

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of)
)
)
PIEDMONT HEALTH ALLIANCE, INC.,) Docket No. 9314
a corporation,)
)
and)
)
PETER H. BRADSHAW, M.D.,)
S. ANDREWS DEEKENS, M.D.,)
DANIEL C. DILLON, M.D.,)
SANFORD D. GUTTLER, M.D.,)
DAVID L. HARVEY, M.D.,)
JOHN W. KESSEL, M.D.,)
A. GREGORY ROSENFELD, M.D.,)
JAMES R. THOMPSON, M.D.,)
ROBERT A. YAPUNDICH, M.D.,)
and WILLIAM LEE YOUNG III, M.D.,)
individually.)
_____)

**Piedmont Health Alliance, Inc.’s Objections and Responses to
Complaint Counsel’s Second Set of Requests for Admissions**

Pursuant to Rule 3.32 of the Commission’s Rules of Practice, Respondent Piedmont Health Alliance, Inc. (“PHA”) hereby responds and objects to Complaint Counsel’s Second Set of Requests for Admissions, dated April 2, 2004 (“Requests for Admissions”).

PRELIMINARY STATEMENT

The following objections and responses are made solely for the purpose of this action. Each response is subject to all objections as to competence, relevance, privilege, materiality, propriety, admissibility, and any and all other objections and grounds that would require the

exclusion of any statement contained herein if any requests were asked of, or if any statements contained herein were made by, or if any documents referenced herein were offered by, a witness present and testifying at the trial of this proceeding, all of which objections are reserved and may be interposed at the time of trial.

The following responses are based upon information and documents presently within PHA's custody, possession, or control, and no incidental or implied admissions are intended hereby. PHA's responses are made with the express reservation of all rights pursuant to the Commission's Rules of Practice to supplement and/or amend these responses or otherwise to present evidence later discovered or the significance of which is learned subsequent to the date hereof. The objections and responses herein represent only the objections and responses of Piedmont Health Alliance, Inc. and not that of any individual board members, shareholders or other respondents in this litigation.

The fact that PHA has not answered or objected to any request, or part thereof, is not an admission that PHA accepts or admits the existence of any facts or documents set forth in or assumed by such request or that such answer or objection constitutes admissible evidence. All statements or inferences not explicitly admitted are denied. PHA is not waiving any objection as to the relevance of the information provided or the admissibility of such information at trial or otherwise. The fact that PHA has responded to any request for admission is not intended and shall not be construed as a waiver by PHA of all or any part of any objection to any request for admission.

GENERAL OBJECTIONS

The following General Objections and Objections to Specific Definitions and Instructions

are incorporated into each specific response below as if fully set forth therein. PHA's responses to Complaint Counsel's Requests for Admissions shall be likewise limited.

1. PHA objects to Complaint Counsel's Requests for Admissions to the extent that they seek to impose obligations or requirements on PHA beyond those contained in the Commission's Rules of Practice. PHA will respond to Complaint Counsel's Requests for Admissions consistent with these rules.

2. PHA objects to Complaint Counsel's Requests for Admissions to the extent that they purport to require disclosure of information that is protected from discovery by the attorney-client privilege, work-product doctrine, or any other privilege, doctrine, or immunity. Nothing contained in these responses is intended or may be construed as a waiver of the attorney-client privilege, the work-product doctrine, or any other privilege, doctrine, or immunity.

3. PHA objects to Complaint Counsel's Requests for Admissions to the extent that they seek doctor-patient or peer review privileged information.

4. PHA objects to Complaint Counsel's Requests for Admissions to the extent they call for disclosure of its trade secrets and/or confidential and proprietary commercial and financial information. PHA 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 February 3, 2004 .

5. PHA objects to Complaint Counsel's Requests for Admissions to the extent they are overly broad, vague, ambiguous, unduly burdensome, oppressive, and are not reasonably calculated to lead to the discovery of admissible evidence.

6. PHA objects to Complaint Counsel's Requests for Admissions to the extent that

they request information for a time period that is overbroad, unduly burdensome, and oppressive, and call for the discovery of information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent that they (a) include periods after the issuance of the Complaint; (b) include periods before the actions alleged in the Complaint; and (c) extend back further than a practitioner's participation in PHA.

7. PHA objects to Complaint Counsel's definition of "PHA Directory," which refers to a print-out from PHA's website, dated January 14, 2004. This web directory has since been updated and the original cannot be replicated. Therefore, all responses regarding the PHA Directory will refer to PHA's web directory of shareholder physicians and subcontracted healthcare providers, dated February 16, 2004, a copy of which is attached hereto. PHA's responses to requests for admissions regarding the PHA Directory refer only to whether the request is an accurate summary of the information listed in the web directory, and contains no admissions regarding the accuracy of the underlying information.

