. Dr. Ankin may be called to testify about, without limitation, the effect of the merger on intensive care services at HPH, the accomplishments of the merger, the impact of the remedy proposed by Complaint Counsel on the clinical services at HPH and the community, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
25. Arnold Wagner, Jr., M.D. – An Independent Practitioner with ENH and Chairman of the Physician Advisory Committee on EPIC. Dr. Wagner may be called to run an EPIC demonstration. He may also testify about ENH’s decision to implement EPIC, the costs involved in the EPIC implementation, the cost savings realized by the use of EPIC, the functionality of EPIC, the benefits of EPIC to the quality of patient care at ENH, other matters related to EPIC, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list. If Dr. Wagner were unavailable to testify at trial, Respondents would call a substitute witness to run the EPIC demonstration and, in that event, would afford Complaint Counsel an opportunity to depose the substitute witness.

REPRESENTATIVES OF PRIVATE PAYORS

26. Joseph Arango – Director of Provider Contracting and Strategy, Blue Cross and Blue Shield. Mr. Arango may be called to testify about, without limitation, the operations of Blue Cross and Blue Shield of Illinois, contracting for general acute care hospital services, the contracts and contract negotiations between ENH and Blue Cross, the contracts and contract negotiations between ENH Medical Group and Blue Cross, the contracts and contract negotiations between other hospitals and Blue Cross, the contracts and contract negotiations between other IPAs and Blue Cross, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
27. Ronald Craven – Vice President for Provider Networks, HFN. Mr. Craven may be called to testify about, without limitation, the operations of HFN, contracting for general acute care hospital services, the contracts and contract negotiations between ENH and HFN, the contracts and contract negotiations between ENH Medical Group and HFN, the contracts and contract negotiations between other hospitals and HFN, the contracts and contract negotiations between other IPAs and HFN, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
28. James Crones – Preferred Plan. Mr. Crones may be called to testify about, without limitation, the operations of Preferred Plan, contracting for general acute care hospital services, the contracts and contract negotiations between ENH and Preferred Plan, the contracts and contract negotiations between ENH Medical Group and Preferred Plan, the contracts and contract negotiations between other hospitals and Preferred Plan, the contracts and contract negotiations between other IPAs and Preferred Plan, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.
29. Paul Maxwell – Vice President, Humana. Mr. Maxwell may be called to testify about, without limitation, the operations of Humana, contracting for general acute care hospital services, the contracts and contract negotiations between ENH and Humana, the contracts and contract negotiations between ENH Medical Group and Humana, the contracts and contract negotiations between other hospitals and Humana, the contracts and contract negotiations between other IPAs and Humana, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents’ exhibit list.

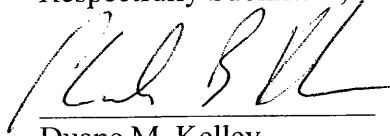
OTHER FACT WITNESSES

30. Mayor Michael Belsky – Current Mayor of Highland Park and member of the Highland Park Healthcare Foundation. Mayor Belsky may be called to testify, without limitation, the HPH Foundation, the effect of the merger on the Highland Park community, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.
31. Thomas G. O'Rielly – ITW Corporation. Mr. O'Rielly may be called to testify about ITW's purchase of health benefits for its employees and the merger, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.
32. Jim Styer – Current Chairman of the Highland Park Healthcare Foundation. Mr. Styer may be called to testify, without limitation, the HPH Foundation, the effect of the merger on the Highland Park community, the impact on the community of the remedy proposed by Complaint Counsel, matters addressed in his deposition and other related topics, contextual and other information related to ENH or ENH Medical Group, and documents that may appear on Respondents' exhibit list.

EXPERT WITNESSES

33. Jonathan Baker, J.D., Ph.D. Professor Baker's anticipated testimony is described in his report, which has already been produced. In particular, he may be called to testify about the appropriate methodology for evaluating the effects of the merger of ENH and HPH on competition. He also may testify as to the application of this methodology, as to empirical tests of alternative theories of competitive effects, and as to related topics. Professor Baker may also testify about the effects of any change in the structure of ENH arising from this proceeding.
34. Mark R. Chassin, M.D., M.P.P., M.P.H. Dr. Chassin's anticipated testimony is described in his report, which has already been produced. In particular, he may be called to testify about the quality of health care at ENH, Evanston Hospital, HPH, or Glenbrook Hospital, or any matters related to the measurement or evaluations of health care quality in any of its dimensions, including changes in health care quality arising from the merger. Dr. Chassin may also be called to testify on the effect on quality of any change in the structure of ENH arising from this proceeding.
35. Monica Noether, M.B.A., Ph.D. Dr. Noether's anticipated testimony is described in her report, which has already been produced. In particular, she may be called to testify about the economic analysis of the effects of the merger of ENH and HPH on competition and customers, including the pro-competitive benefits resulting from the merger as well as explanations of evidence offered by Complaint Counsel regarding alleged anticompetitive effects, and related topics. Dr. Noether may also testify about the effects of any change in the structure of ENH arising from this proceeding.

Respectfully Submitted,



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Attorneys for Respondents

January 28, 2005

CERTIFICATE OF SERVICE

I hereby certify that on January 28, 2005, a copy of the foregoing Respondents' Revised Final Proposed Witness List was served by email and first class mail, postage prepaid, on:

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