

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF GEORGIA
ALBANY DIVISION**

FEDERAL TRADE COMMISSION)	
and THE STATE OF GEORGIA,)	
)	
Plaintiffs,)	
v.)	No. 1:11CV58 (WLS)
)	
PHOEBE PUTNEY)	
HEALTH SYSTEM, INC.,)	
PHOEBE PUTNEY MEMORIAL)	
HOSPITAL, INC.,)	
PHOEBE NORTH, INC.,)	
HCA INC.,)	
PALMYRA PARK HOSPITAL INC., and)	
HOSPITAL AUTHORITY OF ALBANY-)	
DOUGHERTY COUNTY,)	
)	
Defendants.)	

PLAINTIFFS’ MOTION FOR A PRELIMINARY INJUNCTION

Plaintiffs, the Federal Trade Commission (the “Commission”) and the State of Georgia, by their designated attorneys, respectfully move the Court pursuant to Section 13(b) of the Federal Trade Commission Act, 15 U.S.C. § 53(b), and Section 16 of the Clayton Act, 15 U.S.C. § 26, for a preliminary injunction enjoining Defendants Phoebe Putney Health System, Inc. (“PPHS”), Phoebe Putney Memorial Hospital, Inc. (“PPMH”), Phoebe North, Inc. (“Phoebe North”), (collectively, “Phoebe”); Defendants HCA Inc. (“HCA”) and Palmyra Park Hospital, Inc (“Palmyra”); and Defendant Hospital Authority of Albany-Dougherty County (“the Authority”), including their domestic and foreign agents, divisions, parents, subsidiaries, affiliates, partnerships, or joint ventures, from consummating the planned acquisition of Palmyra by Phoebe Putney pursuant to which all management, economic, and operational control of

Palmyra shall be transferred to Palmyra's sole meaningful competitor, Phoebe Putney (the "Transaction").

Plaintiffs have filed in this Court a complaint seeking a preliminary injunction preventing Defendants from consummating the Transaction pending resolution of the Commission's administrative proceeding, and any appeals, regarding whether the Acquisition violates Section 7 of the Clayton Act, 15 U.S.C. § 18, and Section 5 of the FTC Act, 15 U.S.C. § 45. The administrative proceedings to determine the legality of the Transaction are set to begin on September 19, 2011.

During the Commission's pre-complaint investigation, Defendants agreed with Commission staff not to close the transaction until at least March 1, 2011. In subsequent letters to the Commission staff, Defendants extended this closing date to March 31, 2011, then April 14, 2011, and finally April 21, 2011. Preliminary injunctive relief therefore is now necessary to prevent competitive harm during the Commission's administrative proceeding and any appeals.

This motion is supported by a memorandum of points and authorities and attached exhibits, both of which are being filed separately under seal.

Plaintiffs respectfully request the opportunity to present oral argument in support of this motion.

The undersigned attorneys notified the Defendants' attorneys prior to the filing of the present action. They have indicated that they will oppose this motion.

A proposed preliminary injunction order is attached.

Respectfully submitted this 20th day of April, 2011.

I certify that the originally executed document contains the signatures of all filers indicated herein and therefore represents consent for filing of this document.

s/Edward D. Hassi
EDWARD D. HASSI
Chief Litigation Counsel
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Ave., N.W.
Washington, DC 20580
Telephone: (202) 326-2470
Facsimile: (202) 326-2286
Email: ehassi@ftc.gov

s/Sidney R. Barrett, Jr.
SAMUEL S. OLENS 551540
Attorney General
ISAAC BYRD 101150
Deputy Attorney General
SIDNEY R. BARRETT, JR. 039752
Senior Assistant Attorney General
ALEX F. SPONSELLER 672848
Assistant Attorney General
Georgia Department of Law
40 Capitol Square, SW
Atlanta, GA 30334-1300
Telephone: (404) 651-7675
Facsimile: (404) 656-0677
Email: sbarrett@law.ga.gov
asponseller@law.ga.gov

Attorneys for Plaintiff State of Georgia

s/Edward D. Hassi
EDWARD D. HASSI
Chief Litigation Counsel
PRIYA B. VISWANATH
Trial Counsel
Federal Trade Commission
Bureau of Competition
600 Pennsylvania Ave., N.W.
Washington, DC 20580
Telephone: (202) 326-2470
Facsimile: (202) 326-2286
Email: ehassi@ftc.gov

RICHARD A. FEINSTEIN
Director
NORMAN A. ARMSTRONG, JR.
Deputy Director
MATTHEW J. REILLY
Assistant Director
SARA Y. RAZI
Deputy Assistant Director
Federal Trade Commission
Bureau of Competition

WILLARD K. TOM
General Counsel
Federal Trade Commission

MICHAEL J. MOORE, III
UNITED STATES ATTORNEY

s/Stewart R. Brown
STEWART R. BROWN
Assistant United States Attorney
Georgia Bar No. 089650
United States Attorney's Office
Middle District of Georgia
P.O. Box 1702
Macon, Georgia 31202-1702
Telephone: (478) 621-2690
Fax: (478) 621-2737

*Attorneys for Plaintiff Federal Trade
Commission*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 20th day of April, 2011, I filed the foregoing with the clerk of the court.

s/Stewart Brown
Stewart Brown
Assistant United States Attorney
United States Attorney's Office
P.O. Box 1702
Macon, Georgia 31202-1702
(478) 621-2690

I HEREBY CERTIFY that on the 20th day of April, 2011, I served the foregoing on the following counsel via electronic mail:

Kevin J. Arquit
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-7680
Counsel for HCA Inc.

Robert J. Baudino
Baudino Law Group, PLC
2409 Westgate Drive
Albany, GA 31707
(229) 883-0051
Counsel for the Hospital Authority of Albany-Dougherty County

Lee Van Voorhis
Baker & McKenzie LLP
815 Connecticut Avenue, NW
Washington, DC 20006
(202) 835-6162
Counsel for Phoebe Putney Health System, Inc.

s/Edward D. Hassi
Edward D. Hassi
Federal Trade Commission
Washington, DC