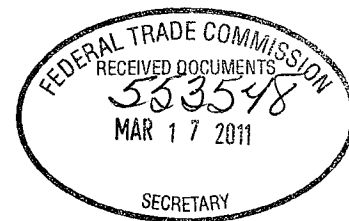


**ORIGINAL**

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



**In the Matter of**

**LABORATORY CORPORATION OF  
AMERICA, et al.,**

**Respondents.**

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**Docket No. 9345**

**PUBLIC**

**COMPLAINT COUNSEL'S MOTION FOR LEAVE TO  
FILE A REPLY TO RESPONDENTS'  
SUPPLEMENTAL BRIEF IN FURTHER SUPPORT  
OF THEIR MOTION TO COMPEL DOCUMENT PRODUCTION**

Pursuant to Rule 3.22(d) of the Commission's Rules of Practice, 16 C.F.R. § 3.22(b), Complaint Counsel respectfully moves for leave of court to file a response to Respondents' Supplemental Brief in Further Support of their Motion to Compel Document Production ("Supplemental Brief"). A proposed order is attached as Exhibit A.

On February 11, 2011, Respondents filed their Motion to Compel ("Motion"), which Complaint Counsel opposed on February 18, 2011. Pursuant to this Court's Order of February 24, 2011 (the "Order"), Complaint Counsel filed its Supplemental Opposition to the Motion ("Supplemental Opposition"). In the Supplemental Opposition, Complaint Counsel addressed the Court's Order and further addressed the arguments made in Respondents' Motion.

Respondents' Supplemental Brief, however, goes beyond the scope of their initial Motion and sets forth new arguments and evidence that Complaint Counsel could not have addressed in Counsel's Supplemental Opposition. For example, Respondents' Supplemental Brief argues that the Revised Privilege Log is inadequate because documents are grouped together. Supplemental

Brief at 2.<sup>1</sup> Yet, Respondents did not present that argument in their Motion even though Complaint Counsel produced its Supplemental Privilege log on January 18, 2011, containing the examples cited in the Supplemental Brief. Instead, Respondents first raised this issue in their Supplemental Opposition, and only conferred with Complaint Counsel after the Supplemental Opposition was filed, and even then it was only in conjunction with discussion regarding their own failure to produce a privilege log as required by Rule 3.38A(a).<sup>2</sup> Furthermore, Respondents' new argument is baseless as Complaint Counsel's Revised Privilege Log is modeled after the privilege log this Court found satisfactory in *In re Hoechst Marion Roussel, Inc.* but provides even more detail in its descriptions.<sup>3</sup> See 2000 FTC LEXIS 134 (Aug. 18,

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<sup>1</sup> Respondents misquotes the Order, calling question the other authorities by Respondents purport support their arguments. Compare Supplemental Brief at 2 (latest attempt at privilege log does not show that "each page and portion thereof, is in fact protected from disclosure") with Order at 5 (declaration will demonstrate "that each and every document sought to be withheld, including each page and portion thereof, has is [sic] in fact been reviewed and is in fact protected from disclosure"). Rich Feinstein did, in fact, review each page and portion of every document withheld.

<sup>2</sup> While arguing strenuously that Complaint Counsel be required to produce a more detailed privilege log, Respondents admitted that they withheld responsive documents, but did not prepare a privilege log at all in violation of Rule 3.38A. 16 C.F.R. § 3.38A(a). Further, Counsel for Respondents stated that they had no intention of producing any privilege log until after this Court rules on the instant Motion. Respondents' failure to even prepare a privilege log constitutes a waiver of any privilege, regardless of the outcome of this Motion. See *Bregman v. District of Columbia*, 182 F.R.D. 352 (D.D.C. 1998) ("[P]laintiff's failure to comply with Fed.R.Civ.P. 26(b)(5), requiring him to file a privilege log, bars in itself any claim of privilege, whatever its basis.").

