

F?:E65 DE2 E E ,g p%oc 2

11 27 2015  
580068



[YX]KJSM

KW

D @7 C6DA@? 56? ED

A2 == @EE: ?6 9 62 = E9 D6 CG: 46 D& ? 4 ( 2 ? 5

DE (> 2 CJ bD > 65: 42 = 46 ? E6 C & ? 4 (

I gcbgS f fa J g^W0+ / aXfZW?WWS^LdSMk-a\_\_ [ee]a` ce' fZWp<a\_\_ [ee]a` ceq( J g^W0aX  
I dSf[UW]ad: VgV[US]hW daUWV[` Ye) J Vba` Wf el S^aff[` WAWBYZKVh[U]B U+ pl AKq( S V  
Kf+F SkceF W[US^<WfV) B U+ pKf+F Skceq() Tk S V fZcbgYZ fZV[dSfad Vke) SV\_ [f) Wk S V  
ShVdSe X^ai ei [fZ dVbVf fa fZW. V\_ [ [efcS[hWk-a\_b^S` f' p<a\_b^S` fq( X^W Tk fZW  
<a\_\_ [ee]a` 7

I AKS VKf+F Skce^SU] ]` ai ^WYMaXS VV/UgWVadbgbaeV0aXfZV[dS ei V0) S k  
[` Xad\_ S[a` Ua` fS

fZ fZW?L<ce[` hV0[YS[a` aXfZW  
bdbaeWfdS eSf[a` TVM WW <STW^ I AK) S VKf+F SkcefZS i SeV[eUaeW a` ^k fa Uag` eW+  
La fZWVfWf ` af ebVU[X]US^k SV\_ [ffWV[` fZWA^ai [` YbS0S0S0Ze) fZAS^WS[a` e[` fZW  
<a\_b^S` f SdWVW[VW+

:( ? 2 EFC6 @7 E9 6 4 2 D6

.+ I AKS VKf+F Skce Wk fZAS^WS[a` e eW/XadZ[` bS0S0S0Z. aXfZW  
<a\_b^S` f+

/+ I AKS VKf+F SkœSV\_ [f fZS <STM^S VKf+F Skœ Sd/MWWS^S UgfWLSdW  
Zaeb[fSeS V Sd/WaUSfW Sbbaj [\_ S^Wk fZd/W\_ [^SbSf [ ` Ag` f[ ` Yfa` ) O V# N[dM` [S+ I AK  
S VKf+F

d/bW/x^k d/WfZk<agd fa fZ/cgafW adbgbadfW^k d/Wd/WUW VaUg\_ Wfe) [X[Wf[XW) XadS  
Ua\_b^VMS V SUg d^FWWU]bf[a` aXfZV]dU` fWfe+ I AKS VKf+F Skœ Wk fZWdW S` [ Y  
S^VS[a` eeW/XadZ[ bSS

3( CQYXWQW)

.3+ I AKS VKf+F Skœ^Sj ]` ai ^WYAd[] Xad\_ S[a` egXUWf fa Xad\_ STW[VXSe  
fa fZWdWgW@aX<STW^[] fZW[eL^kVdWV[] YKWfW TVd0-)/-. 1 eW/XadZ[] bSdSbZ. 3  
aXfZW

/3+ I AKS VKf+F SkœShWdfZS fZMS^WS[a` eel/AdZ[` fZW[cf eWfWUW[`  
bSSYcBZ/3 aXfZWka\_b`S[` f Sd/WWS^La` Uge[a` eXadi ZUZ` a d/ba` eW/d/g[dW+ I AKS V  
Kf+F SkœSV\_[f fZMS^WS[a` eel/AdZ[` fZVWLa` V eWfWUWbXbSSYcBZ/3 aXfZW  
<a\_b`S[` f+ k k k k k

:::( E9 6 C6=6G2? E D6CG:46 > 2C<6E

/4+ LZMS^WS[a` eLa` fS[` W[` bSSYcBZ/4 aXfZWka\_b`S[` f La` e[f/gfWLa` Uge[a` e  
aX`S [a] ZUZ` a d/ba` eW/d/g[dW+ La fZW/fWf Sd/ba` eW/eWW W/d/g[dW) I AKS V  
Kf+F SkœWk fZaeS^WS[a` eS V S^afZVdW` S[` YS^WS[a` eel/AdZ[` bSSYcBZ/4 aX  
fZWka\_b`S[` f+

