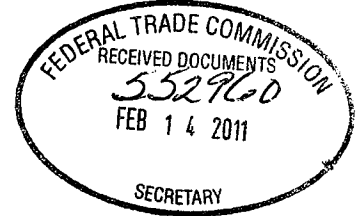


ORIGINAL



**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

**LABORATORY CORPORATION
OF AMERICA**

and

**LABORATORY CORPORATION
OF AMERICA HOLDINGS,
corporations.**

Docket No. 9345

**PUBLIC REDACTED
VERSION**

**RESPONDENTS' OBJECTIONS AND ANSWERS TO
COMPLAINT COUNSEL'S FIRST SET OF REQUESTS FOR ADMISSION (1-38)**

Pursuant to Rule 3.32 of the Commission's Rules of Practice, 16 C.F.R. § 3.32,

Respondents Laboratory Corporation of America and Laboratory Corporation of America Holdings (collectively "LabCorp") respectfully provide the following objections and answers in response to Complaint Counsel's First Set of Requests for Admission (1-38):

SPECIFIC OBJECTIONS AND RESPONSES

1. *Admit that, since 2007, LabCorp is not aware of any Physician Group customer in Southern California switching from purchasing clinical laboratory testing services on a capitated basis to purchasing clinical laboratory testing services on a contracted FFS basis in response to an increase in per-member, per-month ("PMPM") rates, or proposed increase in PMPM rates, of less than 50%.*

RESPONSE: LabCorp objects to Request No. 1 on the grounds that it is vague and ambiguous, particularly as to the terms "purchasing," "in response to," and "proposed increase." LabCorp interprets the term "purchasing" to refer to the process by which Physician Groups enter into agreements with providers of clinical laboratory services to provide services to the physician members of the Physician Groups. LabCorp further interprets the terms "in response to" and "proposed increase" to be limited to instances in which the Physician Group in question was notified of an increase or proposed increase in PMPM rates. LabCorp also objects that Request No. 1 is ambiguous as to whether the Request includes instances of Physician Group customers in Southern California switching from purchasing clinical laboratory testing services on a capitated basis to purchasing clinical laboratory testing services on a contracted FFS basis in response to something other than a PMPM rate increase. LabCorp interprets the scope of Request No. 1 to exclude such instances. Subject to and without waiving the foregoing

objections, and subject to the foregoing interpretations, LabCorp admits Request No. 1. LabCorp reserves its right to amend its response to Request No. 1 should it become aware of any such examples in the future.

2. *Admit that, since 2007, LabCorp is not aware of any Physician Group customer in Southern California who stopped purchasing capitated clinical laboratory testing services from LabCorp, and began purchasing clinical laboratory testing services from a laboratory who previously provided clinical laboratory testing services only to customers located outside of Southern California, in response to an increase in PMPM rates, or proposed increase, in PMPM rates.*

RESPONSE: LabCorp objects to Request No. 2 on the grounds that it is vague and ambiguous, particularly as to the terms “purchasing,” “in response to,” and “proposed increase.” LabCorp interprets the term “purchasing” to refer to the process by which Physician Groups enter into agreements with providers of clinical laboratory services to provide services to the physician members of the Physician Groups. LabCorp further interprets the terms “in response to” and “proposed increase” to be limited to instances in which the Physician Group in question was notified of an increase or proposed increase in PMPM rates. Subject to and without waiving the foregoing objections, and subject to the foregoing interpretations, LabCorp admits Request No. 2. LabCorp reserves its right to amend its response to Request No. 2 should it become aware of any such examples in the future.

