

**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. 1:11-cv-58 (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.	)	

**EXHIBIT LIST TO MEMORANDUM IN SUPPORT OF PLAINTIFF  
FEDERAL TRADE COMMISSION’S MOTIONS FOR  
TEMPORARY RESTRAINING ORDER AND FOR PRELIMINARY INJUNCTION<sup>1</sup>**

Plaintiff Federal Trade Commission hereby submits this Exhibit List to the Memorandum of Law In Support of Plaintiff’s Motions for Temporary Restraining Order and for Preliminary Injunction.

PX No.	Description
PX0007	Complaint, <i>Palmyra Park Hosp. v. Phoebe Putney Mem’l Hosp.</i> , File No. 1:08-cv-00102-WLS (M.D.Ga. Jul. 3, 2008)
PX0008	Hospital Authority Meeting: Special Called Meeting; Resolution; Fact Sheet for Acquisition of Palmyra Medical Center; Asset Purchase Agreement between Hospital Authority, Phoebe Putney, and Palmyra
PX0009	Management Services Agreement (Draft)

<sup>1</sup> Plaintiff moved its exhibits into evidence at the end of the hearing on June 13, 2011. Plaintiff filed a Corrected Exhibit List on June 15, 2011. *See* Plaintiff Federal Trade Commission Exhibit List (filed Jun. 15, 2011). Judge Sands overruled the Authority’s objection to the exhibits. *See* Order at n.8 (filed Jun. 27, 2011). All exhibits not previously moved into evidence by Plaintiff are marked here with an asterisk (\*).

<b>PX No.</b>	<b>Description</b>
PX0011	Order, <i>Phoebe Sumter Med. Ctr. v. Georgia Dep't. of Cmty. Health</i> , File No. 10CV-30-P (Superior Court of Sumter County Jun. 9, 2010)
PX0013	Asset Purchase Agreement By and Among the Hospital Authority of Albany-Dougherty County, Phoebe Health System, Inc., Phoebe North, Inc., and Palmyra Park Hospital, Inc.
PX0021	Project Olympus: Pros and Cons
PX0022	Email to Austin from McMahon re: Help
PX0029	Email to Allen, Wernick from Bowe re: comments for Wednesday meeting with Joel
PX0038*	Presentation re: The Dilemma of Exclusivity
PX0044	Agenda and minutes for PPMH board meeting; Affidavit for John T. Phillips III; Resolution of the Board of Directors of PPMH; Presentation re: Special Project; Asset Purchase Agreement by and among Hospital Authority, PPHS, and Palmyra and Exhibits
PX0048*	Senior Management Exclusivity Review
PX0053*	Letter to Cheslock from Sumner re: PPHS contract with BCBSGA; Attachment: PPHS Contractual Requirements Addendum with BCBSGA
PX0057	Email to Chambless from Baudino re: Sovereign Group, LLC
PX0058	Letter to Griffin, Wernick from Baudino re: Communications with HCA
PX0068	Presentation re: Select Palmyra Statistics
PX0102	Final Order and Judgment on Petition for Judicial Review re: <i>Phoebe Sumter Med. Ctr. v. Georgia Dep't. of Cmty. Health</i> , File No. 10CV97 (Superior Court of Dougherty County Jun. 22, 2010)
PX0202	Managed Care Summary: Albany Market
PX0203	Palmyra Medical Center: Business Plan and Operations Update
PX0207	Letter to Bracken from Sovereign Group re: PPHS/Palmyra negotiations; Letter to Sowell from Baudino Law Group re: Avoidance of Antitrust Issues Through State Action Immunity; Letter to Board of Directors, PPHS, from Shattuck Hammond Partners re: Acquisition Financing
PX0211	Certificate of Need Appeal Panel, <i>In re: Palmyra</i> : Findings of Fact, Conclusions of Law and Order, Project No. 2008-081
PX0218*	Official Georgia Certificate of Need, Project No. 2008-081; Georgia Dept. of Community Health: Evaluation for Certificate of Need
PX0223	Letter to Bracken from Lewis re: Possible acquisition of Palmyra by Phoebe Putney
PX0232	<i>Palmyra Park Hosp. v. Phoebe Putney Mem'l Hosp.</i> , 604 F.3d 1291 (11th Cir. 2010)
PX0311*	"Phoebe taking Palmyra to court", The Albany Herald, < <a href="http://www.albanyherald.com/home/headlines/82218792.html">www.albanyherald.com/home/headlines/82218792.html</a> >
PX0321*	"Game Over: Phoebe buys Palmyra", The Albany Journal, < <a href="http://thealbanyjournal.com/2010/12/game-over/">http://thealbanyjournal.com/2010/12/game-over/</a> >
PX0326	U.S. Department of Justice and Federal Trade Commission Horizontal Merger Guidelines (2010)