RESPONSE TO REQUESTS FOR ADMISSIONS

Subject to PHA's General Objections, PHA responds as follows:

REQUESTS FOR ADMISSIONS

6. As of February 1, 2004, PHA had more than 400 physician shareholders and subcontracted physicians.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to the foregoing objections and General Objections, PHA admits this Request.

7. As of February 1, 2004, PHA had as participating physicians more than 400 physicians who practice in the Unifour area.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because the term "participating" and "practice" are vague and undefined. Subject to the foregoing objections and General Objections, PHA admits that it has over 400 shareholder and subcontracted physician members that may practice in the Unifour area. All statements or inferences not explicitly admitted are denied.

8. As of February 1, 2004, more than 70% of the physicians with admitting privileges at hospitals in the Unifour area were PHA members.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent has made a reasonable inquiry and the information known to or readily obtainable by Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission. On that basis, PHA denies this Request.

9. As of February 1, 2004, more than 70% of the privately insured or covered lives in the Unifour area were covered under contracts between payors and PHA.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous

unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent has made a reasonable inquiry and the information known to or readily obtainable by Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission. On that basis, PHA denies this Request.

10. As of February 1, 2004, more than 70% of the primary care physicians with admitting privileges at hospitals in the Unifour area were PHA participating physicians.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent has made a reasonable inquiry and the information known to or readily obtainable by Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission. On that basis, PHA denies this Request.

11. As of February 1, 2004, more than 70% of the specialist physicians with admitting privileges at hospitals in the Unifour area were PHA participating physicians.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent

has made a reasonable inquiry and the information known to or readily obtainable by

Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission.

On that basis, PHA denies this Request.

12. From 1994 through 2000, excluding the contract with Partners National Health Plans of North Carolina, Inc., PHA did not enter into any contract that involved the assumption or sharing of any financial risk by PHA or its participating physicians.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and the General Objections, PHA denies this Request.

13. From 1994 through 2000, PHA did not provide any clinically integrated services to patients covered by contracts with PHA.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and the General Objections, PHA denies this Request.

14. From 1994 through 2000, PHA entered into contracts for physician services with more than 50 payors.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because "payors" is vague and undefined.

Subject to these objections and the General Objections, PHA admits that over the combined 6 year period of 1994-2000, PHA entered into contracts with over 50 managed care companies, third party administrators and/or self-funded employers.

15. From 1994 through 2000, PHA entered into contracts with payors in which PHA negotiated the prices at which PHA's participating physicians would be reimbursed.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because "negotiated the prices" is vague and undefined. Subject to these objections and the General Objections, PHA admits that it entered into contracts with payors on behalf of its participating physicians that set forth a specific fee schedule in which PHA participating physicians would be reimbursed by the payor. All other statements or inferences not explicitly admitted are denied.

16. From 1994 through 2000, a majority of PHA's physician members of the PHA board of directors, and two of the three hospitals which had members on the PHA board of directors, voted to authorize PHA to sign contracts with payors.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because the term "authorize" and "majority" in this context is vague and undefined. PHA admits that, as defined by PHA's by-laws, of a quorum present at a meeting of the Board of Directors, a supermajority vote of the Directors is necessary for approval of third party payor contracts. All other statements and inferences not explicitly admitted are denied.

17. PHA has only used its modified messenger model to contract with CIGNA, United, Frye Regional Medical Center, Inc., and CV Industries, Inc.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "to contract" is vague and undefined. PHA admits that it has used its modified messenger model to contract with CIGNA, United, Frye Hospital – Tenet Select and CV Industries. PHA further states that it ran its messenger model for WellPath, although WellPath chose not to enter into a contract with PHA. All statements or inferences not explicitly admitted are denied.

18. Under contracts PHA has entered pursuant to its modified messenger model, PHA and its participating physicians have neither provided any clinically integrated services to patients, nor assumed or shared any financial risk.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and the General Objections, PHA admits that it and its participating physicians have not assumed or shared any financial risk under the contracts in which PHA has entered into pursuant to its modified messenger model. All other statements or inferences not explicitly admitted are denied.

19. For each year from 1997 through 2003, over 80% of the covered lives under contracts to which PHA was a party did not involve the assumption or sharing of any financial risk by PHA or its participating physicians.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent has made a reasonable inquiry and the information known to or readily obtainable by Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission. On that basis, PHA denies this Request.