3. *Admit that, in Southern California, LabCorp's current average price per accession for FFS contracts with Physician Groups is at least three times higher than LabCorp's current average price per accession for capitated clinical laboratory testing services contracts with Physician Groups.*

RESPONSE: LabCorp objects to Request No. 3 on the grounds that it is irrelevant as drafted to any issue in this proceeding. LabCorp further objects that the term “FFS contracts” is ambiguous and that the phrase “average price per accession for capitated clinical laboratory testing contracts with Physician Groups” is ambiguous as to whether it includes various forms of FFS revenue that may be associated with those contracts. Subject to and without waiving its objections, [REDACTED]

4. *Admit that, in Southern California, LabCorp's current average price per accession for FFS contracts with Managed Care Companies is at least three times higher than LabCorp's current average price per accession for capitated clinical laboratory testing contracts with Physician Groups.*

RESPONSE: LabCorp objects to Request No. 4 on the grounds that it is irrelevant as drafted to any issue in this proceeding. LabCorp further objects that the term “Managed Care Companies” is overbroad and ambiguous and that the term “FFS contracts” is ambiguous. LabCorp further objects that the phrase “average price per accession for capitated clinical laboratory testing contracts with Physician Groups” is ambiguous as to whether it includes various forms of FFS revenue that may be associated with those contracts. Subject to and without waiving its objections, [REDACTED]

5. *Admit that, since 2007, LabCorp has won at least 14 capitated clinical laboratory testing services contracts with Physician Groups when competing against Quest in Southern California.*

RESPONSE: LabCorp objects to Request No. 5 on the grounds that it is ambiguous in that it fails to define whether a contract covering multiple Physician Groups would count as a single "contract" or multiple "contracts" for purposes of the Request. Subject to and without waiving its objections, [REDACTED]

LabCorp states that it lacks the information necessary to further admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to further admit or deny Request No. 5.

6. *Admit that, in Southern California, Westcliff's current average PMPM rates to Physician Groups for clinical laboratory testing services are lower than LabCorp's current average PMPM rates to Physician Groups for clinical laboratory testing services.*

RESPONSE: [REDACTED]

7. *Admit that, in California, Westcliff's current average PMPM rates to Physician Groups for clinical laboratory testing services are lower than LabCorp's current average PMPM rates to Physician Groups for clinical laboratory testing services.*

RESPONSE: [REDACTED]

8. *Admit that when setting the price for capitated clinical laboratory testing services contracts for Physician Groups in Southern California, LabCorp does not expect that it will obtain referral of tests that are reimbursed under separate FFS agreements from the physicians who are members of the Physician Groups.*

RESPONSE: LabCorp objects to Request No. 8 on the grounds that it is overbroad in that it is not limited to a particular time period. LabCorp further objects to Request No. 8 on the grounds that the phrases "setting the price," "expect that it will obtain," and "FFS agreements" are vague and ambiguous. LabCorp states that it interprets the ambiguous term "expect" to imply a specific expectation that certain events will occur in the future and to exclude anticipation or hope that certain events might occur in the future. LabCorp further states that it interprets the phrase "FFS agreements" to include both specific written agreements and FFS reimbursements that are not made under a written agreement. Subject to and without waiving the foregoing objections, and subject to the foregoing interpretations of ambiguous terms, LabCorp admits Request No. 8.

9. *Admit the truth of the following statement made by LabCorp's counsel, J. Robert Robertson in the Prehearing Scheduling Conference in this proceeding on December 17, 2010, as it relates solely to LabCorp: "[I]t's not just Quest, it's not just LabCorp, not just Westcliff, there's a bunch of other labs in this market as well, and what they do, every one of them, when they negotiate what the capitated rate is they want to know what the other business is. That determines what the capitated rate is because you have to make a profit. And so there is a relationship between the amount of that pull-through, meaning the other business they can get, and that capitated, that small bit of capitated business, and that's what determines that price. It rises or falls based on pull-through."* (Tr. at 38).

RESPONSE: LabCorp objects to Request No. 9 on the grounds that it attempts to solicit an admission that the quoted statement is evidence of the truth of the matter asserted. LabCorp further objects to Request No. 9 on the grounds that it is vague and ambiguous and improperly attempts to force LabCorp to construe a statement of counsel made about numerous entities as relating "solely to LabCorp." Subject to and without waiving the foregoing objections, LabCorp admits the first two sentences of the quoted statement. LabCorp can neither admit or deny the third or fourth sentences of the quoted statement because LabCorp does not have an understanding of the meaning of the phrase "small bit of capitated business" and does not believe that the phrase read literally has any meaning in the broader context of the statement. To the extent that the third sentence and fourth sentences of the quoted statement are simply re-stating the content of the first and second sentences, LabCorp admits those sentences.

