

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

|                         |   |                 |
|-------------------------|---|-----------------|
|                         | ) |                 |
| <b>In the Matter of</b> | ) |                 |
|                         | ) |                 |
| <b>ILLUMINA, INC.</b>   | ) |                 |
| <b>a corporation,</b>   | ) |                 |
| <b>and</b>              | ) | Docket No. 9401 |
|                         | ) |                 |
| <b>GRAIL, INC.,</b>     | ) |                 |
| <b>a corporation.</b>   | ) |                 |
|                         | ) |                 |

**NON-PARTY CARIS LIFE SCIENCES, INC.’S  
MOTION FOR *IN CAMERA* TREATMENT**

Pursuant to Rule 3.45(b) of the Federal Trade Commission’s Rules of Practice, 16 C.F.R. § 3.45(b), counsel for non-Party Caris Life Sciences, Inc. (“Caris” or “the Company”) respectfully moves this Court for *in camera* treatment for all or portions of nine competitively-sensitive, highly confidential business documents and documents containing trade secrets (the “Confidential Documents”).

Counsel for The Federal Trade Commission (“FTC”) and counsel for Respondents Illumina, Inc. (“Illumina”) and Grail, Inc. (“Grail”) have stated that they do not intend to oppose Caris’s Motion. A corresponding Statement Regarding Meet and Confer is appended to this Memorandum.

Caris produced the Confidential Documents in response to subpoenas in this matter and/or the investigatory hearing. Complaint Counsel has now notified Caris that it intends to introduce 31 of Caris’s documents into evidence at the administrative trial in this matter. (*See* Letter from

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they intend to introduce five of Caris’s documents into evidence at the administrative trial in this matter, three of which are not included on the list provided by Complaint Counsel. (See Letter from Illumina dated July 26, 2021 (attached as Exhibit B.)

The exhibits for which Caris is seeking *in camera* treatment are highly confidential business documents that contain information regarding Caris’s financial projections, pricing information, development of proprietary products, and internal negotiations and business considerations and discussions. If these documents were to become part of the public record, Caris would be significantly harmed. For the reasons discussed below, Caris respectfully requests that the Confidential Documents be afforded *in camera* treatment. In support of this motion, Caris relies on the Affidavit of Russ Farr, General Counsel (“Farr Declaration”), attached as Exhibit C, which provides additional details regarding the Confidential Documents.

### **I. The Documents For Which Protection Is Sought**

Caris seeks *in camera* treatment for all or portions of the following Confidential Documents, copies of which are attached as Exhibit D.

| <b>Exhibit No.</b>            | <b>Document Title/Description</b>                                       | <b>Date</b> | <b>Beginning Bates No.</b> | <b>Ending Bates No.</b> | <b>All or Portion</b> | <b>Time Period Sought</b> |
|-------------------------------|---|-------------|----------------------------|-------------------------|-----------------------|---------------------------|
| <b>Complainant’s Exhibits</b> |   |             |                            |                         |                       |                           |
| PX8319                        | Meeting Materials: Meeting of the Board of Directors, May 14, 2020      | 5/14/2020   | FTC-CarisLife-00001030     | FTC-CarisLife-00001030  | All                   | 5 years                   |
| PX8320                        | Meeting Materials: Meeting of the Board of Directors, November 14, 2019 | 11/14/2019  | FTC-CarisLife-00001880     | FTC-CarisLife-00001880  | All                   | 5 years                   |
| PX8321                        | Meeting Materials: Meeting of the Board of                              | 11/19/2020  | FTC-CarisLife-00002072     | FTC-CarisLife-00002072  | All                   | 5 years                   |

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|                              |  |            |  |  |                      |            |
|------------------------------|--|------------|--|--|----------------------|------------|
|                              | Directors,<br>November 19,<br>2020   |            |  |  |                      |            |
| PX9130                       | Document: Caris<br>Financial<br>Projections  | 1/22/2021  | CarisLifeSci<br>ences<br>CID/Illumina<br>a002  | CarisLifeScie<br>nces<br>CID/Illumina0<br>02   | All                  | 3 years    |
| PX9131                       | Spreadsheet: Caris<br>CID Spec<br>2f,g_2019-2020<br>Top<br>Customers.xlsx              | TBD        | PX9131-001                                     | PX9131-004                                     | Redacted<br>Portions | 3 years    |
| PX9134                       | Document: Caris<br>CID Specification<br>2(a) and 4                                     | TBD        | PX9134-001                                     | PX-9134-001                                    | Redacted<br>Portions | 5 years    |
| PX9137                       | Spreadsheet: Caris<br>CID_Spec 1a-<br>e.xlsx   | TBD        | PX9137-001                                     | PX9137-014                                     | All                  | Indefinite |
| <b>Respondents' Exhibits</b> |  |            |  |  |                      |            |
| TBD                          | Document:<br>Request for<br>Information to<br>Caris Life<br>Sciences (EU DG<br>Comp)   | 3/19/2021  | CarisLifeSci<br>ences<br>SDT_Illumina<br>02492 | CarisLifeScie<br>nces<br>SDT_Illumina<br>02495 | All                  | 5 years    |
| TBD                          | Presentation: Caris<br>Life Sciences<br>"Carisome"                                     | 1/21/2021  | FTC-<br>CarisLife-<br>00000477                 | FTC-<br>CarisLife-<br>00000487                 | Redacted<br>Portions | 5 years    |
| (PX8321)                     | Meeting Materials:<br>Meeting of the<br>Board of<br>Directors,<br>November 19,<br>2020 | 11/19/2020 | FTC-<br>CarisLife-<br>00002072                 | FTC-<br>CarisLife-<br>00002072                 | All                  | 5 years    |

## II. Because Caris's Documents are Secret and Material to Caris's Business, Disclosure Would Result in a Clearly Defined, Serious Injury to the Company

*In camera* treatment of material is appropriate when its "public disclosure will likely result in a clearly defined, serious injury to the person, partnership, or corporation requesting" such treatment. 16 C.F.R. § 3.45(b). The proponent demonstrates serious competitive injury by showing that the document is secret and that it is material to the business. *1-800 Contacts, Inc.*,

No. 9372, 2017 FTC LEXIS 55, at \*2-3 (Apr. 4, 2017); *Gen. Foods Corp.*, 95 F.T.C. 352, 355 (1980); *Dura Lube Corp.*, No. 9292, 1999 FTC LEXIS 255, at \*6 (Dec. 23, 1999). In this context, courts generally attempt “to protect confidential business information from unnecessary airing.” *H.P. Hood & Sons, Inc.*, 58 F.T.C. 1184, 1186 (1961).

As discussed in the Farr Declaration, the Confidential Documents relate to financial projections, pricing information, development of proprietary products, and internal negotiations and business considerations and discussions. As set forth below, such information is both secret and material to Caris’s business and therefore satisfies the standard for *in camera* treatment.

In considering both secrecy and materiality, the Court may consider: (1) the extent to which the information is known outside of the business; (2) the extent to which it is known by employees and others involved in the business; (3) the measures taken to guard the secrecy of the information; (4) the value of the information to the business and its competitors; (5) the amount of effort or money expended in developing the information; and (6) the ease or difficulty with which the information could be acquired or duplicated by others. *Bristol-Myers Co.*, 90 F.T.C. 455, 456-57 (1977). Each of these factors weighs in favor of granting the Motion.

The information in the Confidential Documents is not known outside of Caris. (Decl. ¶ 13.) Nor is it shared among all employees or with other businesses. (Decl. ¶¶ 6, 7, 9, 13.) In fact, Caris has taken significant steps to protect the confidential information contained in the Confidential Documents. (Decl. ¶¶ 5-11.) The Confidential Documents were produced only pursuant to compulsory process. Caris’s counsel designated the documents as “Confidential” to avoid any public disclosure. Unfortunately, despite the Protective Order in this matter, Caris has learned that certain confidential information produced by Caris has been disclosed to an expert

witness who was retained by Respondents and who appears to have been affiliated with a Respondent at the time of disclosure. This improper disclosure only heightens non-party Caris's concerns that its confidential business information be granted *in camera* treatment to protect against any further public disclosure of Caris's most sensitive information.

The information in the Confidential Documents is only disclosed to Caris management and certain of its employees on a "need to know" basis. (Decl. ¶¶ 6,7, 9.) Caris takes substantial measures to guard the secrecy of the information contained in the Confidential Documents by limiting the dissemination of that information and taking every reasonable step to protect its confidentiality. (Decl. ¶¶ 5-11.)

The information in the Confidential Documents is also highly valuable, especially to Caris's competitors. Caris has spent millions of dollars on research and development projects described in the Confidential Documents. (Decl. ¶ 5.) And its research cannot easily be duplicated by others without having access to the information in the Confidential Documents. (Decl. ¶ 13.)

