

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

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

RESPONDENTS' PRELIMINARY WITNESS LIST

Pursuant to the Scheduling Order, 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 deposition or at trial.

PERSONS AFFILIATED WITH RESPONDENTS

1. ENH Current and Former Employees:
 - A. Mark Neaman – ENH’s Chief Executive Officer. Mr. Neaman may be called to testify about, without limitation, legacy ENH, legacy HPH, the Northwestern Healthcare Network (“NHN”), the merger between ENH and HPH (“merger”), the accomplishments of the merger, the pertinent competitive landscape, the relationship between ENH and managed care organizations and the relationship between ENH and local employers.
 - B. Jeffrey Hillebrand – ENH’s Chief Operating Officer. Mr. Hillebrand may be called to testify about, without limitation, legacy ENH, legacy HPH, the NHN, the merger, the accomplishments of the merger, the pertinent competitive landscape, the relationships between ENH and managed care organizations and the relationship between ENH and local employers.
 - C. Dr. Joseph Golbus – ENH Medical Group’s President. Dr. Golbus may be called to testify about, without limitation, ENH Medical Group and issues pertaining to the legacy ENH, legacy HPH and the post-merger independent physician association.

- D. Ronald Spaeth – HPH’s former Chief Executive Officer. Mr. Spaeth may be called to testify about, without limitation, legacy HPH, the NHN, the merger and the accomplishments of the merger.
- E. Thomas Hodges – ENH’s Chief Financial Officer. Mr. Hodges may be called to testify about, without limitation, post-merger ENH and financial issues pertaining to the merger.
- F. 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 and the accomplishments of the merger.
- G. Jack Gilbert – HPH’s former Chief Financial Officer. Mr. Gilbert may be called to testify about, without limitation, legacy HPH, the NHN, the merger, the accomplishments of the merger and the relationships between legacy HPH/post-merger ENH and managed care organizations.
- H. Peggy King – ENH’s Senior Vice President Quality Improvement. Ms. King may be called to testify about, without limitation, the quality of care at legacy ENH and legacy HPH and how the merger improved the quality of care at ENH and HPH.
- I. Jodi Levine – ENH Medical Group’s former Vice President. Ms. Levine may be called to testify about, without limitation, legacy ENH, the NHN, the merger, the accomplishments of the merger and the relationships between ENH and managed care organizations.
- J. 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 and the relationship between ENH and local employers.
- K. Marsha Miller – ENH Medical Group’s Executive Vice President. Ms. Miller may be called to testify about, without limitation, ENH Medical Group and issues pertaining to the legacy ENH, legacy HPH and the post-merger independent physician association.
- L. Brian Washa – ENH’s Vice President of Business Services. Mr. Washa may be called to testify about, without limitation, relationships between ENH and managed care organizations.

2. Northwestern Healthcare Network Former Employees:
 - A. Heidi Schelling – NHN’s former Executive Vice President. Ms. Schelling may be called to testify about the NHN, its corporate structure, its operations and its dissolution.
 - B. Respondents reserve the right to call as witnesses other former employees, officers or affiliates of the Northwestern Healthcare Network.
3. Consultants Retained by ENH:
 - A. Jon Kaplan – formerly with Cap Gemini. Mr. Kaplan may be called to testify about the condition of legacy HPH, HPH’s financials and the due diligence concerning the merger.
 - B. Ken Herlin –Ernst & Young, LLP. Mr. Herlin may be called to testify about the condition of legacy HPH, HPH’s financials and the due diligence concerning the merger.
 - C. 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, and matters addressed in his investigational hearing and other related topics.
 - D. 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.
 - E. Phyllis Yale – Bain Consulting. Ms. Yale 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.
 - F. Michael Englehart – Deloitte Consulting. Mr. Englehart may be called to testify about ENH’s engagement of Deloitte & Touche concerning its evaluations of the merger and of ENH’s pricing.
 - G. 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.
4. Respondents reserve the right to call as witnesses physicians on the medical staff of Highland Park Hospital who cannot be identified at this time.
5. Respondents reserve the right to call as witnesses physicians on the medical staff of Evanston Hospital or Glenbrook Hospital who cannot be identified at this time.

6. Respondents reserve the right to call as witnesses current or former employees who cannot be identified at this time of ENH, Faculty Practice Associates, Inc., ENH Medical Group, Inc., Lakeland Health Services, Inc., Highland Park Hospital, Northwestern Healthcare Network and their related companies.

PRIVATE PAYORS AND THEIR REPRESENTATIVES

1. Respondents reserve the right to issue notices of deposition and to call at trial any or all of the individuals representing payor entities identified in any of Complaint Counsel's witness lists, deposed by Complaint Counsel during discovery or in the underlying investigation, or identified in the course of discovery as having information relevant to the Complaint or Respondents' Answer and defenses.
2. Respondents reserve the right to issue notices of deposition to any or all of the payor entities identified above pursuant to 16 C.F.R. § 3.33(c), and to call at trial one or more of the persons designated by the payor entities in response to such notices of deposition.

OTHER WITNESSES

1. Respondents reserve the right to issue notices of deposition and to call at trial representatives from other entities who may have information relevant to the allegations in the Complaint in their capacities as purchasers of health care benefits for their entities' employees or members.
2. Respondents reserve the right issue notices of deposition and to call at trial one or more of the third parties, representing hospitals identified in any of Complaint Counsel's witness lists, deposed by Complaint Counsel during discovery or in the underlying investigation, or identified in the course of discovery as having information relevant to the Complaint or Respondents' Answer and defenses.
3. Respondents reserve the right to depose any or all of the hospital entities identified in the prior paragraph pursuant to 16 C.F.R. § 3.33(c), and to call at trial one or more of the persons designated by the payor entities in response to such notices of deposition.
4. Respondents reserve the right to call as a witness representatives of the State Health Facilities Planning Board. The proposed witness(es) may be called to testify about the State of Illinois Certificate of Need law and process as it applies to the Evanston, Illinois area.
5. Respondents reserve the right to depose or call as a witness at trial any witness (1) identified on any of Complaint Counsel's witnesses lists, (2) deposed by Complaint Counsel during discovery or in the underlying investigation, or (3) called by Complaint Counsel to testify at trial.

6. Respondents reserve the right to add names necessary for rebuttal, expert witnesses, supplementary witnesses and additional persons identified in the course of discovery as having information relevant to the Complaint or Respondents' Answer and defenses. Respondents further reserve the right not to call any of the persons listed herein to testify at trial, as circumstances may warrant.

Respectfully Submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on April 19, 2004, a copy of the foregoing Respondents' Preliminary Witness List was served by email and first class mail, postage prepaid, on:

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