<sup>3</sup> Respondents' complaint that they cannot identify whether the individuals identified are Commission employees is yet another new issue that they failed to confer about and is obviously specious. As Respondents well know, Complaint Counsel has already stated that every one of the privileged communications was between either the Commission and the CAAG or the Commission and the Interim Manager or Interim Monitor (or his counsel). Further, the email extensions from this and the prior privilege logs indicate all Commission employees. Finally, the identities of Commission employees are publicly available on the Commission's website, or, had they bothered to ask, from Complaint Counsel directly.

2000).

Complaint Counsel could not have anticipated that Respondents would continue to misrepresent the nature of the litigation brought by California Department of Justice, Office of the Attorney General (“CAAG”) against Respondents, and the nature of CAAG’s investigation into the transaction at issue, in light of Ms. Nagler’s declaration. Despite Ms. Nagler’s declaration averring that CAAG has not made its decision about the instant transaction, Respondents continue to mislead this Court by falsely asserting that “the CAAG and the FTC did not see eye-to-eye on the transaction,” Supplemental Brief at 5 and, for the first time, identify an industry report that they believe substantiates their claims about the CAAG’s qui tam action. At the same time, Respondents fail to mention that LabCorp’s own Form 10-K filing properly characterizes the qui tam action to be about improper billing to Medi-Cal, (LabCorp Form 10-K at 34 (March 1, 2011) attached hereto as Exhibit B), and that capitation rates are only relevant because LabCorp does not pass along the benefits of capitation to Medi-Cal. Complaint Counsel should be entitled to respond to this erroneous assertion.

Complaint Counsel also could not have anticipated that Respondents would raise the new argument that Complaint Counsel’s litigation hold is “evidence” that its privilege does not apply. That is yet another issue that Respondents was never discussed with Complaint Counsel, and is based on the flawed assumption about Complaint Counsel’s litigation hold. Further, they assert the same privilege that they attack by invoking the joint defense or attorney client privileges over materials exchanged with a third party several months prior to the parties even entering into Asset Purchase Agreement at issue on May 17, 2010 or attorney work product privilege over

materials generated several months prior to the transaction.<sup>4</sup> They should not be permitted to have it both ways.

In order for the Court to make a fully informed decision about the merits of Respondents' Motion, these points need to be addressed and clarified for the Court. Rule 3.22(d) allows reply and surreply briefs "in circumstances where the parties wish to draw the Administrative Law Judge's or the Commission's attention to recent important developments or controlling authority that could not have been raised earlier in the party's principal brief." 16 C.F.R. § 3.22(d).

As noted above, Respondents' Supplemental Motion sets forth arguments that go beyond their initial Motion and introduce new material regarding the position of CAAG in a manner that could not have been anticipated by Complaint Counsel. Complaint Counsel conferred about this motion with Counsel for Respondents on March 17, 2011 and they do not oppose Complaint Counsel's request to address Respondents' new arguments concerning the grouping of documents on the Revised Privilege Log and Complaint Counsel's litigation hold but Respondents have stated they hope that in the event this Court grants Complaint Counsel the right to file a reply that it would not affect the timing of this Court's ruling on the Motion.

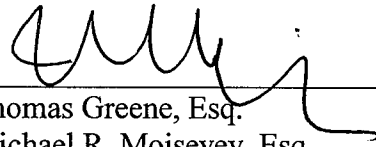
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<sup>4</sup> See Exhibit C (excerpts of Respondents' partial privilege log produced during the Commission's Part II investigation). As evident from these excerpts, Complaint Counsel's privilege log is much more detailed than Respondents' log.

For the foregoing reasons, Complaint Counsel respectfully requests that the Court grant its Motion for Leave to File a Supplemental Reply to Respondents' Supplemental Motion to Compel Document Production. Complaint Counsel will file its reply within one business day of the Court granting this motion.

Dated: March 17, 2011

Respectfully submitted,



Thomas Greene, Esq.  
Michael R. Moiseyev, Esq.  
Jonathan S. Klarfeld, Esq.  
Stephanie A. Wilkinson, Esq.

Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, DC 20580  
Tel. (202) 326-2531  
Fax. (202) 326-2655  
[tgreene2@ftc.gov](mailto:tgreene2@ftc.gov)

Complaint Counsel

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

<b>In the Matter of</b>	)	
	)	
<b>LABORATORY CORPORATION OF AMERICA, et al.,</b>	)	<b>Docket No. 9345</b>
	)	
<b>Respondents.</b>	)	<b>PUBLIC</b>
	)	
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**COMPLAINT COUNSEL’S MOTION FOR LEAVE TO  
FILE A REPLY TO RESPONDENTS’  
SUPPLEMENTAL BRIEF IN FURTHER SUPPORT  
OF THEIR MOTION TO COMPEL DOCUMENT PRODUCTION**

**EXHIBIT A**

*Proposed Order*

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

<b>In the Matter of</b>	)	
	)	
<b>LABORATORY CORPORATION OF AMERICA, et al.,</b>	)	<b>Docket No. 9345</b>
	)	
<b>Respondents.</b>	)	<b>PUBLIC</b>
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**[PROPOSED] ORDER**

Upon consideration of Complaint Counsel's Motion for Leave to File a Reply to Respondents' Supplemental Brief in Further Support of their Motion to Compel Document Production, and the Court being fully informed,

IT IS HEREBY ORDERED, that Complaint Counsel's Motion is GRANTED and it is further ORDERED that Complaint Counsel shall file its reply to Respondents' Supplemental Brief in Further Support of their Motion to Compel Document Production within one business day of the date of this Order.

Date: March \_\_, 2011

\_\_\_\_\_  
D. Michael Chappell  
Chief Administrative Law Judge

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of

LABORATORY CORPORATION OF  
AMERICA, et al.,

Respondents.

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Docket No. 9345

PUBLIC

**COMPLAINT COUNSEL'S MOTION FOR LEAVE TO  
FILE A REPLY TO RESPONDENTS'  
SUPPLEMENTAL BRIEF IN FURTHER SUPPORT  
OF THEIR MOTION TO COMPEL DOCUMENT PRODUCTION**

**EXHIBIT B**

*Excerpts from LabCorp Form 10-K (March 1, 2011)*



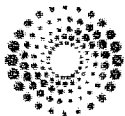
# LABORATORY CORP OF AMERICA HOLDINGS (LH)

## 10-K

Annual report pursuant to section 13 and 15(d)

Filed on 03/01/2011

Filed Period 12/31/2010



THOMSON REUTERS

Westlaw<sup>®</sup> BUSINESS

All of the Company's primary laboratory facilities have been built or improved for the single purpose of providing clinical laboratory testing services. The Company believes that these facilities are suitable and adequate and have sufficient production capacity for its currently foreseeable level of operations. The Company believes that if it were unable to renew a lease or if a lease were to be terminated on any of the facilities it presently leases, it could find alternate space at competitive market rates and readily relocate its operations to such new locations without material disruption to its operations.

### Item 3. LEGAL PROCEEDINGS

The Company was a party in a patent case originally filed by Competitive Technologies, Inc. and Metabolite Laboratories, Inc. in the United States District Court for the District of Colorado. After a jury trial, the district court entered judgment against the Company for patent infringement, with total damages and attorney's fees payable by the Company of approximately \$7.8 million. The underlying judgment has been paid. The Company vigorously contested the judgment and appealed the case ultimately to the United States Supreme Court. On June 22, 2006, the Supreme Court dismissed the Company's appeal and the case was remanded to the District Court for further proceedings including resolution of a related declaratory judgment action initiated by the Company addressing the plaintiffs' claims for post trial damages. On August 15, 2008, the District Court entered judgment in favor of the Company on all of the plaintiffs' remaining claims. Metabolite Laboratories, Inc. filed an appeal to the Federal Circuit. The Federal Circuit transferred the appeal to the Tenth Circuit Court of Appeals and oral argument was heard on November 17, 2010. On February 2, 2011, the Tenth Circuit Court of Appeals affirmed the District Court judgment in favor of the Company.