Finally, Caris's status as a non-party is also relevant to the treatment of its documents. The Commission has held that "[t]here can be no question that the confidential records of businesses involved in Commission proceedings should be protected insofar as possible." *H.P. Hood & Sons*, 58 F.T.C. at 1186. This is especially so in the case of a non-party, which deserves "special solicitude" in its request for *in camera* treatment for its confidential business information. See *Kaiser Aluminum & Chem. Corp.*, 103 F.T.C. 500, 500 (1984) ("As a policy matter, extensions of confidential or *in camera* treatment in appropriate cases involving third party bystanders encourages cooperation with future adjudicative discovery requests."). Caris's non-party status therefore weighs in favor of granting *in camera* status to the Confidential Documents.

### **III. In Camera Protection Should Extend For Three to Five Years for Caris's Ordinary Course Documents, and Indefinitely For Its Trade Secret Information**

Because of the highly confidential and proprietary nature of the information contained in the Confidential Documents – competitively sensitive information that Caris continues to use and considers key to its business strategies, performance, and ongoing operations – lasting protection is appropriate in order to ensure avoidance of the competitive injuries to Caris's business outlined above. *See 1-800 Contacts*, 2017 FTC LEXIS 55, at \*3 (recognizing that *in camera* treatment is appropriate where the material remains “competitively sensitive”). As the Commission has previously recognized, if this competitively sensitive information is disclosed, Caris will lose advantages that it currently enjoys based on its efforts to maintain the confidentiality of the information contained in the Confidential Documents. *Otto Bock HealthCare N. Am., Inc.*, No. 9378, 2018 FTC LEXIS 111, at \*11 (July 6, 2018) (granting *in camera* treatment for five years from time of order to non-party's ordinary course business documents, including documents containing product level sales data and pricing information); *see also 1-800 Contacts*, 2017 FTC LEXIS 55, at \*2-3. Therefore, and in recognizing the presumption of a public trial in this proceeding, Caris respectfully requests that the information contained in the Confidential Documents be afforded narrow *in camera* protection for the time limits identified in the above chart.

### **IV. Conclusion**

For the reasons set forth above and in the accompanying Farr Declaration, Caris respectfully requests that this Court grant *in camera* treatment for the information contained in the Confidential Documents.

Dated: August 5, 2021

Respectfully submitted,

/s/Julia K. York

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*Counsel for Non-Party Caris Life Sciences, Inc.*

**STATEMENT REGARDING MEET AND CONFER**

The undersigned certifies that counsel for Non-Party Caris Life Sciences, Inc. (“Caris”) notified counsel for the parties via email on August 4, 2021 that it would be seeking *in camera* treatment of the Confidential Documents. Counsel for the Federal Trade Commission, Illumina, Inc., and GRAIL, Inc. indicated that they would not object to Caris’s motion.

Dated: August 5, 2021

/s/ Julia K. York

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*Attorney for Non-Party Caris  
Life Sciences, Inc.*



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**EXHIBIT A**

**[NOT REDACTED]**

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UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

Bureau of Competition  
Mergers I Division

July 26, 2021

**VIA EMAIL TRANSMISSION**

Caris Life Sciences, Inc.  
c/o Noelle M. Reed  
Skadden, Arps, Slate, Meagher & Flom LLP  
1000 Louisiana, Suite 6800  
Houston, TX 77002-5026  
noelle.reed@skadden.com

RE: *In the Matter of Illumina, Inc., and GRAIL, Inc., Docket No. 9401*

Dear Ms. Reed:

By this letter we are providing formal notice, pursuant to Rule 3.45(b) of the Commission's Rules of Practice, 16 C.F.R. § 3.45(b), that Complaint Counsel intends to offer the documents and testimony referenced in the enclosed Attachment A into evidence in the administrative trial in the above-captioned matter. For your convenience, a copy of the documents and testimony will be sent to you in a separate email with an FTP link.

The administrative trial is scheduled to begin on August 24, 2021. All exhibits admitted into evidence become part of the public record unless Chief Administrative Law Judge D. Michael Chappell grants *in camera* status (i.e., non-public/confidential).

For documents or testimony that include sensitive or confidential information that you do not want on the public record, you must file a motion seeking *in camera* status or other confidentiality protections pursuant to 16 C.F.R §§ 3.45 and 4.10(g). If you do not file an *in camera* motion, your documents will not receive *in camera* treatment and may be publicly disclosed. Judge Chappell may order that materials be placed *in camera* only after finding that their public disclosure will likely result in a clearly-defined, serious injury to the person, partnership, or corporation requesting *in camera* treatment.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re Otto Bock Healthcare N. Am.*, 2018 WL 3491602 at \*1 (July 2, 2018); and *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the material. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (April 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (Apr. 23, 2004). For your convenience, we included, as links in the cover email, an example of a third-party motion (and the accompanying declaration or affidavit) for *in camera* treatment that was filed

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and granted in an FTC administrative proceeding. If you choose to move for *in camera* treatment, you must provide a copy of the document(s) for which you seek such treatment to the Administrative Law Judge.

Also, please be advised, if you intend to file an *in camera* motion, you will need credentials for the Commission's electronic filing system and a Notice of Appearance. The Notice of Appearance must be approved by the Office of the Secretary and can take up to twenty-four ("24") hours to issue. As such, you will need to file your Notice of Appearance at least one day prior to the day on which you intend to file your *in camera* motion. I have attached an e-filing checklist to assist with this process.

Please be aware that under the current Scheduling Order **the deadline for filing motions seeking *in camera* treatment is August 5, 2021**. A copy of the April 26, 2021 Scheduling Order can be found at <https://www.ftc.gov/enforcement/cases-proceedings/201-0144/illumina-inc-grail-inc-matter>. If you have any questions, please feel free to contact me at (202) 326-3206.

