

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, ET AL.,)	
)	CV No. 18-2340
Plaintiffs,)	
)	Washington, D.C.
vs.)	November 29, 2018
)	12:39 p.m.
CVS HEALTH CORPORATION, ET AL.,)	
)	
Defendants.)	
)	

TRANSCRIPT OF MOTIONS HEARING
BEFORE THE HONORABLE RICHARD J. LEON
UNITED STATES SENIOR DISTRICT JUDGE

APPEARANCES:

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1 P R O C E E D I N G S

2 DEPUTY CLERK: All rise. The United States
3 District Court for the District of Columbia is now in
4 session, the Honorable Richard J. Leon presiding. God save
5 the United States and this Honorable Court. Please be
6 seated and come to order.

7 Your Honor, this afternoon we have Civil Case No.
8 18-2340, the United States of America, et al., versus CVS
9 Health Corporation, et al.

10 Will counsel for the parties please approach the
11 lectern and identify yourself for the record and name the
12 party or parties that you represent, please.

13 MR. OWEN: Good afternoon, Your Honor.

14 Jay Owen representing the United States.

15 Also, I'd like to note that we have with us in the
16 room Julie Myers Wood of Guidepost Solutions, our candidate
17 for monitoring trustee.

18 THE COURT: Who's this here?

19 Come on up.

20 MR. MUCCHETTI: Good afternoon, Your Honor.

21 I'm Peter Mucchetti, counsel for the United States.

22 THE COURT: Are you in the Antitrust Division?

23 MR. MUCCHETTI: Yes, Your Honor, I'm with the
24 Antitrust Division.

25 THE COURT: All right.

1 Welcome.

2 MR. HABASH: Good morning, Your Honor.

3 Rani Habash from Dechert on behalf of CVS Health.

4 THE COURT: Welcome.

5 MR. HABASH: Thank you.

6 MR. SOLOMON: Good morning, Your Honor. I'm

7 Jesse Solomon from Davis Polk for Aetna.

8 THE COURT: Welcome.

9 MR. SOLOMON: Thank you.

10 MR. SHELANSKI: Hello, Your Honor. I'm

11 Howard Shelanski of Davis Polk, Counsel for Aetna.

12 THE COURT: Welcome.

13 Mr. Owen.

14 So I was reviewing your motion, which, of course,
15 is not opposed.

16 MR. OWEN: Yes, Your Honor.

17 THE COURT: Not surprising.

18 And I kind of got this uneasy feeling that I was
19 being kept in the dark, kind of like a mushroom.

20 So I've got some questions for you about this --

21 MR. OWEN: Yes, Your Honor.

22 THE COURT: -- allegedly imminent transaction.

23 What's the practical consequences of the merger
24 that you say is going to be consummated in the next few
25 weeks going forward?

1 MR. OWEN: The merger between CVS and Aetna?

2 THE COURT: Uh-huh.

3 MR. OWEN: Well, one thing I'd like to bring to
4 the attention of the Court: The merger between CVS and
5 Aetna actually consummated yesterday morning. The parties
6 finished that.

7 THE COURT: Thanks for telling me.

8 MR. OWEN: I apologize, Your Honor. We'll make
9 sure that you're aware of future developments.

10 THE COURT: Like I said, I'm like a mushroom being
11 kept in the dark. Just keep shoveling.

12 What's the practical consequences?

13 MR. OWEN: Of the closure of the merger between
14 CVS and Aetna?

15 THE COURT: Uh-huh.

16 Is that just a paper transaction?

17 MR. OWEN: No. The two companies, as I understand
18 it, will -- have closed their merger and will begin to
19 integrate their operations.

20 THE COURT: Well, that's where the rubber is going
21 to hit the road, Mr. Owen.

22 Are you familiar with the *AT&T* case?

23 MR. OWEN: Yes, sir, I am.

24 THE COURT: Are you familiar with the arrangement
25 that was worked out in that case pending appeal?

1 MR. OWEN: No, Your Honor, I'm not.

2 THE COURT: You're not.

3 You need to talk to your colleagues more
4 frequently, Mr. Owen.

5 CVS and Aetna know.

6 The deal closed pending my ruling, but the parties
7 agreed that the companies wouldn't be integrated until after
8 the appeal was resolved by the D.C. Circuit. They know
9 that, and I can't believe you don't.

