

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

COMMISSIONERS: **Deborah Platt Majoras, Chairman**
 Pamela Jones Harbour
 Jon Leibowitz
 William E. Kovacic
 J. Thomas Rosch

In the Matter of

**EVANSTON NORTHWESTERN HEALTHCARE
CORPORATION,**
 a corporation, and

ENH MEDICAL GROUP, INC.,
 a corporation.

Docket No. 9315

ORDER

This matter having been heard by the Commission upon the appeal of Respondents and the cross-appeal of Complaint Counsel, and upon the respective briefs and oral arguments in support of such positions, and the Commission having determined that Respondent Evanston Northwestern Healthcare Corporation (Respondent ENH) has violated Section 7 of the Clayton Act – for the reasons stated in the accompanying Opinion – the Commission has determined to require Respondent ENH to cease and desist from certain enumerated practices, and to require Respondent ENH to propose, for issuance by the Commission, a Final Order that conforms to the prescriptions of this Order. Accordingly,

IT IS ORDERED THAT the determination in the Initial Decision in this matter that the transaction at issue violated Section 7 of the Clayton Act is **AFFIRMED**;

IT IS FURTHER ORDERED THAT the Order issued as part of the Initial Decision in this matter, be, and it hereby is, **VACATED**;

IT IS FURTHER ORDERED THAT on or before September 10, 2007, Respondent ENH shall file with the Commission a detailed proposal for implementing the type of injunctive relief that the Commission has selected. Specifically, as prescribed in the Opinion of the Commission, the proposal shall identify and describe the mechanisms that Respondent ENH will use, and the steps that Respondent ENH will take, to implement the following requirements:

1. Respondent ENH must allow all payors to negotiate separate contracts for Evanston & Glenbrook Hospitals (E&G) on the one hand and for Highland Park on the other hand;
2. Respondent ENH must establish separate negotiating teams (and other relevant personnel) for E&G and Highland Park that will compete with each other, and other hospitals, for payors' business;
3. Respondent ENH must establish a firewall-type mechanism that prevents the E&G and Highland Park contract negotiating teams (and other relevant personnel) from sharing any information that would inhibit them from competing with each other and with other hospitals;
4. Respondent ENH may not make any contract for E&G or Highland Park contingent on entering into a contract for the other, and may not make the availability of any price or term for a contract for E&G contingent on entering into a contract for Highland Park, or *vice-versa*; and
5. Respondent ENH shall promptly offer all payors with which it currently has contracts the option of reopening and renegotiating their contracts under the terms of this order.;

IT IS FURTHER ORDERED THAT Respondent ENH's proposal shall also describe, where appropriate, mechanisms for the Commission to monitor the establishment of the organizational structure needed to implement the terms of the order, as well as Respondent ENH's compliance with the order throughout its term;

IT IS FURTHER ORDERED THAT Respondent ENH's proposal shall recommend mechanisms for resolving disputes between payors and Respondent ENH with respect to Respondent ENH's compliance with the terms of the order, including a discussion of the potential value of some form of dispute resolution mechanism;

IT IS FURTHER ORDERED THAT Complaint Counsel shall file with the Commission any objections to or comments on Respondent ENH's proposal within thirty (30) calendar days after Respondent ENH files its proposal; and

IT IS FURTHER ORDERED THAT Respondents shall file any response to Complaint Counsel's filing within ten (10) calendar days after Complaint Counsel file their objections or comments.

By the Commission.

Donald S. Clark
Secretary

SEAL
ISSUED: August 2, 2007