

EXHIBIT B

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW HAMPSHIRE**

UNITED STATES OF AMERICA

and

STATE OF NEW HAMPSHIRE,

Plaintiffs,

vs.

HARVARD PILGRIM HEALTH CARE, INC.

and

HEALTH PLAN HOLDINGS, INC.,

Defendants.

Civil Action No.: 1:20-cv-01183-JD

**CERTIFICATE OF COMPLIANCE WITH PROVISIONS
OF THE ANTITRUST PROCEDURES AND PENALTIES ACT**

The United States of America hereby certifies that it has complied with the Antitrust Procedures and Penalties Act (“APPA”), 15 U.S.C. § 16 and states:

1. The United States and the state of New Hampshire filed the Complaint, Asset Preservation Stipulation and Order (“Stipulation and Order”), and proposed Final Judgment on December 14, 2020. The United States filed the Competitive Impact Statement on December 23, 2020.

2. Pursuant to 15 U.S.C. § 16(b), the proposed Final Judgment and the Competitive Impact Statement were published in the *Federal Register* on December 31, 2020 (*see* 85 Fed. Reg. 86948 (2020)), and copies of the proposed Final Judgment and Competitive Impact

Statement were furnished to all persons requesting them and made available on the Department of Justice Antitrust Division's website.

3. Pursuant to 15 U.S.C. § 16(c), a summary of the terms of the Proposed Final Judgment and Competitive Impact Statement were published in *The Washington Post*, a newspaper of general circulation in the District of Columbia, for seven days, beginning on December 29, 2020 and ending on January 4, 2021, and in *The New Hampshire Union Leader*, for seven days, beginning on December 28, 2020 and ending on January 5, 2021.

4. No determinative materials or documents within the meaning of 15 U.S.C. § 16(b) were considered by the United States in formulating the proposed Final Judgment, so none were furnished to any person pursuant to 15 U.S.C. § 16(b) or listed pursuant to 15 U.S.C. § 16(c).

5. As required by 15 U.S.C. § 16(g), on December 22, 2020, Defendants filed with the Court descriptions of any written or oral communications made by or on behalf of Defendants with any officer or employee of the United States concerning the proposed Final Judgment.

6. The 60-day comment period specified in 15 U.S.C. § 16(b) commenced on January 6, 2021 and ended on March 8, 2021.

7. The United States received no comments from members of the public concerning the proposed Final Judgment.

8. The parties have, therefore, satisfied all of the requirements of the APPA that were conditions for entering the proposed Final Judgment. Pursuant to the Stipulation and Order filed on December 18, 2020 and 15 U.S.C. § 16(e), the Court may enter the Final Judgment after it determines that the proposed Final Judgment serves the public interest.

9. The United States' Competitive Impact Statement demonstrates that the proposed Final Judgment satisfies the public interest standard of 15 U.S.C. § 16(e).

10. Pursuant to the Stipulation and Order dated December 18, 2020, Defendants stipulated that the Final Judgment could be filed with and entered by the Court, upon the motion of the United States or upon the Court's own motion, after compliance with the requirements of the APPA, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent.

10. The United States requests that this Court enter the Final Judgment without further proceedings or hearings.

Dated: March 18, 2021

Respectfully submitted,

/s/ Catherine R. Reilly
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