A subsidiary of the Company, DIANON Systems, Inc. ("DIANON"), is the appellant in a wrongful termination lawsuit originally filed by G. Berry Schumann in Superior Court in the State of Connecticut. After a jury trial, the state court entered judgment against DIANON, with total damages, attorney's fees, and pre-judgment interest payable by DIANON, of approximately \$10.0 million. DIANON filed a notice of appeal in December 2009, and the case has been transferred to the Connecticut Supreme Court. DIANON has disputed liability and intends to contest the case vigorously on appeal.

As previously reported on May 22, 2006, the Company received a subpoena from the California Attorney General seeking documents related to billing to the state's Medicaid program. During the third quarter of 2008, the Company received a request from the California Attorney General for additional information. On March 20, 2009, a qui tam lawsuit, *California ex rel. Hunter Laboratories, LLC et al. v. Quest Diagnostics Incorporated, et al.*, which was joined by the California Attorney General and to which the previous subpoena related, was unsealed. The lawsuit was brought against the Company and several other major laboratories operating in California and alleges that the defendants improperly billed the state Medicaid program and, therefore, violated the California False Claims Act. The lawsuit seeks actual and treble damages and civil penalties for each alleged false claim, as well as recovery of costs, attorney's fees, and expenses. The original complaint was dismissed on the basis of (i) misjoinder and (ii) lack of particularity in the claims and a separate amended complaint was filed against the Company on December 14, 2009. The Company filed an answer to the new complaint on February 5, 2010. The Company participated in mediation on December 6, 2010 and February 10, 2011. The case is currently scheduled for trial on January 30, 2012.

During the third quarter of 2010, the Company responded to an audit from the California Department of Health Care Services ("DHCS") of one of the Company's California laboratories for the period of January 1, 2010 through June 30, 2010. DHCS subsequently indicated that this laboratory charged the Medi-Cal program more than what was charged to other payers for some lab services and that this is inconsistent with DHCS's current interpretation of California regulations. DHCS provided the Company with a proposed agreement related to the Company's billing to the Medi-Cal program, including a requirement that the Company charge Medi-Cal the "lowest price" it charges others for a particular laboratory test. The Company disagrees with DHCS' contentions and interpretation of its regulations and believes that it has properly charged the Medi-Cal program under all applicable laws and regulations. The Company has subsequently received a self-audit letter and a similar audit request relating to another Company laboratory. The Company is continuing to cooperate with DHCS with respect to the audits.

In addition, the Company has received three other subpoenas since 2007 related to Medicaid billing. In June 2010, the Company received a subpoena from the State of Florida requesting documents related to its billing to Florida Medicaid. In February 2009, the Company received a subpoena from the Commonwealth of Virginia seeking documents related to the Company's billing for state Medicaid. In October 2009, the Company received a subpoena from the State of Michigan seeking documents related to its billing to Michigan Medicaid. The Company also responded to an October 2007 subpoena from the United States Office of Inspector General's regional office in New York and a September 2009 subpoena from the United States Office of Inspector General's regional office in Massachusetts regarding certain of its billing practices. The Company is cooperating with the requests.

On August 19, 2010, Aetna, Inc., Aetna Health Holdings, LLC and Aetna Health Management, LLC filed a lawsuit against Laboratory Corporation of America Holdings in the United States District Court for the Eastern District of Pennsylvania, alleging unfair competition, misrepresentation, interference and breach of contract, and violation of trade secret laws. Aetna is seeking unspecified monetary damages and equitable relief. The Company intends to vigorously defend the lawsuit.