10. *Admit that Westcliff has not priced below its marginal costs of providing such services when providing clinical laboratory testing services to Physician Groups in Southern California.*

RESPONSE: LabCorp objects to Request No. 10 as overbroad and irrelevant to any issue in the case. LabCorp further objects to Request No. 10 because it improperly seeks to require LabCorp to provide a legal conclusion regarding issues related to potential liability in separate, unrelated proceedings. LabCorp further objects to Request No. 10 as vague and ambiguous, particularly with respect to the terms "priced," "marginal costs," and "such services." LabCorp interprets the term "priced" to refer to the process by which a clinical laboratory determines the pricing it will propose to a customer for clinical laboratory services before entering into a contract with that customer. Subject to and without waiving the foregoing objections, and subject to the foregoing interpretation, LabCorp admits Request No. 10.

11. *Admit that LabCorp has not priced below its marginal cost of providing such services when providing clinical laboratory testing services to Physician Groups in Southern California.*

RESPONSE: LabCorp objects to Request No. 11 as overbroad and irrelevant to any issue in the case. LabCorp further objects to Request No. 11 because it improperly seeks to require LabCorp to provide a legal conclusion regarding issues related to potential liability in separate, unrelated proceedings. LabCorp further objects to Request No. 11 as vague and ambiguous, particularly with respect to the terms "priced," "marginal cost," and "such services." LabCorp interprets the term "priced" to refer to the process by which a clinical laboratory determines the pricing it will propose to a customer for clinical laboratory services before

entering into a contract with that customer. Subject to and without waiving the foregoing objections, and subject to the foregoing interpretation, LabCorp admits Request No. 11.

12. *Admit that the pricing proposal reflected in the document Bates stamped LCA-MCCDe-0692501 was communicated to the customer.*

RESPONSE: LabCorp states that it lacks the information necessary to admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to admit or deny Request No. 12. Therefore, LabCorp denies the Request.

13. *Admit that the pricing proposals reflected in the document Bates stamped LCA-MCCD-0001280 was communicated to the customer.*

RESPONSE: LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

14. *Admit that the pricing proposal reflected in the document Bates stamped LCA-MCCDe-0943283 was communicated to the customer.*

RESPONSE: LabCorp states that it lacks the information necessary to admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to admit or deny Request No. 14. Therefore, LabCorp denies the Request.

15. *Admit that the pricing proposal reflected in the document Bates stamped LCA-MCCD-0000233 was communicated to the customer.*

RESPONSE: LabCorp states that it lacks the information necessary to admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to admit or deny Request No. 15. Therefore, LabCorp denies the Request.

16. *Admit that the pricing proposal reflected in the document Bates stamped LCA-HARSe-0040186 was communicated to the customer.*

RESPONSE: LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

17. *Admit that the pricing proposal reflected in the document Bates stamped LCA-MANCe-0145981 was communicated to the customer.*

RESPONSE: LabCorp states that it lacks the information necessary to admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to admit or deny Request No. 17. Therefore, LabCorp denies the Request.

18. *Admit that the pricing proposal reflected in the document Bates stamped LCA-MCCD-0001058 was communicated to the customer.*

RESPONSE: LabCorp states that it lacks the information necessary to admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to admit or deny Request No. 12. Therefore, LabCorp denies the Request.

19. *Admit that the pricing proposal reflected in the document Bates stamped LCA-MCCDe-0200330 was communicated to the customer.*

RESPONSE: LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

20. *Admit that the pricing proposal reflected in the document Bates stamped LCA-GUAE-0002208 was communicated to the customer.*

RESPONSE: LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

21. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0082513 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 21 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 21.

22. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0038120 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 22 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

23. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0092840 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 23 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

24. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0093472 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 24 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer. LabCorp further states that alternative pricing proposals were provided to the customer.

25. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0083088 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 25 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 25.

26. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0056801 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 26 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 26.

27. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0076083 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 27 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 27.

28. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0076077 was communicated to the customer.*

RESPONSE: LabCorp states that it lacks the information necessary to admit or deny the request and, after a reasonable inquiry, the information known or readily obtainable by LabCorp is insufficient to enable LabCorp to admit or deny Request No. 28. Therefore, LabCorp denies the Request.

29. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0076074 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 29 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 29.

30. *Admit that the pricing proposal reflected in the document Bates stamped LCA-PREGe-0079386 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 30 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 30.

31. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0067531 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 31 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

32. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0055608 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 32 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

33. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0066351 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 33 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 33.

34. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0093778 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 34 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp admits that the PMPM rates reflected in the cited document were communicated to the customer but denies that the PMPM rates constitute the complete pricing proposal communicated to the customer or price paid by the customer.

35. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0058643 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 35 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 35.

36. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0076080 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 36 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 36.

37. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0094021 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 37 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 37.

38. *Admit that the pricing proposal reflected in the document Bates stamped LCA-VERKe-0094024 was communicated to the customer.*

RESPONSE: LabCorp objects to Request No. 38 on the ground that it calls for information previously provided to Complaint Counsel. Subject to and without waiving the foregoing objection, LabCorp denies Request No. 38.

GENERAL OBJECTIONS

Each of LabCorp's foregoing responses to specific Requests are also subject to the following general objections whether or not restated in response to any particular Request.

1. LabCorp objects to Complaint Counsel's Requests for Admission to the extent that they are overly broad, vague, and ambiguous. LabCorp denies each request, and/or each portion of a request, unless expressly admitted.

2. LabCorp objects to Complaint Counsel's Requests for Admission to the extent that they call for information protected from discovery by the attorney-client privilege, the work product doctrine, or any other applicable privilege.

3. LabCorp objects to Complaint Counsel's Requests for Admission to the extent that they call for information protected from discovery pursuant to sections 3.31(c)(3)-(4) of the Commission's Rules of Practice.

4. LabCorp objects to Complaint Counsel's Requests for Admission to the extent that they call for disclosure of its trade secrets and/or confidential and proprietary commercial and financial information. LabCorp will provide responses containing its confidential and

proprietary information subject to the terms of the Protective Order Governing Discovery Material issued by Judge Chappell on December 20, 2010.

5. LabCorp objects to Complaint Counsel's Requests for Admission to the extent that they call for information previously provided to Complaint Counsel or attempt to obtain admissions that are contrary to the already-produced factual evidence in this case.

6. LabCorp objects to Complaint Counsel's Requests for Admission to the extent they do not relate to statements or opinions of fact or of the application of law to fact, and thereby exceed the scope of Rule 3.32.

7. LabCorp objects to Complaint Counsel's Requests for Admission to the extent that any Request quotes from a document or references a statement and solicits an admission that the quote or statement is evidence of the truth of the matter asserted.

8. LabCorp reserves all of its evidentiary objections or other objections to the introduction or use of any response at any hearing in this action and does not, by any response to any Request, waive any objections to that Request, stated or unstated.

9. LabCorp does not, by any response to any Request, admit to the validity of any legal or factual contention asserted or assumed in the text of any Request.

10. LabCorp objects to Complaint Counsel's Requests on the ground that LabCorp's discovery and analysis are ongoing and reserves the right to assert additional objections as appropriate and to amend or supplement these objections and responses as appropriate.

Dated: January 24, 2010

Respectfully Submitted,



J. Robert Robertson

Corey W. Roush
Benjamin F. Holt
Hogan Lovells US LLP
555 Thirteenth Street, NW
Washington, DC 20004-1109
(202) 637-5600 (telephone)
(202) 637-5910 (facsimile)
robby.robertson@hoganlovells.com
corey.roush@hoganlovells.com
benjamin.holt@hoganlovells.com

*Attorneys for Laboratory Corporation of
America and Laboratory Corporation of
America Holdings*

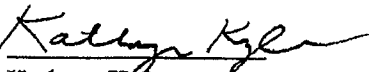
CERTIFICATION

I, Kathryn Kyle, declare as follows

1. I serve as Vice President and Director of Litigation for Laboratory Corporation of America and have been authorized to make this verification on behalf of the Respondents in this action.
2. I have read the foregoing Respondents' Answers and Objections to Complaint Counsel's First Set of Requests for Admission (1-38) and know the contents thereof.
3. I am informed and believe the information contained therein is accurate and true.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Date: January 24, 2011


