

Interlocutory Orders, Etc.

IN THE MATTER OF

PROMEDICA HEALTH SYSTEM, INC.*Docket No. 9346. Order, April 17, 2012*

Order giving notice of the Commission's intent to disclose *in camera* information served on Complaint Counsel, Counsel for the Defendant, and eight non-party participants. This Notice was served via ten individual Orders, which were identical except for the identity of the individual participant.

NOTICE OF INTENT TO DISCLOSE IN CAMERA INFORMATION

This notice advises counsel for the parties and [] in this matter that, consistent with Section 21(d)(2) of the Federal Trade Commission (FTC) Act, 15 U.S.C. § 57b-2(d)(2), and FTC Rule of Practice 3.45, 16 C.F.R. § 3.45, the Commission intends to place on the public record the information described in the attachment to this notice as part of the Commission's Opinion and Final Order in the above-captioned matter. (Except for notice to Complaint Counsel and to Counsel for Respondent, the attachment to this notice describes only information submitted by the recipient of this notice, and does not describe information submitted by others, who are being served with their own notices and attachments.)

In determining to release information for which [] has requested *in camera* treatment in the course of an adjudicative proceeding, the Commission balances the potential harm [] of disclosure against the substantial interest in making publicly available the key facts and background underlying a Commission decision. *Orkin Exterminating Co.*, 108 F.T.C. 147 (1986). Public knowledge of such information both permits improved evaluation of the fairness and wisdom of a given Commission decision and provides clearer guidance to affected parties. *Id.* See also *RSR Corp.*, 88 F.T.C. 206 (1976); *id.*, 88 F.T.C. 734, 735 (1976). Accordingly, the *in camera* standard requires that there be a "clearly defined, serious injury" [] sufficient to outweigh the public interest in disclosure. See *H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1188 (1961); *General Foods Corp.*, 95 F.T.C. 352, 355 (1980). As noted in its *in camera* rule, the Commission reserves the authority to disclose *in camera* material to the extent

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necessary for the proper disposition of the proceeding. 16 C.F.R. § 3.45(a).

The Commission does not believe that public disclosure of the information in question will clearly cause Aetna the kind of substantial competitive harm that would be sufficient to meet the high *in camera* standard. The information to be disclosed is either so minimal in amount, piecemeal in nature, or dated that it would appear to be of little, if any, meaningful, current use to a competitor. Moreover, some of the disclosures constitute general references or statements based on the content of confidential materials, rather than any direct disclosure of such material, which the *in camera* procedures expressly permit. See 16 C.F.R. § 3.45(d). Additionally, some of the information is already disclosed in other publicly available materials. The Commission believes that the potential harm resulting from the limited disclosures described above is outweighed by the value of making public to the greatest extent possible the factual evidence underlying the Commission's Opinion and Order. Such disclosures are directly relevant and material to an understanding of the factual basis for the decision reached in this matter. 15 U.S.C. § 57b-2(d)(2); *Orkin Exterminating*, 108 F.T.C. at 147.

For these reasons, the Commission does not believe that the disclosure of the information at issue would provide sufficient knowledge to competitors so that its release would impose any clearly defined, serious injury [] that would outweigh the public interest in such disclosure. See *Orkin Exterminating Co.*, 108 F.T.C. at 147; *General Foods Corp.*, 95 F.T.C. at 355. The Commission further notes that these disclosures will not affect the ongoing *in camera* status, if any, of the underlying *in camera* exhibits or other protected filings that may be cited in the Commission's Opinion and Order, except for the portions of exhibits or filings disclosed therein. Accordingly, the Commission intends to place its Opinion and Order on the public record, including information described in the attachment to this notice, no sooner than ten days following service of this notice.

By direction of the Commission, Commissioner Ohlhausen not participating.

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IN THE MATTER OF

CARDINAL HEALTH, INC.

Docket No. C-4339. Order, April 18, 2012

Letter approving the divestiture of three former Cardinal nuclear pharmacies to Patient Care Infusion, LLC.

LETTER ORDER APPROVING DIVESTITURE OF CERTAIN ASSETS

David P. Wales, Esquire
Jones Day

*Re: In the Matter of Cardinal Health, Inc.,
FTC File No. 091-0136; Docket No. C-4339*

Dear Mr. Wales:

This letter responds to the *Petition of Cardinal Health, Inc. for Approval of Proposed Divestiture* (“Petition”) filed by Cardinal Health, Inc. (“Cardinal”) on February 17, 2012, requesting that the Commission approve Cardinal’s proposed divestiture of three former Cardinal nuclear pharmacies to Patient Care Infusion, LLC (“PCI”) pursuant to the Decision and Order in this matter. The Petition was placed on the public record for comments until March 26, 2012 and one comment was received.

After consideration of the proposed divestiture as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture. In according its approval, the Commission has relied upon the information submitted and representations made in connection with the Petition, and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Ohlhausen not participating.