The Company acquired certain assets of Westcliff Medical Laboratories ("Westcliff") on June 16, 2010. On June 25, 2010, the Company and the Federal Trade Commission ("FTC") entered into a letter agreement ("Agreement") whereby the Company agreed to hold the Westcliff business separate and independent of the Company from the date the Company acquired the Westcliff assets until the Agreement was set to terminate on December 3, 2010. The Company subsequently responded to a subpoena and Civil Investigative Demand from the FTC regarding the acquisition. On December 1, 2010, the FTC issued an administrative complaint challenging the Westcliff acquisition ("Administrative Proceeding"). A hearing in the Administrative Proceeding before an FTC administrative law judge is scheduled to begin on May 2, 2011, in Washington, DC and the Company intends to vigorously defend itself in that proceeding. On December 1, 2010, the FTC also filed an action in federal court in the District of Columbia seeking a temporary restraining order and preliminary injunction to prevent the Company from integrating the Westcliff assets upon the expiration of the Agreement. The Company successfully moved for transfer of the federal district court matter to the United States District Court for the Central District of California, and the Company voluntarily agreed to extend the Agreement until the federal district court ruled on the FTC's request for a preliminary injunction. On February 22, 2011 the federal district court denied the preliminary injunction and dissolved the temporary restraining order, allowing the Company to integrate the Westcliff assets into its business operations. On February 23, 2011 the FTC filed a notice of appeal to the Ninth Circuit Court of Appeals and a motion with the federal district court requesting a preliminary injunction maintaining the Agreement pending a decision from that appeal. The Company will vigorously defend itself in those proceedings.

Several of these matters are in their early stages of development and management cannot predict the outcome of such matters. In the opinion of management, the ultimate disposition of such matters is not expected to have a material adverse effect on the financial position of the Company but may be material to the Company's results of operations or cash flows in the period in which such matters are finally determined or resolved.

The Company is involved from time to time in various claims and legal actions, including arbitrations, class actions, and other litigation, arising in the ordinary course of business. Some of these actions involve claims that are substantial in amount. These matters include, but are not limited to, intellectual property disputes, professional liability, employee related matters, and inquiries, including subpoenas and other civil investigative demands, from governmental agencies and Medicare or Medicaid payers and managed care payers reviewing billing practices or requesting comment on allegations of billing irregularities that are brought to their attention through billing audits or third parties. The Company receives civil investigative demands or other inquiries from various governmental bodies in the ordinary course of its business. Such inquiries can relate to the Company or other healthcare providers. The Company works cooperatively to respond to appropriate requests for information.

The Company is also named from time to time in suits brought under the qui tam provisions of the False Claims Act and comparable state laws. These suits typically allege that the Company has made false statements and/or certifications in connection with claims for payment from federal or state health care programs. They may remain under seal (hence, unknown to the Company) for some time while the

government decides whether to intervene on behalf of the qui tam plaintiff. Such claims are an inevitable part of doing business in the health care field today.

The Company believes that it is in compliance in all material respects with all statutes, regulations and other requirements applicable to its clinical laboratory operations. The clinical laboratory testing industry is, however, subject to extensive regulation, and the courts have not interpreted many of these statutes and regulations. There can be no assurance therefore that those applicable statutes and regulations will not be interpreted or applied by a prosecutorial, regulatory or judicial authority in a manner that would adversely affect the Company. Potential sanctions for violation of these statutes and regulations include significant fines and the loss of various licenses, certificates and authorizations.

**Item 4. (REMOVED AND RESERVED)**

**PART II**

**Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

The Common Stock trades on the New York Stock Exchange ("NYSE") under the symbol "LH". The following table sets forth for the calendar periods indicated the high and low sales prices for the Common Stock reported on the NYSE Composite Tape.

	<u>High</u>	<u>Low</u>
<b>Year Ended December 31, 2009</b>		
First Quarter	65.90	53.25
Second Quarter	68.09	57.08
Third Quarter	71.29	62.06
Fourth Quarter	76.74	63.81
<b>Year Ended December 31, 2010</b>		
First Quarter	77.09	69.49
Second Quarter	83.00	73.12
Third Quarter	78.94	71.58
Fourth Quarter	89.48	75.75

**Holders**

On February 18, 2011 there were 401 holders of record of the Common Stock.