Sincerely,

/s/ Samuel Fulliton

Samuel Fulliton

Counsel Supporting the Complaint

Attachment

# Attachment A

| Exhibit No. | Bates - Begin                     | Bates - End                       | Date       | Full Name   |
|-------------|-----------------------------------|-----------------------------------|------------|---|
| PX7041      | PX7041-001                        | PX7041-070                        | 2/12/2021  | IH Transcript: David Spetzler (Caris)   |
| PX8319      | FTC-CarisLife-00001030            | FTC-CarisLife-00001030            | 5/14/2020  | Meeting Materials: Meeting of the Board of Directors, May 14, 2020  |
| PX8320      | FTC-CarisLife-00001880            | FTC-CarisLife-00001880            | 11/14/2019 | Meeting Materials: Meeting of the Board of Directors, November 14, 2019   |
| PX8321      | FTC-CarisLife-00002072            | FTC-CarisLife-00002072            | 11/19/2020 | Meeting Materials: Meeting of the Board of Directors, November 19, 2020   |
| PX8322      | FTC-CarisLife-00002457            | FTC-CarisLife-00002457            | 9/15/2020  | Presentation: Caris Life Sciences, Company Overview, September 2020   |
| PX8323      | PX8323-001                        | PX8323-004                        | 10/11/2017 | Email from Ginger Appleberry to Logan Goff re: Important Message from Illumina w/ Attach: Caris LOI.pdf   |
| PX9130      | CarisLifeSciencesCID/Illumina0002 | CarisLifeSciencesCID/Illumina0002 | 1/22/2021  | Document: Caris Financial Projections   |
| PX9131      | PX9131-001                        | PX9131-004                        | TBD        | Spreadsheet: Caris CID Spec 2f.g_2019-2020 Top Customers.xlsx   |
| PX9132      | PX9132-001                        | PX9132-006                        | TBD        | Spreadsheet: Caris CID Spec 3_Illumina Invoices Paid 2019-2020.xlsx   |
| PX9133      | PX9133-001                        | PX9133-013                        | TBD        | Spreadsheet: Caris CID Spec 3_Illumina POs Oct 2019 through Jan 2021 - Purchases.xlsx   |
| PX9134      | PX9134-001                        | PX9134-001                        | TBD        | Document: Caris CID SPECIFICATION 2(a) and 4  |
| PX9137      | PX9137-001                        | PX9137-014                        | TBD        | Spreadsheet: Caris CID Spec 1a-e.xlsx   |
| PX9138      | Caris CID/Illumina 00169          | Caris CID/Illumina 00170          | 12/17/2019 | Email from Logan Goff to Logan Goff re: Draft Agreement   |
| PX9139      | Caris CID/Illumina 00171          | Caris CID/Illumina 00171          | 12/3/2018  | Email from Russ Farr to Logan Goff re: Illumina MSA Template w/ Attach: 2018 12 03 - Caris IA Supply Agreement (002).docx   |
| PX9140      | Caris CID/Illumina 00172          | Caris CID/Illumina 00173          | 9/22/2020  | Email from Wilson Braulio to Hilary Baldwin re: Quality Agreement discussion  |
| PX9141      | Caris CID/Illumina 00174          | Caris CID/Illumina 00177          | 11/16/2018 | Email from Ginger Appleberry to Logan Goff re: Caris scale up w/ Attach: illumina-advantage-terms-and-conditions.pdf; ATT00001.htm  |
| PX9142      | Caris CID/Illumina 00178          | Caris CID/Illumina 00179          | 2/17/2020  | Document: Illumina - Caris LOI Signed - 02.25.2020  |
| PX9144      | Caris CID/Illumina 00168          | Caris CID/Illumina 00168          | TBD        | Document: Caris - Illumina Supply Agreement Negotiations Timeline   |
| PX9145      | Caris CID/Illumina 00182          | Caris CID/Illumina 00182          | 12/13/2018 | Email from Logan Goff to Andrew Harris, Jeff Eidel, Wilson Braulio et al. re: Illumina Supply Agreement w/ Attach: 2018 12 03 - Caris IA Supply Agreement_Caris revised 12.13.18v2.docx; Caris Quality Agreement Template_2018.docx |
| PX9147      | Caris CID/Illumina 00184          | Caris CID/Illumina 00185          | 3/21/2019  | Email from Nicholas Nelson to John Leite, Marla Bornstein; Karen Gutekunst et al. re: Call: Caris   Illumina - Plans for NovaSeq  |
| PX9148      | Caris CID/Illumina 00186          | Caris CID/Illumina 00189          | 12/19/2018 | Email from Nicholas Nelson to Andrew Harris, Luke Power, Ginger Appleberry, and Logan Goff re: Follow-up: ILMN // Caris: v2 SA and QA Template  |
| PX9149      | Caris CID/Illumina 00190          | Caris CID/Illumina 00193          | 12/19/2018 | Email from Nicholas Nelson to Andrew Harris, Luke Power, Ginger Appleberry, et al. re: Follow?up: ILMN // Caris: v2 SA and QA Template  |
| PX9150      | Caris CID/Illumina 00194          | Caris CID/Illumina 00195          | 12/17/2018 | Email form Andrew Harris to Logan Goff, Nicholas Nelson, and Ginger Appleberry re: Illumina Supply Agreement  |
| PX9151      | Caris CID/Illumina 00196          | Caris CID/Illumina 00197          | 12/21/2018 | Email from Logan Goff to Nicholas Nelson and Luke Power re: Reagent Order - Updated Quotes  |
| PX9152      | Caris CID/Illumina 00001          | Caris CID/Illumina 00028          | 1/8/2019   | Presentation: Caris, 37th Annual J.P. Morgan Healthcare Conference  |
| PX9153      | Caris CID/Illumina 00029          | Caris CID/Illumina 00058          | 3/11/2019  | Presentation: Caris, Cowen 39th Annual Healthcare Conference  |
| PX9154      | Caris CID/Illumina 00059          | Caris CID/Illumina 00090          | 5/14/2019  | Presentation: Caris, Bank of America Merrill Lynch 2019 Health Care Conference  |
| PX9156      | Caris CID/Illumina 00129          | Caris CID/Illumina 00167          | 01/??/20   | Presentation: Caris Life Sciences, Company Overview, January 2020   |
| PX9157      | Caris CID/Illumina 02327          | Caris CID/Illumina 02328          | TBD        | Document: The Caris Difference to Foundation Medicine (FMI)   |
| PX9158      | Caris CID/Illumina 02339          | Caris CID/Illumina 02340          | TBD        | Document: The Caris Difference to Tempus  |
| PX9159      | Caris CID/Illumina 02331          | Caris CID/Illumina 02332          | TBD        | Document: The Caris Difference to Guardant  |

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**EXHIBIT B**

**[NOT REDACTED]**

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**From:** Kalana Kariyawasam <[kkariyawasam@cravath.com](mailto:kkariyawasam@cravath.com)>  
**Date:** July 26, 2021 at 4:24:55 PM CDT  
**To:** "Reed, Noelle M (HOU)" <[Noelle.Reed@skadden.com](mailto:Noelle.Reed@skadden.com)>  
**Cc:** Sharonmoyee Goswami <[sgoswami@cravath.com](mailto:sgoswami@cravath.com)>, Michael Zaken <[mzaken@cravath.com](mailto:mzaken@cravath.com)>, Xhesi Hysi <[xhysi@cravath.com](mailto:xhysi@cravath.com)>, "Viswanatha, Veena" <[vviswanatha@buckleyfirm.com](mailto:vviswanatha@buckleyfirm.com)>  
**Subject:** [Ext] In the Matter of Illumina, Inc. and GRAIL, Inc., No. 9401 (F.T.C.)

Counsel,

As part of the Administrative Trial for *In the Matter of Illumina, Inc. and GRAIL, Inc.*, (Dkt. No. 9401) set to begin on August 24, we have submitted a proposed list of documents and testimony we intend to use as trial exhibits. This list includes third party documents and testimony that have been designated confidential under the protective order entered by the Administrative Law Judge.

Per our obligation under the Scheduling Order, we are providing you with notice that we intend to use the documents listed below, and any associated family members produced by Caris, as trial exhibits, pursuant to 16 C.F.R. § 3.45(b).

Under 16 C.F.R. § 3.45(b), if you wish, you may move the Administrative Law Judge to obtain *in camera* treatment for the documents and testimony listed below. Please note that the deadline for filing such a motion is August 5, 2021, and note the following information set forth in the Scheduling Order about the content of any such motion:

[There are] strict standards for motions for *in camera* treatment for evidence to be introduced at trial set forth in 16 C.F.R. § 3.45, explained *In re Otto Bock Healthcare N. Am.*, 2018 WL 3491602 at \*1 (July 2, 2018); and *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (Apr. 4, 2017). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the documents. *In re 1-800 Contacts, Inc.*, 2017 FTC LEXIS 55 (Apr. 4, 2017); *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (Apr. 23, 2004). Each party or non-party that files a motion for *in camera* treatment shall provide one copy of the documents for which *in camera* treatment is sought to the Administrative Law Judge.

Scheduling Order ¶ 12.

Please confirm receipt of this notice.

| <b>Documents:</b>                      |
|--|
| Caris Life Sciences SDT_Illumina 02492 |
| FTC-CarisLife-00000477                 |
| FTC-CarisLife-00002072                 |
| FTC-CarisLife-00002495                 |
| Caris Life Sciences SDT_Illumina 02332 |

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**EXHIBIT C**

**[NOT REDACTED]**



disclosure of these documents to the public and to competitors of Caris would cause serious, irreparable competitive injury to Caris.

5. Many aspects of Caris's product are proprietary, and Caris makes substantial effort to protect materials pertaining to its research, development, and intellectual property. Caris's research and other work reflects its innovation and substantial effort. Caris spends millions of dollars on developing its products and on related research.

6. Caris has both physical measures and electronic measures in place to limit access to its confidential and proprietary information. These include, but are not limited to, use of key-card access across its facilities, with many areas limited to only a select number of company employees; strict computer login requirements; and the use of encryption and passwords on disks, computers, and networks. Further, only certain Caris employees have physical access to Caris's labs, and all other employees would need to be escorted by security. These measures ensure that only those Caris employees with a "need to know" have access to Caris' confidential and proprietary information, including specific details and features about the development of Caris' liquid biopsy test and other proprietary products, and only then to the extent necessary to perform their jobs.

7. For example, every document created by Caris is document-controlled. This means that employees only have department-specific server access and can access only the documents housed on that specific server. A employee in procurement, for example, would not have access to the molecular lab server and therefore would not have access to lab-related documents stored on that server. Further, an employee in the molecular lab responsible for NGS testing cannot see documents created or maintained on the IHC testing lab server. Access to these servers are

governed by an employee's role and title, and only a few very high-level individuals have access across servers.

8. Caris also maintains a single log-in system that requires every employee to use his or her Caris email address to access any outside software necessary to perform their work-related duties. Caris does this so it can easily remove employee's access to its sensitive research and work product once the employees leave Caris.

9. As part of Caris's process to limit information on a "need to know" basis, only two employees at Caris have access to and knowledge of how Caris's blood-related products work.