20. The number of covered lives under PHA bonus plan contracts has never accounted for more than 13% of the total covered lives under contracts held by PHA.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent has made a reasonable inquiry and the information known to or readily obtainable by Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission. On that basis, PHA denies this Request.

21. As of April 1, 2004, contracts in force between PHA and Blue Cross, between PHA and CIGNA, and between PHA and United, together generate, through payments to PHA from its participating physicians, more than 85% of PHA's revenues from non-governmental payors.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "revenues from non-governmental payors" is vague, undefined and confusing. Subject to these objections and General Objections, PHA denies this Request.

22. As of April 1, 2004, PHA had contracts in force with at least 20 payors for which PHA's modified messenger model was not utilized.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA denies this Request.

23. No contract between PHA and Blue Cross in effect now or in the past has included a provision for medical management services.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits that Blue Cross Blue Shield was not willing to delegate medical management services to PHA and that, therefore, there is no provision for medical management services in any contract between PHA and Blue Cross Blue Shield. PHA further states that Blue Cross Blue Shield

received benefits, in the form of lower costs through more efficient practice patterns, from PHA providers participating in PHA's medical management services for other insurance companies.

All other statements or inferences not explicitly admitted are denied.

24. No contract between PHA and CIGNA in effect now or in the past has included a provision for medical management services.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits this Request. Subject to these objections and General Objections, PHA admits that Cigna was not willing to delegate medical management services to PHA and that, therefore, there is no provision for medical management services in any contract between PHA and Cigna.

PHA further states that Cigna received benefits, in the form of lower costs through more efficient practice patterns, from PHA providers participating in PHA's medical management services for other insurance companies. All other statements or inferences not explicitly admitted are denied.

25. No contract between PHA and United in effect now or in the past has included a provision for medical management services.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits this Request. Subject to these objections and General Objections, PHA admits that

United was not willing to delegate medical management services to PHA and that, therefore, there is no provision for medical management services in any contract between PHA and United. PHA further states that United received benefits, in the form of lower costs through more efficient practice patterns, from PHA providers participating in PHA's medical management services for other insurance companies. All other statements or inferences not explicitly admitted are denied.

26. The chart attached to Complaint Counsel's Second Set of Requests for Admissions, titled "PHA Physician Practices by Specialty", and numbered with Bates number FTC 0000545, provides an accurate summary of information contained in the PHA Directory.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA denies this Request.

27. According to the PHA Directory, respondent Dr. Bradshaw is a member of one of 12 practices in PHA whose members practice general surgery.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Bradshaw's practice group as one of 13 physician practice locations where general surgery is practiced. All other statements or inferences not explicitly admitted are denied.

28. According to the PHA Directory, respondent Dr. Deekens is a member of one of at least 43 practices in PHA whose members practice family medicine.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Deekens' practice group as one of 49 physician practice locations where family medicine is practiced. All other statements or inferences not explicitly admitted are denied.

29. According to the PHA Directory, respondent Dr. Dillon is a member of one of 17 practices in PHA whose members practice internal medicine, and one of 3 practices in PHA whose members practice gastroenterology.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Dillon's practice group as one of 3 physician practice locations where gastroenterology is practiced and one of 19 physician practice locations where internal medicine is practiced. All other statements or inferences not explicitly admitted are denied.

30. According to the PHA Directory, respondent Dr. Guttler is a member of one of at least 43 practices in PHA whose members practice family medicine.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Guttler's practice group as one of 49 physician practice locations where family medicine is practiced. All other statements or inferences not explicitly admitted are denied.

31. According to the PHA Directory, respondent Dr. Harvey is a member of one of 3 practices in PHA whose members practice nephrology.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Harvey's practice group as one of three physician practice locations where nephrology is practiced. All other statements or inferences not explicitly admitted are denied.

32. According to the PHA Directory, respondent Dr. Kessel is a member of one of at least 43 practices in PHA whose members practice family medicine.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the

Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Kessel's practice group as one of 49 physician practice locations where family medicine is practiced. All other statements or inferences not explicitly admitted are denied.

33. According to the PHA Directory, respondent Dr. Rosenfeld is a member of one of two practices in PHA whose members practice neurosurgery.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Rosenfeld's practice group as one of two physician practice locations where neurosurgery is practiced. All other statements or inferences not specifically admitted are denied.