**Dividends**

The Company has not historically paid dividends on its common stock and does not presently anticipate paying any dividends on its common stock in the foreseeable future. In addition, the Company's senior credit facilities place certain limits on the payment of dividends. For further information on these limits, please refer to "Financing Activities" under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Note 11 to Consolidated Financial Statements."

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of )  
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LABORATORY CORPORATION OF ) Docket No. 9345  
AMERICA, et al., ) PUBLIC  
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Respondents. )  
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COMPLAINT COUNSEL'S MOTION FOR LEAVE TO  
FILE A REPLY TO RESPONDENTS'  
SUPPLEMENTAL BRIEF IN FURTHER SUPPORT  
OF THEIR MOTION TO COMPEL DOCUMENT PRODUCTION

EXHIBIT C

*Excerpts from Respondents' Partial Privilege Log*

Laboratory Corporation of America Holdings  
Privilege Log

Document ID	Author	Recipient	Subject	Date	Category	Notes
LCA-PRIV-000180-00001	Acher, Mike	Weisberg, Ira	N/A	05/21/2009	N/A	Draft report provided to counsel Keyela Bishop for purpose of seeking legal advice regarding a potential acquisition.
LCA-PRIV-000182-00001	Acher, Mike	Connell, Shawn; Richardson, Mark; Conrad, Andrew; Andrews, Lily; Smith, Richard	N/A	05/27/2009	N/A	E-mail chain containing seeking legal advice of counsel Lilly Andrews regarding corporate issues.
LCA-PRIV-000183-00001	Acher, Mike	Wicker, Lisa	N/A	05/29/2009	N/A	E-mail chain reflecting legal advice of counsel Kathryn Kyle regarding corporate issues.
LCA-PRIV-000184-00001	Acher, Mike	Unknown	N/A	05/29/2009	N/A	Draft agreement reflecting information prepared at request of counsel Kathryn Kyle regarding corporate issues.
LCA-PRIV-000185-00001	Acher, Mike	Neal, Kenneth	Ethridge, Miller; Friedberg, Glen; Gmitin, John; Spilman, Tom; Kyle, Kathryn*	05/29/2009	N/A	E-mail chain reflecting legal advice of counsel Kathryn Kyle regarding contract issues.
LCA-PRIV-000186-00001	Acher, Mike	King, Dave	N/A	06/02/2009	N/A	E-mail reflecting legal advice of counsel LabCorp Legal Department regarding corporate issues.
LCA-PRIV-000187-00001	Acher, Mike	Hardison, Don	King, David	06/02/2009	N/A	E-mail chain reflecting legal advice of counsel LabCorp Legal Department regarding litigation issues.
LCA-PRIV-000188-00001	Acher, Mike	Albert, Rob	N/A	06/03/2009	N/A	E-mail chain seeking legal advice of counsel Sandra Van der Vaart regarding corporate issues.
LCA-PRIV-000189-00001	Acher, Mike	Walsh, Jennifer	N/A	06/03/2009	N/A	E-mail chain seeking legal advice of counsel Draw Chakere regarding contract issues.
LCA-PRIV-000190-00001	Acher, Mike	Acher, Michael	N/A	06/05/2009	N/A	E-mail chain seeking legal advice of counsel Sandra Van der Vaart regarding corporate issues.
LCA-PRIV-000191-00001	Acher, Mike	Chiaro, Uber; Hams, Sandra	N/A	06/05/2009	N/A	Draft agreement provided to counsel Sandra Van der Vaart for purpose of seeking legal advice regarding corporate issues.
LCA-PRIV-000192-00001	Acher, Mike	Seasewitz, Ellen	Acher, Michael	06/03/2009	N/A	E-mail chain seeking legal advice of counsel Kathryn Kyle regarding pricing issues.
LCA-PRIV-000193-00001	Acher, Mike	Acher, Michael	N/A	06/03/2009	N/A	E-mail chain reflecting legal advice of counsel Kathryn Kyle regarding corporate issues.