10. Caris also routinely maintains contractual restrictions in its agreements with employees to protect its intellectual property rights. These contractual restrictions restrict the disclosure of confidential and proprietary information both inside and outside of the company. For example, one such agreement states that any Inventions or Invention IP – which includes, among other things, inventions, research data and results, research techniques and methodology, and any resulting intellectual property – “are highly confidential and are proprietary to Employer. EMPLOYEE shall not disclose Inventions and/or Invention IP to any third party. EMPLOYEE shall limit discussion of Inventions and Invention IP to discussions with: (i) immediate supervisor(s) of EMPLOYEE, or (ii) other person(s) on a strictly need-to-know basis and only as designated by Employer. The EMPLOYEE's obligations of confidentiality and non-disclosure under this Section 2 shall apply at all times during Employment and survive termination or expiration of EMPLOYEE's Employment by Employer, up to and until such a time that any applicable Inventions and/or Invention IP are made public by Employer, such as through a scientific publication, patent application publication, or through other lawful act.”

11. For example, as a condition of his employment as President and Chief Scientific Officer overseeing research, testing and development of proprietary technologies, Dr. David Spetzler was required to enter into a confidentiality agreement with Caris relating to the protection of Caris's confidential information and trade secrets, as well as other matters. Similarly, other employees responsible for research, testing, and development of Caris's proprietary technologies are required to enter into such agreements with Caris. This is of the utmost importance to Caris because the Company is committed to investing millions of dollars into developing innovative products. Caris needs to protect its substantial investment in developing that product and in guarding the Company's confidential information.

12. Disclosing Caris's confidential information about product design, development, and research to outsiders could undermine all of Caris's work and cause serious, irreparable competitive injury to Caris. GRAIL, Inc. is also developing a MCED test that might compete with Caris's MCED test. Disclosure of these trade secrets to a competitor would be especially harmful to Caris, because the competitor could use the information to develop an MCED test that would compete more effectively with Caris's planned MCED test.

13. Caris's competitors could not obtain Caris's proprietary research, testing or development information, or other trade secrets by lawful means. Caris does not disclose this information to third parties except in limited circumstances to regulators where obligated by law or compulsory process.

14. Publicly disclosing any of Caris's confidential information is not necessary in this proceeding and could be detrimental to Caris, whose only involvement in this proceeding is as a third party.

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15. The FTC has notified Caris that it intends to introduce 31 of Caris's competitively-sensitive, confidential documents into evidence at the administrative trial. Respondent Illumina has also notified Caris that it intends to introduce five of Caris's competitively-sensitive, confidential documents into evidence at the administrative trial in this matter. As described in the Motion, Caris seeks *in camera* protection for the information related to Caris's financial projections, pricing information, development of proprietary products, and internal negotiations and business considerations and discussions contained in this documents listed below.

| Exhibit No.                   | Document Title/Description  | Date       | Beginning Bates No.                  | Ending Bates No.                     | All or Portion?   | Time Period Sought? |
|-------------------------------|---|------------|--------------------------------------|--------------------------------------|-------------------|---------------------|
| <b>Complainant's Exhibits</b> |   |            |                                      |                                      |                   |                     |
| PX8319                        | Meeting Materials: Meeting of the Board of Directors, May 14, 2020      | 5/14/2020  | FTC-CarisLife-00001030               | FTC-CarisLife-00001030               | All               | 5 years             |
| PX8320                        | Meeting Materials: Meeting of the Board of Directors, November 14, 2019 | 11/14/2019 | FTC-CarisLife-00001880               | FTC-CarisLife-00001880               | All               | 5 years             |
| PX8321                        | Meeting Materials: Meeting of the Board of Directors, November 19, 2020 | 11/19/2020 | FTC-CarisLife-00002072               | FTC-CarisLife-00002072               | All               | 5 years             |
| PX9130                        | Document: Caris Financial Projections                                   | 1/22/2021  | CarisLifeSciences CID/Illumina002    | CarisLifeSciences CID/Illumina002    | All               | 3 years             |
| PX9131                        | Spreadsheet: Caris CID Spec 2f,g_2019-2020 Top Customers.xlsx           | TBD        | PX9131-001                           | PX9131-004                           | Redacted Portions | 3 years             |
| PX9134                        | Document: Caris CID Specification 2(a) and 4                            | TBD        | PX9134-001                           | PX-9134-001                          | Redacted Portions | 5 years             |
| PX9137                        | Spreadsheet: Caris CID Spec 1a-e.xlsx                                   | TBD        | PX9137-001                           | PX9137-014                           | All               | Indefinite          |
| <b>Respondents' Exhibits</b>  |   |            |                                      |                                      |                   |                     |
| TBD                           | Document: Request for Information to Caris Life Sciences (EU DG Comp)   | 3/19/2021  | CarisLifeSciences SDT_Illumina 02492 | CarisLifeSciences SDT_Illumina 02495 | All               | 5 years             |

|          |   |            |                        |                        |                   |         |
|----------|---|------------|------------------------|------------------------|-------------------|---------|
| TBD      | Presentation: Caris Life Sciences "Carisome"                            | 1/21/2021  | FTC-CarisLife-00000477 | FTC-CarisLife-00000487 | Redacted Portions | 5 years |
| (PX8321) | Meeting Materials: Meeting of the Board of Directors, November 19, 2020 | 11/19/2020 | FTC-CarisLife-00002072 | FTC-CarisLife-00002072 | All               | 5 years |

16. Each of these documents contains competitively sensitive, proprietary, and/or trade secret information about (a) Caris's pricing, volume, development, or supply or quality negotiations with key suppliers; (b) Caris's supply strategy for reagents, including specific initiatives Caris has undertaken to identify and develop alternative sources of supply; (c) proprietary and trade secret information about Caris's product formulas; and/or (d) proprietary and trade secret information about Caris's testing, analysis, and investment in developing new products, which because they are in the research and development phase, are not yet known to the public.

17. The foregoing information is material to Caris's business. Given its competitive significance, Caris takes substantial measures to guard the secrecy of this confidential information by limiting the dissemination of the information and taking every reasonable step to protect its confidentiality. The information is disclosed to Caris's management and employees only on as-needed basis. The information is not, and would not, otherwise become publicly available.

18. **PX8319, PX8320, and PX8321/Respondent's Exhibit FTC-CarisLife-00002072** are confidential board meeting materials, including board minutes. These materials reflect strategic business rationales and discussions, confidential financial information, and other competitively sensitive information relating to Caris's operation and management, which would cause serious and irreparable injury if made publicly available. The documents also include board presentations containing sensitive information about Caris's research and development

undertakings, the technical specifications of its tests – which are proprietary and trade secrets – and details about its product pipeline and regulatory approval strategy. This information is among the most competitively sensitive information generated by Caris. Caris rarely, if ever, aggregates this information in one place outside of these board presentations. Because these documents contain extremely sensitive trade secret information about Caris’s development of its proprietary testing products, Caris disseminates its board materials to only a narrow group of senior management. Caris has spent millions of dollars developing its tests. This research could not be duplicated absent access to Caris’s confidential information. Accordingly, Caris maintains this information in strict confidence and disclosure would cause serious harm to its business and competitive position.

19. **PX9130** is a spreadsheet of Caris’s sensitive financial projections. The information contained in this document are internally created estimates relating to Caris’s future revenue. This information is not shared publicly and is only available to senior level management at Caris, including myself and a handful of other leadership employees.

20. **PX9131** is a detailed spreadsheet of Caris’s commercially sensitive customer information. This information includes precise locations, phone numbers, and addresses of Caris’s top customers. Such information is regularly treated as competitively sensitive, and disclosure of this information could cause serious and irreparable harm to Caris. Accordingly, Caris has proposed to redact the specific personal identifying information contained in this document, including names, addresses, and phone numbers, for Caris’s top customers.

21. **PX9134** is a document drafted in response to a CID request containing commercially sensitive pricing and funding information. Specific details about the price charged for Caris’s NGS-based panel code or the underlying rationale is not publicly available information.



Pricing information is regularly treated as competitively sensitive, and disclosure of this information could cause serious and irreparable harm to Caris. Accordingly, Caris has proposed to redact the specific pricing information related to Caris's NGS-based panel code and the underlying rationale for that pricing.

22. **PX9137** is a detailed spreadsheet containing commercially sensitive trade secrets regarding the features, research, and development about Caris's proprietary products. This information is material to the Company and its operations. Caris competes with other blood-based test developers on the technical specifications of its products, and disclosure of this information would not only undermine Caris's considerable financial investment in research and development of these products, but also severely harm the Company's ability to compete in the market. Caris therefore maintains this information in strict confidence. Caris does not disclose this information publicly and limits which employees have access to this information through both electronic and physical measures. Disclosure of this information would cause serious harm to its business and competitive position. Unlike information around pricing or customers, detailed information about the technical specifications of Caris's testing products will never cease to be competitively sensitive. Caris competes closely on this dimension, and if other competitors learned the exact specifications and features of Caris's testing products, they could easily replicate Caris's tests and completely undermine the Company's ability to meaningfully compete.