10 What are you, a mushroom yourself over in the
11 Antitrust Division?

12 Mr. Owen, do you know why that agreement was made?

13 MR. OWEN: No, Your Honor.

14 THE COURT: Do you want to take a guess?

15 Take a guess. Come on now.

16 MR. OWEN: To allow for --

17 THE COURT: How long have you been in the
18 Antitrust Division, Mr. Owen?

19 MR. OWEN: I've been at the Division for 11 years.

20 THE COURT: Look at that.

21 Then you should be able to take a really educated
22 guess.

23 Go ahead.

24 MR. OWEN: My guess would be to allow for the
25 Court to review that decision.

1 THE COURT: No, that's not a good guess.

2 Do you want to try again?

3 Why would you wait for the Court of Appeals's
4 decision?

5 MR. OWEN: I'm sorry, Your Honor, I don't know.

6 THE COURT: Well, how about I help you.

7 What if the merger has to be unwound? Will it not
8 be easier to unwind it if the companies haven't been
9 integrated?

10 What do you think?

11 I'm not hearing you.

12 MR. OWEN: Yes, Your Honor.

13 THE COURT: Yes, of course.

14 Common sense, Mr. Owen.

15 Now, we have a situation here where we haven't
16 even heard the public's comments.

17 The reporting period has still got two or three
18 weeks to go, does it not, December 18th, does it not?

19 MR. OWEN: Yes, Your Honor.

20 THE COURT: There you go.

21 And then when those comments come in, you, on
22 behalf of the Department of Justice, have to respond to all
23 of them, do you not?

24 MR. OWEN: Yes, Your Honor.

25 THE COURT: Yes, you do.

1 And then I'm going to get copies of all that, the
2 responses and the comments, right?

3 MR. OWEN: Yes, Your Honor.

4 THE COURT: And we know already, at least I know
5 already, because it's public record, that organizations such
6 as the AMA, not exactly an insignificant organization, has
7 published a 140-page opposition to this merger.

8 MR. OWEN: Yes, Your Honor.

9 THE COURT: Even with the divestiture, right?

10 MR. OWEN: Yes, Your Honor, I've reviewed the
11 AMA's --

12 THE COURT: And the Court, under the Tunney Act,
13 has to take into consideration, in order to protect fairness
14 for the public, all of the comments, hold hearings, take
15 evidence, if necessary, before entering a final judgment,
16 right?

17 MR. OWEN: Yes, Your Honor, that's correct.

18 THE COURT: Yes.

19 So let's make it clear, Mr. Owen. This Court is
20 not a rubber stamp.

21 MR. OWEN: No, Your Honor, I don't believe this
22 Court is a rubber stamp.

23 THE COURT: Yeah, I understand you don't.

24 God knows if the Antitrust Division has learned
25 anything, they know that this Court is not a rubber stamp.

1 But these folks over here need to understand that
2 too, because it's their clients who think I am a rubber
3 stamp, and that's not going to be tolerated.

4 Now, you need to figure out a way, now that your
5 merger is closed, that the parties stay unintegrated. And
6 do you know why?

7 MR. OWEN: Why, Your Honor?

8 THE COURT: Use your common sense.

9 What if I were to conclude, after reading all the
10 comments, taking evidence, that I wouldn't enter the final
11 judgment, because it would be unfair to the public to do so.
12 How do we unwind it then?

13 MR. OWEN: Yes, Your Honor, I understand.

14 THE COURT: Yeah.

15 That's a practical problem, isn't it? A very
16 practical problem.

17 And I'm very concerned, very concerned, that you
18 all are proceeding on a rubber-stamp approach to this; that
19 the Court is -- we don't even have the comments in yet --
20 that you are going to start integrating these companies --
21 which, by the way, will have immediate reaction within the
22 marketplace, immediate consequences in the marketplace,
23 immediate.

24 How do I unwind those consequences in the
25 marketplace, if it should come to pass? And the word "if"

1 is in there, and it's an important word. If it should come
2 to pass that the Court concludes it is not fair to the
3 public to allow this.

4 And, by the way, this company that you're selling
5 off, what are the provisions in the sales agreement that the
6 company will be returned to Aetna in the event that the
7 Court doesn't enter final judgment? Is that provided for?

8 MR. OWEN: No, Your Honor.

9 THE COURT: It's not.

10 Isn't that wonderful?

11 So what happens then?

12 What happens if this Court doesn't enter final
13 judgment in favor of the deal? For whatever reason.

14 Obviously, you could appeal it. I could be
15 upheld. Theoretically if that were to happen; I'm talking
16 now all hypothetical.