Westcliff Medical Laboratories, Inc.  
Privilege Log

Document ID	Parent Document	Child Document	Custodian	Author	CC	CC	Date	Legal Description	AC & WP
WML-PRIV-000352-00001	WML-PRIV-000353-00001		Vernaglia, Kip	Vernaglia, Kip	Contreras, Laura	N/A	01/28/2010	E-mail chain seeking legal advice of counsel David Gee* regarding this transaction.	AC & WP N
WML-PRIV-000353-00001	WML-PRIV-000352-00001		Vernaglia, Kip	Gee, David*	N/A	N/A	01/28/2010	Draft report prepared by counsel David Gee* regarding this transaction.	AC & WP N
WML-PRIV-000354-00001	WML-PRIV-000355-00001		Vernaglia, Kip	Vernaglia, Kip	Whalen, Robert; Gee, David*	N/A	02/01/2010	E-mail transmitting report seeking legal advice of counsel David Gee* regarding leasing issues.	AC & WP N
WML-PRIV-000355-00001	WML-PRIV-000354-00001		Vernaglia, Kip	Gee, David*	N/A	N/A	02/01/2010	Draft report prepared by counsel David Gee* regarding leasing issues.	AC & WP N
WML-PRIV-000356-00001	WML-PRIV-000357-00001		Vernaglia, Kip	Vernaglia, Kip	Contreras, Laura	N/A	02/02/2010	E-mail chain transmitting report containing legal advice of counsel David Gee* regarding leasing issues.	AC & WP N
WML-PRIV-000357-00001	WML-PRIV-000356-00001		Vernaglia, Kip	Gee, David*	N/A	N/A	02/02/2010	Draft report prepared by counsel David Gee* regarding leasing issues.	AC & WP N
WML-PRIV-000358-00001	WML-PRIV-000359-00001		Vernaglia, Kip	Vernaglia, Kip	McKeat, Amy; Duncan, Andrea; O'Murray, Rudy; Preciado, Gayle; Wilson, Jennifer	N/A	02/02/2010	E-mail chain containing legal advice of counsel Carla DewBerry* regarding this leasing issues.	AC
WML-PRIV-000359-00001	WML-PRIV-000358-00001		Vernaglia, Kip	Gee, David*	N/A	N/A	02/02/2010	Draft report prepared by counsel David Gee* regarding leasing issues.	AC
WML-PRIV-000360-00001	WML-PRIV-000361-00001		Vernaglia, Kip	Vernaglia, Kip	Whalen, Robert; Contreras, Laura; Duncan, Andrea; O'Murray, Rudy; DewBerry, Carla*	N/A	02/02/2010	E-mail reflecting legal advice of counsel Garvey Schubert Baner* regarding leasing issues.	AC
WML-PRIV-000361-00001	WML-PRIV-000360-00001		Vernaglia, Kip	Unknown	N/A	N/A	02/02/2010	Draft report prepared by counsel Garvey Schubert Baner* regarding leasing issues.	AC
WML-PRIV-000362-00001	WML-PRIV-000361-00001		Vernaglia, Kip	Contreras, Laura	Contreras, Laura; Vernaglia, Kip; Whalen, Robert; DewBerry, Carla*; Gee, David*	N/A	02/04/2010	E-mail chain containing legal advice of counsel Carla DewBerry* regarding leasing issues.	AC
WML-PRIV-000363-00001	WML-PRIV-000364-00001		Vernaglia, Kip	Contreras, Laura	Whalen, Robert; Contreras, Laura; Vernaglia, Kip; DewBerry, Carla*	Gee, David*; Owen, Vickie	03/12/2010	E-mail reflecting legal advice of counsel Carla DewBerry* regarding leasing issues.	AC
WML-PRIV-000364-00001	WML-PRIV-000363-00001		Vernaglia, Kip	Contreras, Laura	N/A	N/A	03/12/2010	Draft report prepared by counsel Carla DewBerry* regarding leasing issues.	AC