23. **Respondent's CarisLifeSciences SDT\_Illumina 02492** is Caris's responses to RFIs received from the European Commission in connection with its investigation into the Illumina/Grail transaction. The document contains commercially sensitive information regarding Caris's products currently in development. Caris does not disclose this information publicly, other than where required by law or compulsory process, and limits which employees have access to

this information through both electronic and physical measures. Disclosure of this information would cause serious harm to its business and competitive position.

24. **Respondent's FTC-CarisLife-00000477** is a presentation containing confidential, sensitive business information regarding Caris's development of its liquid biopsy test. Caris is spending significant resources to develop this test and does not publicly disclose the details of its research and development. Caris anticipates that its research will provide a competitive edge in the marketplace such that disclosure of this information will harm Caris. This document also contains detailed trade secret information about the technical specifications of Caris's testing products – information that is proprietary, material to the Company, and would be highly damaging to the Company if revealed publicly. Accordingly, Caris has proposed several redactions to protect this trade secret information.

25. Pursuant to 28 U.S.C. 1746, I declare under the penalties of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on August 5, 2021.

A handwritten signature in black ink, appearing to read "Russ Farr", written over a horizontal line.

Russ Farr

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**PUBLIC**

**EXHIBIT D**

**PUBLIC**

**PUBLIC**

**PX8319**

**[REDACTED IN ITS ENTIRETY]**

**PUBLIC**

**PUBLIC**

**PX8320**

**[REDACTED IN ITS ENTIRETY]**

**PUBLIC**

**PUBLIC**

**PX8321**

**[REDACTED IN ITS ENTIRETY]**

**PUBLIC**

**PUBLIC**

**PX9130**

**[REDACTED IN ITS ENTIRETY]**

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**PUBLIC**

**PX9131**

**[REDACTED]**



## **Document Placeholder**

This document was produced in native format

Caris CID Spec 2f,g\_2019-2020 Top Customers.xlsx

PUBLIC

|             |     |
|-------------|-----|
| Billable    | Y   |
| Top 10 2019 | yes |

| Count of Case_Signed_Date |        |              |               |                |             |            |         |          |        |               | Years         | Case_Signed_Date | Grand Total |             |
|---------------------------|--------|--------------|---------------|----------------|-------------|------------|---------|----------|--------|---------------|---------------|------------------|-------------|-------------|
| OP ID                     | OP NPI | OP Last Name | OP First Name | OP Location ID | OP Location | OP Address | OP City | OP State | OP Zip | Contact Phone | Account Phone | 2019             | 2020        |             |
|                           | 74308  | 1467495259   |               | 20514          |             |            |         |          | 27157  |               |               | 200              | 126         | 326         |
|                           |        |              |               | 31850          |             |            |         |          | 27157  |               |               | 2                |             | 2           |
| <b>74308 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>202</b>       | <b>126</b>  | <b>328</b>  |
|                           | 73617  | 1851320691   |               | 18982          |             |            |         |          | 38120  |               |               | 167              | 74          | 241         |
|                           |        |              |               | 73500          |             |            |         |          | 38671  |               |               |                  | 5           | 5           |
|                           |        |              |               | 75397          |             |            |         |          | 38138  |               |               |                  | 41          | 41          |
| <b>73617 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>167</b>       | <b>120</b>  | <b>287</b>  |
|                           | 75325  | 1316985484   |               | 73430          |             |            |         |          | 48201  |               |               | 49               | 18          | 67          |
|                           |        |              |               | 74217          |             |            |         |          | 48334  |               |               | 99               | 83          | 182         |
| <b>75325 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>148</b>       | <b>101</b>  | <b>249</b>  |
|                           | 34916  | 1306923180   |               | 33143          |             |            |         |          | 79938  |               |               | 130              | 120         | 250         |
| <b>34916 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>130</b>       | <b>120</b>  | <b>250</b>  |
|                           | 22216  | 1871577544   |               | 20749          |             |            |         |          | 48073  |               |               | 78               | 82          | 160         |
|                           |        |              |               | 75914          |             |            |         |          | 48336  |               |               | 51               | 43          | 94          |
| <b>22216 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>129</b>       | <b>125</b>  | <b>254</b>  |
|                           | 21735  | 1538109137   |               | 21426          |             |            |         |          | 32804  |               |               | 119              | 143         | 262         |
| <b>21735 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>119</b>       | <b>143</b>  | <b>262</b>  |
|                           | 17572  | 1891785960   |               | 70937          |             |            |         |          | 92663  |               |               | 2                | 3           | 5           |
|                           |        |              |               | 72097          |             |            |         |          | 90404  |               |               | 113              | 91          | 204         |
|                           |        |              |               | 74053          |             |            |         |          | 92868  |               |               |                  | 1           | 1           |
|                           |        |              |               | 77863          |             |            |         |          | 92835  |               |               | 1                |             | 1           |
| <b>17572 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>116</b>       | <b>95</b>   | <b>211</b>  |
|                           | 73871  | 1679529473   |               | 18982          |             |            |         |          | 38120  |               |               | 97               | 66          | 163         |
|                           |        |              |               | 73841          |             |            |         |          | 38834  |               |               |                  | 7           | 7           |
|                           |        |              |               | 74209          |             |            |         |          | 38138  |               |               |                  | 5           | 5           |
| <b>73871 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>97</b>        | <b>78</b>   | <b>175</b>  |
|                           | 72710  | 1386648749   |               | 70665          |             |            |         |          | 46545  |               |               | 70               | 71          | 141         |
|                           |        |              |               | 73389          |             |            |         |          | 46563  |               |               | 25               | 14          | 39          |
| <b>72710 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>95</b>        | <b>85</b>   | <b>180</b>  |
|                           | 71621  | 1053340802   |               | 18982          |             |            |         |          | 38120  |               |               | 95               | 68          | 163         |
|                           |        |              |               | 75397          |             |            |         |          | 38138  |               |               |                  | 3           | 3           |
| <b>71621 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>95</b>        | <b>71</b>   | <b>166</b>  |
| <b>Grand Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>1298</b>      | <b>1064</b> | <b>2362</b> |

|             |     |
|-------------|-----|
| Billable    | Y   |
| Top 10 2020 | yes |

| Count of Case_Signed_Date |        |              |               |                |             |            |         |          |        |               | Years         | Case_Signed_Date | Grand Total |             |             |
|---------------------------|--------|--------------|---------------|----------------|-------------|------------|---------|----------|--------|---------------|---------------|------------------|-------------|-------------|-------------|
| OP ID                     | OP NPI | OP Last Name | OP First Name | OP Location ID | OP Location | OP Address | OP City | OP State | OP Zip | Contact Phone | Account Phone | 2019             | 2020        |             |             |
|                           | 74629  | 1811187909   |               | 19521          |             |            |         |          | 33905  |               |               | 3                |             | 77          | 80          |
|                           |        |              |               | 75562          |             |            |         |          | 33908  |               |               | 43               |             | 141         | 184         |
|                           |        |              |               | 76525          |             |            |         |          | 33909  |               |               | 24               |             | 47          | 71          |
| <b>74629 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>70</b>        |             | <b>265</b>  | <b>335</b>  |
|                           | 20482  | 1558361154   |               | 252            |             |            |         |          | 89169  |               |               | 24               |             | 141         | 165         |
|                           |        |              |               | 77712          |             |            |         |          | 89144  |               |               | 8                |             | 5           | 13          |
| <b>20482 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>32</b>        |             | <b>146</b>  | <b>178</b>  |
|                           | 21735  | 1538109137   |               | 21426          |             |            |         |          | 32804  |               |               | 119              |             | 143         | 262         |
| <b>21735 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>119</b>       |             | <b>143</b>  | <b>262</b>  |
|                           | 23853  | 1952482994   |               | 76846          |             |            |         |          | 33606  |               |               | 3                |             | 140         | 143         |
| <b>23853 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>3</b>         |             | <b>140</b>  | <b>143</b>  |
|                           | 16770  | 1508868837   |               | 16770          |             |            |         |          | 90403  |               |               | 67               |             | 130         | 197         |
| <b>16770 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>67</b>        |             | <b>130</b>  | <b>197</b>  |
|                           | 74308  | 1467495259   |               | 20514          |             |            |         |          | 27157  |               |               | 200              |             | 126         | 326         |
|                           |        |              |               | 31850          |             |            |         |          | 27157  |               |               | 2                |             |             | 2           |
| <b>74308 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>202</b>       |             | <b>126</b>  | <b>328</b>  |
|                           | 22216  | 1871577544   |               | 20749          |             |            |         |          | 48073  |               |               | 78               |             | 82          | 160         |
|                           |        |              |               | 75914          |             |            |         |          | 48336  |               |               | 51               |             | 43          | 94          |
| <b>22216 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>129</b>       |             | <b>125</b>  | <b>254</b>  |
|                           | 81322  | 1245437813   |               | 52299          |             |            |         |          | 30912  |               |               | 4                |             | 124         | 128         |
| <b>81322 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>4</b>         |             | <b>124</b>  | <b>128</b>  |
|                           | 31755  | 1205804283   |               | 391            |             |            |         |          | 85027  |               |               |                  |             | 1           | 1           |
|                           |        |              |               | 30908          |             |            |         |          | 85027  |               |               | 10               |             | 24          | 34          |
|                           |        |              |               | 74378          |             |            |         |          | 85027  |               |               | 17               |             | 96          | 113         |
| <b>31755 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>27</b>        |             | <b>121</b>  | <b>148</b>  |
|                           | 73617  | 1851320691   |               | 18982          |             |            |         |          | 38120  |               |               | 167              |             | 74          | 241         |
|                           |        |              |               | 73500          |             |            |         |          | 38671  |               |               |                  |             | 5           | 5           |
|                           |        |              |               | 75397          |             |            |         |          | 38138  |               |               |                  |             | 41          | 41          |
| <b>73617 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>167</b>       |             | <b>120</b>  | <b>287</b>  |
| <b>Grand Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>820</b>       |             | <b>1440</b> | <b>2260</b> |