Kathryn Kyle

CERTIFICATE OF SERVICE

I hereby certify that I caused to be filed via hand delivery an original and one paper copy, and to be sent via FTC e-file a .PDF copy that is a true and correct copy of the paper original, of the foregoing Respondents' Objections and Answers to Complaint Counsel's First Set of Requests for Admission (1-38) (*Public Redacted Version*) with:

Donald S. Clark
Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW, Rm. H-159
Washington, DC 20580
secretary@ftc.gov

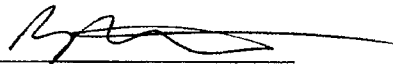
I also certify I delivered via electronic mail and hand delivery a copy of the foregoing Respondents' Objections and Answers to Complaint Counsel's First Set of Requests for Admission (1-38) (*Public Redacted Version*) to:

D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, NW, Rm. H-113
Washington, DC 20580
oalj@ftc.gov

I also certify I delivered via electronic mail a copy of the foregoing Respondents' Objections and Answers to Complaint Counsel's First Set of Requests for Admission (1-38) (*Public Redacted Version*) to:

J. Thomas Greene
Michael R. Moiseyev
Jonathan Klarfeld
Stephanie A. Wilkinson
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580

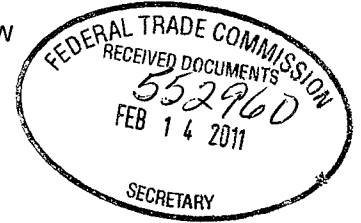
Date: February 14, 2011


Benjamin F. Holt
Hogan Lovells US LLP
*Counsel for Respondents Laboratory
Corporation of America and Laboratory
Corporation of America Holdings*



Hogan Lovells US LLP
 Columbia Square
 555 Thirteenth Street, NW
 Washington, DC 20004
 T +1 202 637 5600
 F +1 202 637 5910
 www.hoganlovells.com

ORIGINAL



January 24, 2010

Donald S. Clark
 Secretary, Federal Trade Commission
 600 Pennsylvania Avenue, NW, Rm. H-135
 Washington, DC 20580

Re: *In re Laboratory Corporation of America, et al.*, FTC Docket No. 9345

Dear Mr. Clark:

Pursuant to Judge Chappell's February 20, 2011 order, enclosed please find the following documents for filing in the above-referenced matter:

1. **Public Redacted** version of Respondents Objections and Answers to Complaint Counsel's First Set of Requests for Admission (1-38).
2. **Confidential** version Respondents Objections and Answers to Complaint Counsel's First Set of Requests for Admission (1-38).

The signed original of each document was filed by Respondents on January 24, 2011 with Respondents' Motion to Withdraw Deemed Admissions and For Extension of Time to File Objections and Answers to Complaint Counsel's First Set of Requests for Admission. Judge Chappell granted that motion and ordered that Respondents re-file the enclosed documents separately.

I have included three paper copies of each document. Please file stamp one of the copies and return it with the waiting messenger.

Per the Commission's Rules of Procedure, I have also included a CD containing a .pdf of the **Confidential** version Respondents Objections and Answers to Complaint Counsel's First Set of Requests for Admission (1-38) that is a true and correct electronic copy of the signed original. The public document will be submitted electronically by FTC e-file.

Please do not hesitate to contact me with any questions at 202-637-8845.

Sincerely,

Benjamin F. Holt

Attorney at Law
 benjamin.holt@hoganlovells.com

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. Hogan Lovells refers to the international legal practice comprising Hogan Lovells US LLP, Hogan Lovells International LLP, Hogan Lovells Worldwide Group (a Swiss Verein), and their affiliated businesses with offices in: Abu Dhabi Alicante Amsterdam Baltimore Beijing Berlin Boulder Brussels Caracas Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston London Los Angeles Madrid Miami Milan Moscow Munich New York Northern Virginia Paris Philadelphia Prague Rome San Francisco Shanghai Silicon Valley Singapore Tokyo Ulaanbaatar Warsaw Washington DC Associated offices: Budapest Jeddah Riyadh Zagreb