17 You haven't made any arrangements so that it can
18 be resold back to Aetna if there's no deal?

19 MR. OWEN: Your Honor, that is a business risk
20 that CVS and Aetna -- or Aetna is bearing. If the
21 divestiture assets are sold to WellCare, that transaction
22 will be completed.

23 And if Your Honor does not approve the proposed
24 final judgment and does not enter that, that is a risk that
25 the parties are bearing in this situation.

1 THE COURT: It's a pretty expensive risk.

2 What was the sales price?

3 Don't tell me you don't know.

4 Don't tell me you don't know, Mr. Owen. Come on,
5 this is your case; you're the lead lawyer.

6 What was the amount of the sale?

7 MR. OWEN: The sales price was a significant sales
8 price, Your Honor.

9 THE COURT: You didn't answer my question.

10 MR. OWEN: I believe --

11 THE COURT: What was the amount of the sales
12 price?

13 MR. OWEN: The sales price is -- it's actually
14 hard to articulate the exact price because it is based on a
15 per-member fee that will be determined.

16 THE COURT: Well, give me a ballpark.

17 MR. OWEN: I believe a ballpark would be around --
18 between 50 and \$100 million.

19 THE COURT: 350- and 100 million?

20 MR. OWEN: 50 and 100 million.

21 THE COURT: 50 and 100 million?

22 MR. OWEN: Yes, sir.

23 THE COURT: That's not an insignificant number.

24 MR. OWEN: No, Your Honor.

25 THE COURT: Even though the merger is a much

1 larger number --

2 MR. OWEN: Yes, Your Honor.

3 THE COURT: -- to say the least.

4 That's my problem, and I need you and them to sit
5 down and talk it through. They need to talk to their
6 clients first.

7 But I'm not just signing off on this motion that
8 you filed until I get some input from you all as to what
9 you're going to do about this integration issue.

10 At a point in time -- it's going to take months;
11 you understand that, right?

12 We're going to have a briefing schedule.

13 You know how this works.

14 Eleven years, you know how this works.

15 MR. OWEN: Yes, Your Honor.

16 THE COURT: You could spit it out right now.

17 I'm not going to get the comments, with your
18 responses to them, until January, roughly, sometime in
19 January, maybe February because of the holidays, but, say,
20 February or January.

21 MR. OWEN: Correct, Your Honor.

22 THE COURT: And then each side is going to have
23 briefings as to why the deal should go forward,
24 notwithstanding the comments, right?

25 And then I'm going to review the briefings and

1 I'm going to review all the comments and your responses to
2 them.

3 And then I have to decide to hold hearings or not.

4 Well, I have to hold a hearing. Excuse me. I at
5 least have to hold one hearing under the Tunney Act, right?

6 But I have to decide whether to take evidence, and
7 taking evidence might take days or weeks.

8 And then I have to issue an opinion, and that
9 takes at least weeks.

10 I mean, I did a 172-page opinion in *AT&T* in six
11 weeks, so that gives you some idea of what can be done.
12 But, believe me, that wasn't exactly an ideal set of
13 circumstances, but I did it because of the penalty that *AT&T*
14 was facing, which was \$500 million. You know that much --

15 MR. OWEN: Yes, Your Honor.

16 THE COURT: -- even though you weren't on that
17 case.

18 It's going to be next summer, at the earliest,
19 before I can rule on your motion, which you have to file,
20 for the entry of a final judgment.

21 That means if this entity is merged in the next
22 month or so, it's going to be six, seven months into that
23 merged entity before I'm in a position to rule.

24 And if I rule against it, how do you untangle
25 seven months of integration? Very difficult. Maybe

1 impossible.

2 And how do you recoup the impact that that merged
3 entity has on the public? How do you even calculate it?
4 How difficult would that be to do?

5 Now, the solution, as far as I can see right now
6 is -- and this is what you two need to talk about, meaning
7 both sides -- is you've got your merger closed -- thanks for
8 at least reminding me or telling me about that -- but you
9 haven't started integrating yet.

10 MR. OWEN: No, Your Honor, I don't believe so.

11 THE COURT: And you need to discuss that with
12 them, just the way AT&T and Time Warner discussed it with
13 the Antitrust Division in regards to the pending appeal in
14 that case.