<b>PX No.</b>	<b>Description</b>
PX0330*	Georgia Watch Hospital Accountability Project: Phoebe Putney Memorial Hospital < <a href="http://www.georgiawatch.org/wp-content/uploads/2009/07/gw-phoebe-putney-memorial-hospital.pdf">http://www.georgiawatch.org/wp-content/uploads/2009/07/gw-phoebe-putney-memorial-hospital.pdf</a> >
PX0345*	“Supreme Court rules in favor of FTC in Palmyra acquisition”, The Albany Herald, < <a href="http://www.albanyherald.com/news/2013/feb/19/supreme-court-ruling-goes-against-phoebe-merger/">http://www.albanyherald.com/news/2013/feb/19/supreme-court-ruling-goes-against-phoebe-merger/</a> >
PX0346*	Phoebe Putney Memorial Hospital, Inc. Financial Statements for the years ended July 31, 2012 and 2011, < <a href="http://www.phoebeputney.com/media/file/About%20Us/PPMH%20Audited%20FinancialReport2011_2012.pdf">http://www.phoebeputney.com/media/file/About%20Us/PPMH%20Audited%20FinancialReport2011_2012.pdf</a> >
PX0347*	“‘A’ through ‘F’: Group rates Georgia Hospitals”, Georgia Health News, < <a href="http://www.georgiahealthnews.com/2012/11/a-f-group-rates-georgia-hospitals/">http://www.georgiahealthnews.com/2012/11/a-f-group-rates-georgia-hospitals/</a> >
PX0348*	The Leapfrog Group, Hospital Safety Score for Palmyra, < <a href="http://leapfrog-hss.web01.atlasworks.com/hospital-details?location_id=638">http://leapfrog-hss.web01.atlasworks.com/hospital-details?location_id=638</a> >
PX0349*	The Leapfrog Group, Hospital Safety Score for Phoebe Putney, < <a href="http://leapfrog-hss.web01.atlasworks.com/hospital-details?location_id=587">http://leapfrog-hss.web01.atlasworks.com/hospital-details?location_id=587</a> >
PX0350*	Brief of <i>Amici Curiae</i> Economics Professors in Support of Petitioner, <i>FTC v. Phoebe Putney Health System, Inc.</i> (No. 11-1160)
PX0351*	Revised Scheduling Order, <i>In re Phoebe Putney Health System, Inc.</i> (Docket No. 9348)
PX0352*	Letter from Perry to Reynolds and Chambless, dated July 19, 2012
PX0353*	Letter from Bondurant to Perry, dated July 30, 2012
PX0401	Investigational Hearing of Mark Rader, Palmyra
PX0404	Investigational Hearing of Joel Wernick, Phoebe Putney
PX0405	Employer Declaration
PX0406	Employer Declaration
PX0407	Hospital Declaration
PX0409	Hospital Declaration
PX0410	Hospital Declaration
PX0412	Health Plan Declaration
PX0413	Health Plan Declaration
PX0415	Health Plan Declaration
PX0416	Health Plan Declaration
PX0417	Employer Declaration
PX0418	Declaration of Christopher Garmon, Bureau of Economics
PX0419	Employer Declaration
PX0420	Employer Declaration
PX0421	Employer Declaration

Respectfully submitted this 9th day of April, 2013.

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**CERTIFICATE OF SERVICE**

I hereby certify that on April 9, 2013, I filed the foregoing with the Clerk of Court via the CM/ECF system, which will automatically send electronic mail notification of such filing to the CM/ECF registered participants as identified on the Notice of Electronic Filing.

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