|                   |     |
|-------------------|-----|
| Billable          | Y   |
| Top 10 Cumulative | yes |

| Count of Case_Signed_Date |        |              |               |                |             |            |         |          |        |               | Years         | Case_Signed_Date | Grand Total |             |
|---------------------------|--------|--------------|---------------|----------------|-------------|------------|---------|----------|--------|---------------|---------------|------------------|-------------|-------------|
| OP ID                     | OP NPI | OP Last Name | OP First Name | OP Location ID | OP Location | OP Address | OP City | OP State | OP Zip | Contact Phone | Account Phone | 2019             | 2020        |             |
|                           | 74629  | 1811187909   |               | 19521          |             |            |         |          | 33905  |               |               | 3                | 77          | 80          |
|                           |        |              |               | 75562          |             |            |         |          | 33908  |               |               | 43               | 141         | 184         |
|                           |        |              |               | 76525          |             |            |         |          | 33909  |               |               | 24               | 47          | 71          |
| <b>74629 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>70</b>        | <b>265</b>  | <b>335</b>  |
|                           | 74308  | 1467495259   |               | 20514          |             |            |         |          | 27157  |               |               | 200              | 126         | 326         |
|                           |        |              |               | 31850          |             |            |         |          | 27157  |               |               | 2                |             | 2           |
| <b>74308 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>202</b>       | <b>126</b>  | <b>328</b>  |
|                           | 73617  | 1851320691   |               | 18982          |             |            |         |          | 38120  |               |               | 167              | 74          | 241         |
|                           |        |              |               | 73500          |             |            |         |          | 38671  |               |               |                  | 5           | 5           |
|                           |        |              |               | 75397          |             |            |         |          | 38138  |               |               |                  | 41          | 41          |
| <b>73617 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>167</b>       | <b>120</b>  | <b>287</b>  |
|                           | 21735  | 1538109137   |               | 21426          |             |            |         |          | 32804  |               |               | 119              | 143         | 262         |
| <b>21735 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>119</b>       | <b>143</b>  | <b>262</b>  |
|                           | 22216  | 1871577544   |               | 20749          |             |            |         |          | 48073  |               |               | 78               | 82          | 160         |
|                           |        |              |               | 75914          |             |            |         |          | 48336  |               |               | 51               | 43          | 94          |
| <b>22216 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>129</b>       | <b>125</b>  | <b>254</b>  |
|                           | 34916  | 1306923180   |               | 33143          |             |            |         |          | 79938  |               |               | 130              | 120         | 250         |
| <b>34916 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>130</b>       | <b>120</b>  | <b>250</b>  |
|                           | 75325  | 1316985484   |               | 73430          |             |            |         |          | 48201  |               |               | 49               | 18          | 67          |
|                           |        |              |               | 74217          |             |            |         |          | 48334  |               |               | 99               | 83          | 182         |
| <b>75325 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>148</b>       | <b>101</b>  | <b>249</b>  |
|                           | 17572  | 1891785960   |               | 70937          |             |            |         |          | 92663  |               |               | 2                | 3           | 5           |
|                           |        |              |               | 72097          |             |            |         |          | 90404  |               |               | 113              | 91          | 204         |
|                           |        |              |               | 74053          |             |            |         |          | 92868  |               |               |                  | 1           | 1           |
|                           |        |              |               | 77863          |             |            |         |          | 92835  |               |               | 1                |             | 1           |
| <b>17572 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>116</b>       | <b>95</b>   | <b>211</b>  |
|                           | 16770  | 1508868837   |               | 16770          |             |            |         |          | 90403  |               |               | 67               | 130         | 197         |
| <b>16770 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>67</b>        | <b>130</b>  | <b>197</b>  |
|                           | 79777  | 1851679237   |               | 20143          |             |            |         |          | 27834  |               |               | 91               | 103         | 194         |
| <b>79777 Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>91</b>        | <b>103</b>  | <b>194</b>  |
| <b>Grand Total</b>        |        |              |               |                |             |            |         |          |        |               |               | <b>1239</b>      | <b>1328</b> | <b>2567</b> |

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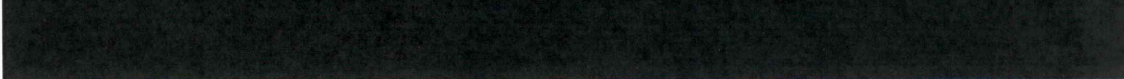
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**PX9134**

**[REDACTED]**

Confidential

**CID SPECIFICATION 2(a)**

1. 
2. 
3. 

| Technology      | CPT   | Medicare Fee Schedule | Commercial Fee Schedule |
|-----------------|-------|-----------------------|-------------------------|
| Pyro SEQ        | 81287 | \$155.80              | \$436.24                |
|                 |       |                       |                         |
| IHC             | 88341 | \$117.74              | \$376.76                |
| IHC             | 88342 | \$133.99              | \$428.76                |
| IHC             | 88360 | \$159.25              | \$509.60                |
| CISH            | 88365 | \$230.08              | \$736.24                |
| FISH            | 88374 | \$435.33              | \$1,393.04              |
| CISH            | 88377 | \$514.73              | \$1,647.12              |
| MICRODISSECTION | 88381 | \$228.71              | \$731.88                |

**SPECIFICATION 4**

| Company Capital Raises |                     |                 |                 |  |                |
|------------------------|---------------------|-----------------|-----------------|--|----------------|
|                        | Investor Name       | Amount Raised   | Type of Funding | Closing Dates  | Contact Person |
| 1.                     | Sixth Street        | \$150 million   | Debt            | 09/21/2018   | Russ Farr      |
| 2.                     | Sixth Street        | \$75 million    | Debt            | 04/02/2020   | “ ”            |
| 3.                     | Investor Syndicate* | \$310 million** | Equity          | 08/14/2020<br>08/28/2020<br>10/09/2020<br>10/13/2020 | “ ”            |

\*Highland Capital Management and Coatue, with participation from funds and accounts advised by T. Rowe Price Associates, Inc., OrbiMed, Sixth Street, Millennium Management, Neuberger Berman, ClearBridge Investments, First Light Asset Management, and other undisclosed investors.

\*\*Includes \$235 million in equity financing co-led by Highland Capital Management and Coatue.

The Company may explore further rounds of equity financing or seek to raise funds in the public market.