Laboratory Corporation of America Holdings  
Privilege Log

Case No.	Requester	Produced Pursuant To	Request	Requester	Request	Requester	Request	Requester	Request	Requester	Request	Requester	Request	Requester	Request	Requester	Request	Requester	Request		
LCA-PRIV-001278-00001	LCA-PRIV-001278-00001; LCA-PRIV-001280-00001; LCA-PRIV-001281-00001; LCA-PRIV-001282-00001			Aicher, Mike	Krauss, Joe	Aicher, Michael	Von Hagen, Don; Oliver, Leigh	N/A	06/08/2010				E-mail chain transmitting reports containing legal advice of counsel Joseph Krauss* regarding this transaction.								
LCA-PRIV-001278-00001	LCA-PRIV-001278-00001			Aicher, Mike	Spillman, Tom	N/A	N/A		06/08/2010				Report prepared at the request of Joseph Krauss* regarding this transaction.								AC & WP N
LCA-PRIV-001280-00001	LCA-PRIV-001278-00001			Aicher, Mike	Spillman, Tom	N/A	N/A		06/08/2010				Report prepared at the request of Joseph Krauss* regarding this transaction.								AC & WP N
LCA-PRIV-001281-00001	LCA-PRIV-001278-00001			Aicher, Mike	Spillman, Tom	N/A	N/A		06/08/2010				Report prepared at the request of Joseph Krauss* regarding this transaction.								AC & WP N
LCA-PRIV-001282-00001	LCA-PRIV-001278-00001			Aicher, Mike	Spillman, Tom	N/A	N/A		06/08/2010				Report prepared at the request of Joseph Krauss* regarding this transaction.								AC & WP N
LCA-PRIV-001283-00001	LCA-PRIV-001284-00001; LCA-PRIV-001285-00001; LCA-PRIV-001286-00001	LCA-ALCMe-0343075		Aicher, Mike	Krauss, Joe	Aicher, Michael	Von Hagen, Don; Oliver, Leigh		06/08/2010				E-mail containing legal advice of counsel Joseph Krauss* and transmitting reports regarding this transaction.								AC & WP N
LCA-PRIV-001284-00001	LCA-PRIV-001285-00001			Aicher, Mike	Aicher, Michael	N/A	N/A		06/08/2010				Report containing legal advice of counsel Joseph Krauss* regarding this transaction.								AC & WP N
LCA-PRIV-001285-00001	LCA-PRIV-001286-00001			Aicher, Mike	Aicher, Michael	N/A	N/A		06/08/2010				Report containing legal advice of counsel Joseph Krauss* regarding this transaction.								AC & WP N

**CERTIFICATE OF SERVICE**

I certify that I filed via hand delivery an original with signature and one paper copy and a .pdf via electronic mail that is a true and correct copy of the paper original of the foregoing **Complaint Counsel's Motion for Leave to File a Reply to Respondents' Supplemental Brief in Further Support of their Motion to Compel Document Production** with:

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

I also certify that I delivered via hand delivery one paper copy and one .pdf copy that is a true and correct copy of the paper original via electronic mail of the foregoing **Complaint Counsel's Motion for Leave to File a Reply to Respondents' Supplemental Brief in Further Support of their Motion to Compel Document Production** to:

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

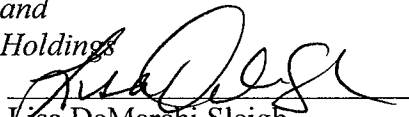
I also certify that I delivered via electronic mail one .pdf copy that is a true and correct copy of the paper original of the foregoing **Complaint Counsel's Motion for Leave to File a Reply to Respondents' Supplemental Brief in Further Support of their Motion to Compel Document Production** to:

J. Robert Robertson  
Corey Roush  
Benjamin Holt  
Hogan Lovells US LLP  
Columbia Square  
555 Thirteenth Street, N.W.  
Washington, DC 20004

*Counsel for Defendants  
Laboratory Corporation of America and  
Laboratory Corporation of America Holdings*

March 17, 2011

By:

  
Lisa DeMarchi Sleight  
Federal Trade Commission  
Bureau of Competition