

**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 TEMPORARY RESTRAINING ORDER

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 temporary restraining order enjoining Defendants Phoebe Putney Health System, Inc. (“PPHS”), Phoebe Putney Memorial Hospital, Inc. (“PPMH”), Phoebe North, Inc. (“Phoebe North”), (collectively, “Phoebe Putney”); 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 temporary restraining order and preliminary injunction preventing Defendants from consummating the Transaction pending resolution of the Commission's administrative proceeding, and any appeals, regarding whether the Transaction 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 Acquisition are set to begin on September 19, 2011.

During the Commission's pre-complaint investigation, Defendants initially 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. Absent the relief requested by Plaintiffs, the commitment by Defendants not to consummate the Transaction will terminate prior to this Court's determination as to whether a Preliminary Injunction is warranted. Temporary injunctive relief therefore is now necessary to prevent competitive harm during the pendency of the preliminary injunction proceedings.

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 Defendant's attorneys prior to the filing of the present action.

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

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