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Caris Life Sciences CID/Illumina 0001

CONFIDENTIAL – FTC v. Illumina/GRAIL

PX9134-001

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**PX9137**

**[REDACTED IN ITS ENTIRETY]**

**PUBLIC**

**PUBLIC**

**Caris Life Sciences SDT Illumina 02492**

**[REDACTED IN ITS ENTIRETY]**

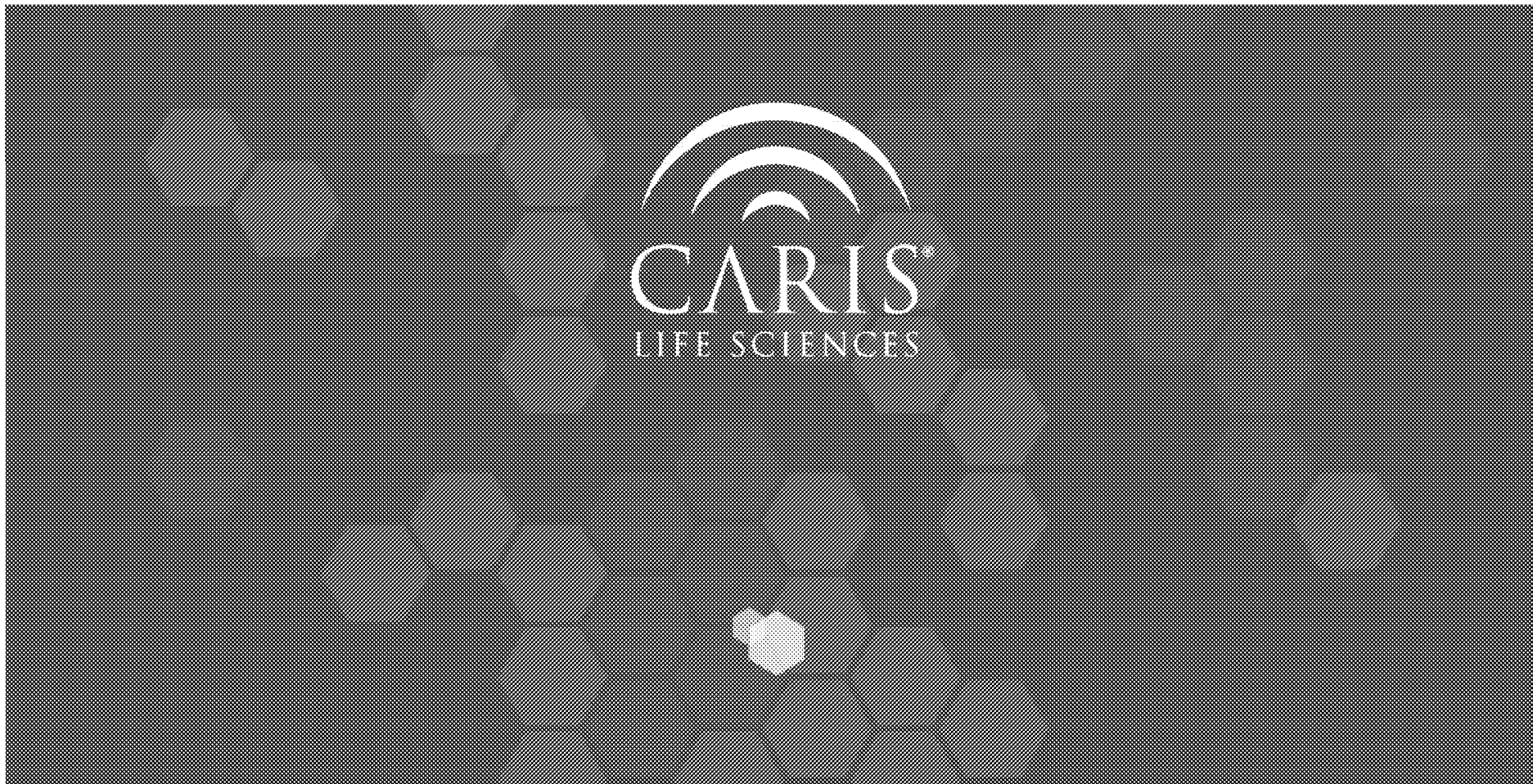


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**FTC-CarisLife-00000477**

**[REDACTED]**



# Carisome

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January 21, 2021

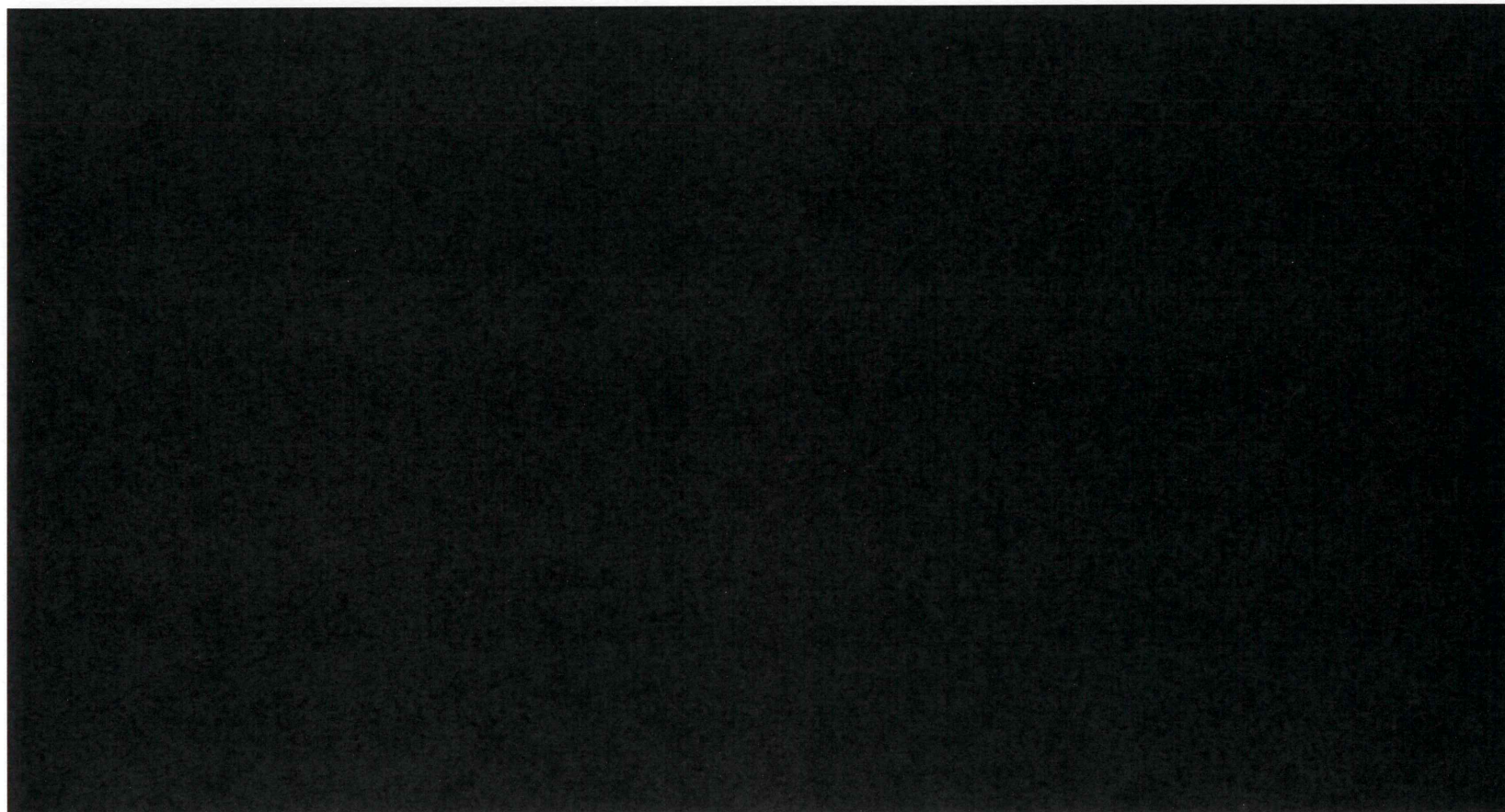
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Caris Life Sciences SDT/Illumina 0046