34. According to the PHA Directory, respondent Dr. Thompson is a member of one of at least 43 practices in PHA whose members practice family medicine.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Thompson's practice group as one of 49 physician practice locations

where family medicine is practiced. All other statements or inferences not specifically admitted are denied.

35. According to the PHA Directory, respondent Dr. Yapundich is a member of one of 3 practices in PHA whose members practice neurology.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Yapundich's practice group as one of three physician practice locations where neurology is practiced. All other statements or inferences not explicitly admitted are denied.

36. According to the PHA Directory, respondent Dr. Young is a member of one of at least 43 practices in PHA whose members practice family medicine.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "practices" is vague and undefined. Subject to these objections and General Objections, PHA admits that the PHA Directory lists Dr. Young's practice group as one of 49 physician practice locations where family medicine is practiced. All other statements or inferences not explicitly admitted are denied.

37. PHA's annual revenues for fiscal year 2002 were \$1,885,054.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits this Request.

38. PHA has sold its utilization review services for fees ranging from \$1.50 to \$3.50 per-member-per-month.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits that it charges \$3.50 per employee per month for utilization services. All other statements or inferences not explicitly admitted are denied.

39. PHA has sold its Health Leader program at fees ranging from \$1.50 to \$3.50 per-member-per-month.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA denies this Request.

40. According to PHA's October 2002 securities disclosure filing with the North Carolina Secretary of State, PHA's utilization review and disease management services had been purchased by nine self-funded employers.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits this Request.

41. According to PHA's October 2002 securities disclosure filing with the North Carolina Secretary of State, PHA's utilization review and disease management services generated approximately 20% of PHA's annual revenues.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA admits that it historically projects that utilization review and disease management services generate approximately 20 percent of PHA's annual revenues. All other statements and inferences not specifically admitted are denied.

42. PHA shareholder physicians pay PHA a contract participation fee of 1.75% of payments received from payors under PHA contracts.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects that "contract participation fee" is vague and undefined. Subject to these objections and General Objections, PHA admits that PHA participating providers pay PHA a fixed percentage of the revenues received from payors under PHA contracts. PHA further admits that PHA shareholder physicians pay PHA a fee of 1.75%

of revenues received from payors under PHA contracts in which they participate. All other statements or inferences not explicitly admitted are denied.

43. In 2002, PHA received \$1,518,023 in fees from its providers, and \$240,508 in medical management fees from payors.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. Subject to these objections and General Objections, PHA admits this Request.

44. Under PHA's physician participation agreements from 1994 through September 2001, PHA was required to include all of its participating physicians who so desired in contracts signed by PHA.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because "required" and "so desired" are vague and undefined. Subject to these objections and General Objections, PHA denies this Request.

45. Under PHA's physician participation agreements from 1994 through 1999, the participating physicians were required to terminate any individual agreement that they had with a payor if PHA contracted with that payor.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because "required" is vague and

undefined. Subject to these objections and General Objections, PHA admits that, under the PHA physician participation agreements in effect from 1994-1999, if PHA entered into a payor contract in which PHA providers had a pre-existing contract, PHA providers agreed to use their best effort to terminate their existing contract at the earliest date permitted by that contract and provide services under PHA's contract, if possible. PHA further states that it has no knowledge that this provision was ever enforced by PHA. All statements or inferences not explicitly admitted are denied.

46. From 1994 through 1998, PHA required in all payor contracts that PHA's participating physicians be the payor's sole providers of physician services in the Unifour area.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because "required" and "sole providers" are vague and undefined. Subject to these objections and General Objections, PHA denies this Request.

47. A 1996 study for PHA prepared by Milliman USA, Inc., showed that the average physician reimbursement in North Carolina was 140% of RBRVS, while PHA's average physician reimbursement for the same time period was 186% of RBRVS.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects because "1996 study for PHA," "prepared by" and "average physician reimbursement" are vague and undefined. PHA further objects to this Request because it is unaware of any 1996 study by Milliman USA. Therefore,

PHA cannot truthfully admit or deny this request for admission because Respondent does not have sufficient information or knowledge. Respondent has made a reasonable inquiry and the information known to or readily obtainable by Respondent is insufficient to enable it to fully admit or fully deny this Request for Admission. On that basis, PHA denies this Request.

48. PHA participating physicians agreed on the prices they would charge for their professional services under each bonus plan contract signed by PHA.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "agreed" and "charge" is vague and undefined. PHA admits that as part of the risk arrangements, PHA's Board of Directors established the reimbursement and withhold amounts that would be accepted by PHA's participating physicians from payors under PHA's bonus plans. All other statements or inferences not explicitly admitted are denied.

