

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS, WESTERN DIVISION**

FEDERAL TRADE COMMISSION	)	
	)	
Plaintiff,	)	
	)	No. 11-cv-50344
v.	)	
	)	Hon. Frederick J. Kapala
OSF HEALTHCARE SYSTEM, and	)	
ROCKFORD HEALTH SYSTEM	)	
	)	
Defendants.	)	

**PLAINTIFF’S EXPERT AFFIDAVITS IN SUPPORT OF  
MOTION FOR PRELIMINARY INJUNCTION**

Plaintiff, the Federal Trade Commission (the “Commission”), respectfully submits the attached expert witness affidavits in support of Plaintiff’s Motion for Preliminary Injunction under Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b). Plaintiff understands that Defendants intend to file with the Court copies of expert witness affidavits prepared by their outside consultants.

The attached affidavit of Cory S. Capps, PhD, provides expert economic and econometric analyses of Defendants’ proposed acquisition and concludes that *the transaction is likely to substantially lessen competition and result in increased prices and reduced quality of care* for employers and patients in greater Rockford, Illinois.<sup>1</sup>

The attached affidavit of Gabriel H. Dagen, M.B.A., Assistant Director of Accounting and Financial Analysis at the Federal Trade Commission, summarizes Mr. Dagen’s analysis of the proposed acquisition’s purported efficiencies and other claimed benefits, and the financial condition of Defendants’ hospitals. In his affidavit, Mr. Dagen concludes that *the alleged cost savings and other benefits of the proposed transaction are not merger specific, are speculative*

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<sup>1</sup> See Appendix A (PX2501) – Affidavit of Cory S. Capps, PhD.

*and unverifiable, are made for litigation, and cannot be credited* under prevailing law and the federal antitrust enforcement agencies' Horizontal Merger Guidelines, and that *Defendants are both financially viable*.<sup>2</sup>

Finally, the attached affidavit of Dr. Patrick Romano, M.D., M.P.H., Professor of Medicine and Pediatrics at the University of California Davis School of Medicine, summarizes Dr. Romano's analysis of the quality of patient care provided by Defendants, as well as how and whether the quality of care will be impacted by the proposed acquisition. In his affidavit, Dr. Romano concludes that *Defendants' claims that the acquisition will improve quality are not valid or supported, and that any alleged benefits could be achieved without the transaction*.<sup>3</sup>

Plaintiff produces these expert affidavits to the Court today without attaching the thousands of pages of academic articles, textbooks, ordinary course documents, previously cited materials, data, and other voluminous materials cited within the reports. Plaintiff will produce all of these materials to Defendants immediately following this filing, and will make all such materials available to the Court as requested.

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<sup>2</sup> See Appendix B (PX2502) – Affidavit of Gabriel H. Dagen, M.B.A.

<sup>3</sup> See Appendix C (PX2503) – Affidavit of Dr. Patrick Romano, M.D., M.P.H.

Dated: November 23, 2011

Respectfully submitted,

s/ Matthew J. Reilly

MATTHEW J. REILLY  
JEFFREY H. PERRY  
KENNETH W. FIELD  
KAJETAN ROZGA  
Attorneys  
Federal Trade Commission  
Bureau of Competition  
600 Pennsylvania Ave., N.W.  
Washington D.C. 20580  
Telephone: (202) 326-2350  
Facsimile: (202) 326-2286  
Email: mreilly@ftc.gov

RICHARD A. FEINSTEIN  
Director  
NORMAN A. ARMSTRONG, JR.  
Deputy Director  
Federal Trade Commission  
Bureau of Competition

WILLARD K. TOM  
General Counsel  
Federal Trade Commission

*Attorneys for Plaintiff Federal Trade Commission*

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on the 23<sup>rd</sup> day of November, 2011, I served the foregoing on the following counsel via electronic mail:

Alan I. Greene  
Hinshaw & Culbertson LLP  
222 North LaSalle Street  
Suite 300  
Chicago, IL 60601  
Email: agreene@hinshawlaw.com  
Phone: (312) 704-3536

*Counsel for OSF Healthcare System*

David Marx, Jr.  
McDermott Will & Emery  
227 West Monroe Street  
Chicago, IL 60606-5096  
Email: dmarx@mwe.com  
Phone: (312) 984-7668

*Counsel for Rockford Health System*

s/ Stephanie L. Reynolds

STEPHANIE L. REYNOLDS  
Attorney for Plaintiff Federal Trade Commission