15 Who knows where this is going? No one knows.

16 But you all are treating this like this is some
17 rubber-stamp operation, and that's not what this is. God
18 knows you should have known that from before this case even
19 started.

20 MR. OWEN: Yes, Your Honor.

21 If I may?

22 THE COURT: Go right ahead.

23 MR. OWEN: I would just like to point out that,
24 even with the closed merger, this Court still has the
25 complete discretion and opportunity to review the proposed

1 final judgment during the Tunney Act period. Your ability
2 to find that that proposed final judgment is in the public
3 interest is not impacted by the closure. You still maintain
4 the ability to accept or reject that order.

5 And if you reject the proposed final judgment, the
6 United States, the plaintiff states and the parties, would,
7 of course, consider your reasons for rejecting that order
8 and would re-negotiate or consider re-negotiating in a way
9 such that you could find that the proposed final judgment is
10 in the public's interest.

11 THE COURT: Well, the problem right now is, you're
12 putting the risk -- just like you're doing in that
13 divestiture deal, you're putting the risk on the parties.

14 The problem I have is, you are ineffectively, if
15 you integrate this merger, putting the risk on the public,
16 and it's my job to make sure the public doesn't bear that
17 risk.

18 That's not -- that's -- I'm here to ensure that
19 this is a fair proceeding and in the public interest, right,
20 under the Tunney Act, that's my job.

21 MR. OWEN: Yes, Your Honor.

22 THE COURT: Of course. That's my job.

23 And if these two companies are integrated and it's
24 seven months from now when I issue that decision, if it
25 should come out the other way, the problem, the risk is on

1 the public that I can unwind it and that we can recoup
2 whatever negative consequences there were on the public in
3 that interim seven months, and that's going to be a big
4 problem for me, if it should come out that way.

5 Now, I have cause right now already to at least be
6 concerned as to how this is all going to play out, at a
7 minimum, because of the AMA situation. We'll see what they
8 say in their commentaries there's three weeks left to put on
9 the record, and you all are going -- you guys are all going
10 to respond to them, I understand that.

11 MR. OWEN: Right.

12 THE COURT: I understand you think it's still a
13 good deal anyway.

14 MR. OWEN: If I may?

15 THE COURT: So I'll tell you what. I'm going to
16 set a hearing for Monday, and I'm going to give you between
17 now and Monday to talk among yourselves.

18 I'm hoping that there will be some good judgment
19 on both sides and you'll decide to hold off on the
20 integration. If not, then I'll have to decide what my
21 options are.

22 But between now and Monday, I'm not ruling on your
23 motion, I'm not ruling on it.

24 You need to slow this down. You're like a freight
25 train out of control. And you're operating as if this is

1 just some rubber-stamp operation. It is not, and it will
2 not be.

3 And the parties need to think this through with
4 their clients, and you need to think it through with your
5 leadership.

6 Do you read me?

7 MR. OWEN: Yes, Your Honor.

8 If I may?

9 THE COURT: I'll set a time Monday, I haven't
10 picked a time yet, but you'll be getting a notice of it from
11 Mr. Haley.

12 MR. OWEN: If I may on one additional point,
13 Your Honor?

14 THE COURT: Yes. What is it?

15 MR. OWEN: I would just like to raise that,
16 regardless of the integration between the parties, I would
17 ask Your Honor to consider the motion to appoint the
18 monitoring trustee.

19 Right now, there is a plan to divest the assets to
20 WellCare in the very near future. Such a divestiture would
21 not impact the parties' integration plans but would allow
22 the remedy to --

23 THE COURT: You're going to divest --
24 my understanding is you're going to divest it under
25 circumstances where there isn't even a provision for it to

1 be re-provided to Aetna in the event that the Court denies
2 the motion to enter final judgment, right? That's my
3 understanding.

4 MR. OWEN: Yes, Your Honor.

5 THE COURT: You need to think about that as well,
6 frankly.

7 See you Monday. We'll stand in recess.

8 DEPUTY CLERK: All rise.

9 This Honorable Court will stand in recess until
10 the return of court.

11 (Proceedings concluded at 12:57 p.m.)

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C E R T I F I C A T E

I, William P. Zaremba, RMR, CRR, certify that the foregoing is a correct transcript from the record of proceedings in the above-titled matter.

Date: November 29, 2018 /S/ William P. Zaremba

William P. Zaremba, RMR, CRR

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