49. PHA participating physicians agreed on the prices they would charge for their professional services under each contract signed by PHA before 2001.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "agreed" and "charge" is vague and undefined. PHA admits that PHA physicians agreed with individual payors on the amount of reimbursement they would accept from each payor under the contracts

signed by PHA before 2001. All other statements or inferences not explicitly admitted are denied.

50. PHA's Health Leader program was not implemented until 2002.

Response: PHA objects to this Request to the extent that it is overly broad, vague, ambiguous unduly burdensome, and seeks to impose on PHA a burden greater than that imposed by the Commission's Rules of Practice. PHA further objects to this Request because "implemented" is vague and undefined. Subject to these objections and General Objections, PHA admits that it began to formally offer services under the HealthLeader Program to payors in 2002, when two years of claims data became available. All other statements or inferences not explicitly admitted are denied.

Respectfully Submitted,

A handwritten signature in cursive script that reads "Linda Holleran". The signature is written in black ink and is positioned above the printed name.

Linda M. Holleran

Dated: April 14, 2004

**PIEDMONT HEALTH ALLIANCE
PHYSICIANS DIRECTORY**

Alexander

Cardiology

**Piedmont Cardiology Associates,
P.L.L.C.**

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Richard D. Schultz, MD
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PIEDMONT HEALTH ALLIANCE PHYSICIANS DIRECTORY

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Neonatology

**Neonatology & Pediatric Acute Care
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Neurosurgery

**Catawba Valley Neurosurgical and
Spine Services, P.L.L.C.**
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Peter D. Miller, MD
Provider ID# 42651

John S. Sarzier, MD
Provider ID# 42926

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Spine Services, P.L.L.C.**
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Jason A. Walker, MD

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Physiatry/Physical Medicine

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Plastic/Reconstructive Surgery

**Hickory Plastic & Reconstructive
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Podiatry

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Unifour Podiatry

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Psychiatry

**Carolina Treatment Associates,
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Pulmonology

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Chatham, Scott T., MD	17
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Chuang, Mei-Yu "Eric", MD	6,12
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Cloud, William G., MD Cloud Surgical Solutions	3
Coffey III, David G., MD Conover Family Practice/Crown Health Care, P.A.	13
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Corder, John S., MD Springs Road Family Practice/Crown Health Care, P.A.	14
Corley, Charles A., MD Southfork Pediatrics	9
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Craig, Trevor J., MD Family Care Center	1
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Croft, James M., MD James M. Croft, MD, P.A.	3
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Cruden, Thomas B., MD Thomas B. Cruden, MD, P.A.	7
Curtis, Richard F., MD Lenoir Radiology Associates, P.A.	10
D	
Dacus IV, Robert M., MD Women's Care Specialists, P.A.	8
Daley, Christopher T., MD Carolina Orthopaedic Specialists	5,19
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Darsie, James L., MD Carolina Ear, Nose & Throat Head and Neck Surgery Ce	9
Davis, Andrew C., MD Morganton Eye Physicans and Surgery Center	4,5,22,24
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Davis, Richard K., DC Conover Chiropractic Center	12

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DeRienzi, John J., PT Carolina Orthopaedic Specialists	1,9,19
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Indenbaum, Gary S., PhD Counseling & Psychology Resources	11
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Drexel Medical Practice

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Neurology Associates, P.A.

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Kessel, John W., MD 13
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Viewmont Eye Associates

Kirchoff, Patrice M., MD 1
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Kirk, David W., MD 4
Women's Health Group, P.A.

Kirkland, Timothy H., MD 19
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CERTIFICATE OF SERVICE

I, Linda M. Holleran, hereby certify that on April 14, 2004:

I caused copies of Respondent Piedmont Health Alliance, Inc.'s Objections and Responses to Complaint Counsel's Second Set of Requests for Admission to be served on the following people as described below:

Two copies to be served by hand delivery upon:

Hon. D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
Room H-104
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

One copy to be served by electronic delivery and two copies by hand delivery upon:

Office of the Secretary
Federal Trade Commission
Room H-159
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

One copy by via electronic mail delivery and followed by U.S. mail delivery to:

Markus Meier, Esq.
David M. Narrow, Esq.
Complaint Counsel
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Federal Trade Commission
601 New Jersey Avenue, N.W.
Room S-3013
Washington, D.C. 20580

One copy by U.S. mail delivery to:

Jeffrey Brennan, Esq.
Assistant Director Health Care Services & Products
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Washington, D.C. 20580


Linda M. Holleran