







justiciable controversy.

In recent matters, the Commission has granted joint motions to dismiss similar administrative complaints that contemplate the precise additional relief requested here, because the complaints, like this one, were moot after the parties had abandoned their transactions and withdrawn their HSR filings. *See, e.g.*, Complaint (Feb. 17, 2022), Joint Motion to Dismiss Complaint (Feb. 28, 2022), & Order Dismissing Complaint (Mar. 2, 2022), *In re Lifespan Corp.*, FTC Dkt. 9406 (granting joint motion to dismiss as moot complaint seeking additional relief); Complaint (Nov. 13, 2020), Joint Motion to Dismiss Complaint (Dec. 23, 2020) & Order Dismissing Complaint (Dec. 29, 2020), *In re Methodist Le Bonheur Healthcare*, FTC Dkt. 9396 (same); Complaint (Dec. 8, 2020), Joint Motion to Dismiss Complaint (Jan. 6, 2021) & Order Dismissing Complaint (Jan. 8, 2021), *In re Proctor & Gamble Co.*, FTC Dkt. 9400 (same); *see also* Complaint (Jan. 26, 2022) & Joint Motion to Dismiss Complaint (Feb. 14, 2022), *In re Lockheed Martin Corp.*, FTC Dkt. 9405. In each of these, the Commission did not pursue any additional relief by litigating the merits of the terminated transaction. There is no basis for the Commission to depart from prior practice here.

**II. An Adjudicative Proceeding Over a Terminated Acquisition Is Unnecessary and Would Waste the Resources of the Commission, the Respondents, and Numerous Third Parties.**

In its Motion, Complaint Counsel  
relief. However, any additional relief the Commission may seek from the Respondents here where there is no consent decree or other settlement would require a full adjudication and evidentiary hearing on the merits with respect to a proposed transaction that no longer exists.

The

proceeding violates Section 5 of the Federal Trade Commission Act, as amended, and/or Section  
(emphasis added).

As expressly stated in the Complaint, such relief is only sought *after* an adjudicative proceeding and full hearing on the merits, and only *if and when* the Commission concludes, transaction that no longer exists would impose significant burden and expense on approximately two dozen non-parties whose confidential information has been designated for use in the administrative trial, Complaint Counsel, and Respondents. In addition, proceeding with an evidentiary hearing would require the Office of the Administrative Law Judge to devote significant time and resources to pre-hearing preparation and adjudication of issues that are not justiciable in the first instance and cannot and will not have any merit as there is no pending transaction at issue. Adjudicating the lawfulness of a terminated transaction is unnecessary and not in the public interest in these circumstances.

**III. There Is No Need for Any Additional Relief.**

In their Motion to Withdraw, Complaint Counsel only seeks to withdraw the matter in is contemplated nor is there any further relief needed, because the transaction has been abandoned.

In discussions with Complaint Counsel, the only potential additional relief mentioned was a notice requirement for future mergers in the relevant market. Among the relief contemplated in the Complaint provide prior notice to the Commission of acquisitions, mergers, consolidations, or any other combinations of their businesses in the relevant market with any other company operating in the



Dated: April 5, 2022

*/s/ Jeffery L. Kessler*

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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Answer was electronically

-filing system, causing the document to be served on the

following registered participants:

The Honorable D. Michael Chappell  
Chief Administrative Law Judge  
600 Pennsylvania Ave., NW  
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Office of the Secretary  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, DC 20590

I further certify that I have served via electronic mail a copy of the foregoing on the following:

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/s/ Alison M. Agnew

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

**COMMISSIONERS:**     **Lina Khan, Chair  
Noah Joshua Phillips  
Rebecca Kelly Slaughter  
Christine S. Wilson**

**In the Matter of**

**Hackensack Meridian Health, Inc.,**

**and**

**Englewood Healthcare Foundation.**

**Docket No. 9399**

**[PROPOSED] ORDER TO DISMISS COMPLAINT**

Complaint. Having considered the motion and any oppositions or replies thereto, it is hereby

**ORDERED:**

**GRANTED;** and

The Complaint is **DISMISSED** with prejudice.

By the Commission.

Date: \_\_\_\_\_

\_\_\_\_\_  
April Tabor  
Secretary