/5+ LZMS^WS[a` eLa` fS[` W[` bSSYcBZ/5 aXfZWka\_b`S[` f La` e[f/gfWLa` U

Kf+F Sckœ XgdZwShWfZSf fZW Ucg[e]f[a` i [^` af dWg'f [ ZYZWdSWE XadbS[Wfe) S VfZS  
bS[Wfei [^Là` f]` gWfa ZShWSXadVST^WSUWefa cgS[fk ZVStZUSdWch[Ue+ I AK S VKf+  
F SckœV

dV S` [ ` YWWW[US^WS[a` e eW/XadZ[ ` bSdSYdSbZ 12 aXfZWka\_ b^S` f) S VfZWAd/WWk fZaeW S^WS[a` e+

13+ I AKS VKf+F Skœ^SU ] ` ai ^WYMad[ ` Xad\_ S[a` egXUWf fa Xad\_ STW[VXSe fa fZWWW[US^WS[a` e[ ` UgWW[ ` bSdSYdSbZ 13 aXfZWka\_ b^S` f) S VfZWAd/WWk fZaeW S^WS[a` e+

14+ I AKS VKf+F Skœ^SU ] ` ai ^WYMad[ ` Xad\_ S[a` egXUWf fa Xad\_ STW[VXSe fa fZWWW[US^WS[a` e eW/XadZ[ ` bSdSYdSbZ 14 aXfZWka\_ b^S` f) S VfZWAd/WWk fZaeW S^WS[a` e+

15+ I AKS VKf+F Skœ^SU ] ` ai ^WYMad[ ` Xad\_ S[a` egXUWf fa Xad\_ STW[VXSe fa fZWWW[US^WS[a` e eW/XadZ[ ` bSdSYdSbZ 15 a5b)€ ,, @

3( ERO2 NZ^SSWH X^UN6LS/ SWJOA[ \$D4 XV YQSSW

23+ I AKS VKf+F SkœShWfZS Kf+F SkœUa\_bVW@i [fZ\_gf[b^WZSfZUSdW  
bdah[Wte a` S StSk aXeWh[U@] ` UgM` YTgf ` af ^\_ [fW/fa <STW) D[ ` Yœ= SgYZVte F W[US^  
<WfV@) HgdESMk aX; W^V@` fWA aeb(fS) <ZSdVfa` : d/SF W[US^<WfV@) Aa^ VdAVSfZ  
Kke



61. PHS and St. Mary's lack knowledge or information sufficient to form a belief as to the allegations related to Cabell's negotiation with ██████ set forth in paragraph 61 of the Complaint, and therefore deny them.

62. PHS and St. Mary's lack knowledge or information sufficient to form a belief as to the allegations related to Cabell's negotiation with ██████ set forth in paragraph 62 of the Complaint, and therefore deny them.

63. PHS and St. Mary's deny the allegations set forth in paragraph 63 of the Complaint.

64. PHS and St. Mary's aver that health plans have actively encouraged the Acquisition. PHS and St. Mary's deny the remaining allegations set forth in paragraph 64 of the Complaint.

65. PH

66. PHS and St. Mary's lack knowledge or information sufficient to form a belief as to remaining allegations set forth in paragraph 66 of the Complaint, and therefore deny those allegations.

67. PHS and St. Mary's deny the allegations set forth in paragraph 67 of the Complaint, and therefore deny them. PHS and St. Mary's deny the allegations set forth in paragraph 67 of the Complaint.

68. PHS and St. Mary's lack knowledge or information sufficient to form a belief as to allegations set forth in paragraph 68 of the Complaint, and therefore deny those allegations.

69. PHS and St. Mary's deny the allegations set forth in paragraph 69 of the Complaint.

70. PHS and St. Mary's admit that St. Mary's entered into a PHO named Tri-State Health Partners, Inc. ("Tri-State Health Partners") set forth in paragraph 70 of the Complaint.

71. PHS and St. Mary's aver that the FTC's selective characterization and quotation of unidentified communications, offered without context, is misleading as framed in the Complaint, and PHS and St. Mary's respectfully refer the Court to the quoted or purportedly referenced documents, if identified, for a complete and accurate description of their contents. PHS and St. Mary's lack knowledge or information sufficient to form a belief as to allegations set forth in the last two sentences of paragraph 71 of the Complaint, and therefore deny those allegations. PHS and St. Mary's deny the remaining allegations set forth in paragraph 71 of the Complaint.





X Fi • i • Df-X &i • Y6f-X •ti • t6f-X fi • %o6f-X •ti • TMDf-X Fi • f-X C









---



---

---