FTC-CarisLife-00000477



# Liquid Biopsy Strategy



Confidential  
Confidential and Proprietary

Caris Life Sciences SDT/Illumina 0047

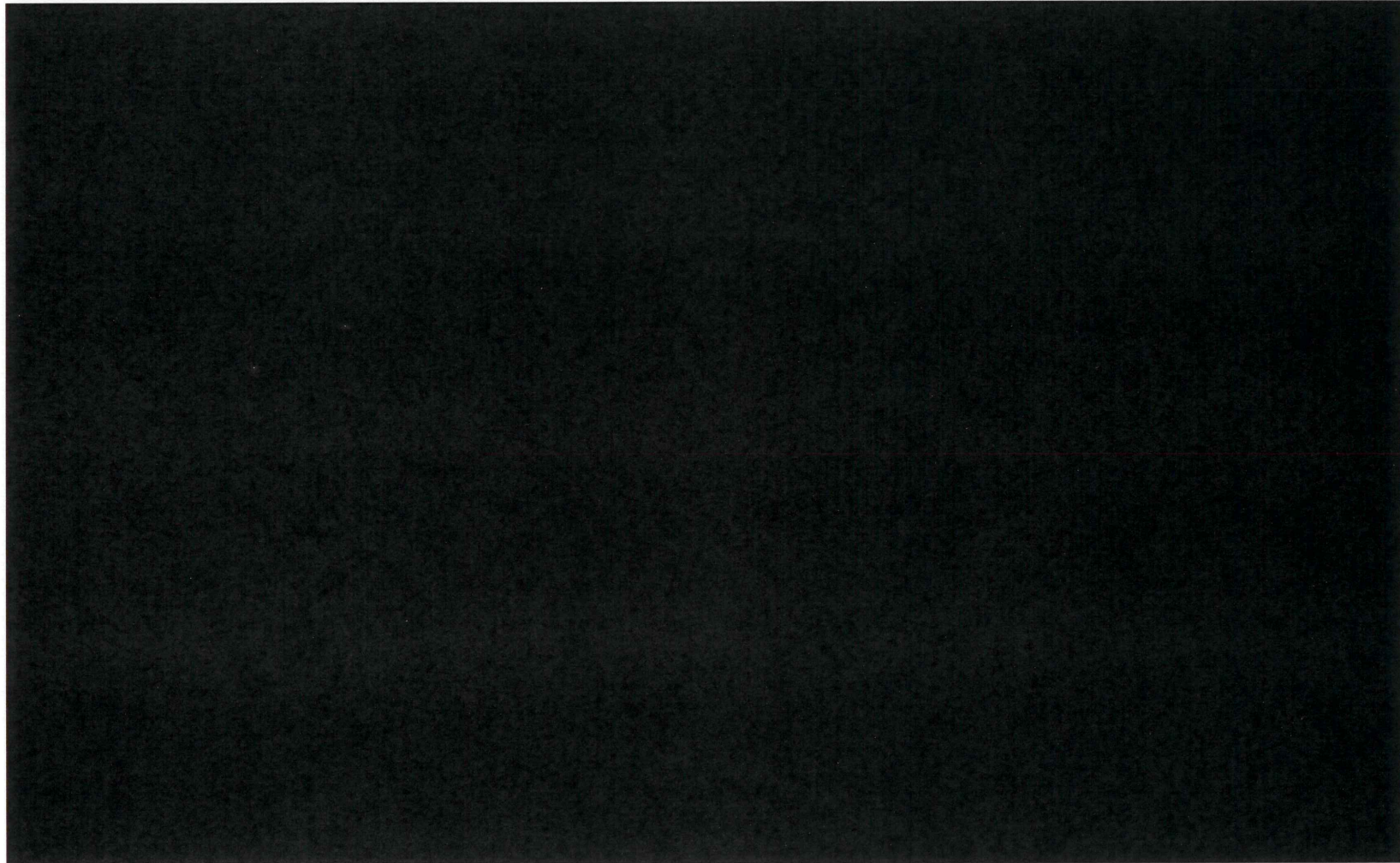
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FTC-CarisLife-00000478



## Product Development





## Bioinformatics

- Pipeline

- [REDACTED]
- Pending final assay; baits and workflow will have an impact on the final pipeline
- Minimum goal for launch: [REDACTED]



## Reporting/Rules

- Patient Report Updates
  - Understand what the assay detects
- Rules evaluation



## IT

- DCRs and Release
  - Deadalus or Carismatic?
  - Molecular Workflow
  - Accessioning
  - Reporting Queue and workflow
  - Patient Report/Rules
  - Portal
  - Genetics Results Entry
  - Billing DCRs
  - Pipeline DCR



## Marketing

- Requisition
  - Sample requirements
- Intended use Statement
  - Rick is working to have this updated
- Kit and collection instructions
- Sales and Marketing material
- POA selection and strategy
  - Pending additional details on validation and timing
- Field Training (including CS)





## Lab

- Training/Competencies
  - Molecular
  - Reagent QC
  - Genetics
  - Reporting
- SOPs
  - Molecular
  - Quality
  - Genetics
  - Reporting



## Billing and Reimbursement

- CPT Code review
- Medicare will not be able billable initially
  - Pending MolDx approval

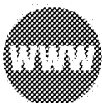


## Other

- Add to CAP menu
- Proficiency Testing



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**PUBLIC**

**PX8321**

**[REDACTED IN ITS ENTIRETY]**

**CERTIFICATE OF SERVICE**

I hereby certify that on August 5, 2021, I filed the foregoing documents electronically using the FTC's E-Filing System, and caused these documents to be served on the parties listed below via electronic mail:

**The Office of the Secretary**

April Tabor  
Acting Secretary  
Federal Trade Commission  
600 Pennsylvania Ave., N.W.  
Room H-113  
Washington, D.C. 20580  
[ElectronicFilings@ftc.gov](mailto:ElectronicFilings@ftc.gov)

**The Office of the Administrative Law Judge**

The Honorable D. Michael Chappell  
Administrative Law Judge  
Federal Trade Commission  
600 Pennsylvania Ave., N.W.  
Room H-110  
Washington, D.C. 20580

I further certify that I delivered via electronic mail a copy of the foregoing document to:

Complaint Counsel:

Matthew Joseph ([mjoseph1@ftc.gov](mailto:mjoseph1@ftc.gov))  
Bridget Simons ([bsimons@ftc.gov](mailto:bsimons@ftc.gov))  
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(415) 395-8898

Dated: August 5, 2021

/s/ Julia K. York

Julia K. York  
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MEAGHER & FLOM LLP  
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Washington, D.C. 20005  
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*Attorney for Non-Party Caris Life  
Sciences, Inc.*

**UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION  
OFFICE OF ADMINISTRATIVE LAW JUDGES**

In the Matter of,

Illumina, Inc.,  
a corporation

and

GRAIL, Inc.,  
a corporation

**DOCKET NO. 09401**

**[PROPOSED] ORDER**

Upon consideration of Non-Party Caris Life Sciences, Inc.’s (“Caris’s”) Motion for *In Camera* Treatment, it is HEREBY ORDERED that the following documents are to be provided *in camera* treatment from the date of this Order for the time periods listed below.

| <b>Exhibit No.</b>            | <b>Document Title/Description</b>                                       | <b>Date</b> | <b>Beginning Bates No.</b>        | <b>Ending Bates No.</b>           | <b><i>In Camera</i> Material</b> | <b>Time Period</b> |
|-------------------------------|---|-------------|-----------------------------------|-----------------------------------|----------------------------------|--------------------|
| <b>Complainant’s Exhibits</b> |   |             |                                   |                                   |                                  |                    |
| PX8319                        | Meeting Materials: Meeting of the Board of Directors, May 14, 2020      | 5/14/2020   | FTC-CarisLife-00001030            | FTC-CarisLife-00001030            | All                              | 5 years            |
| PX8320                        | Meeting Materials: Meeting of the Board of Directors, November 14, 2019 | 11/14/2019  | FTC-CarisLife-00001880            | FTC-CarisLife-00001880            | All                              | 5 years            |
| PX8321                        | Meeting Materials: Meeting of the Board of Directors, November 19, 2020 | 11/19/2020  | FTC-CarisLife-00002072            | FTC-CarisLife-00002072            | All                              | 5 years            |
| PX9130                        | Document: Caris Financial Projections                                   | 1/22/2021   | CarisLifeSciences CID/Illumina002 | CarisLifeSciences CID/Illumina002 | All                              | 3 years            |



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|                              |   |            |                                      |                                      |  |            |
|------------------------------|---|------------|--------------------------------------|--------------------------------------|--|------------|
| PX9131                       | Spreadsheet: Caris CID Spec 2f,g_2019-2020 Top Customers.xlsx           | TBD        | PX9131-001                           | PX9131-004                           | Customers' names, addresses, and phone numbers   | 3 years    |
| PX9134                       | Document: Caris CID Specification 2(a) and 4                            | TBD        | PX9134-001                           | PX-9134-001                          | Under CID Specification 2(a), the second (highlighted) line of the chart and paragraphs 1-3    | 5 years    |
| PX9137                       | Spreadsheet: Caris CID_Spec 1a-e.xlsx                                   | TBD        | PX9137-001                           | PX9137-014                           | All  | Indefinite |
| <b>Respondents' Exhibits</b> |   |            |                                      |                                      |  |            |
| TBD                          | Document: Request for Information to Caris Life Sciences (EU DG Comp)   | 3/19/2021  | CarisLifeSciences SDT_Illumina 02492 | CarisLifeSciences SDT_Illumina 02495 | All  | 5 years    |
| TBD                          | Presentation: Caris Life Sciences "Carisome"                            | 1/21/2021  | FTC-CarisLife-00000477               | FTC-CarisLife-00000487               | Pages 2-3, the first dash on page 4, and everything after the colon on the last dash on page 4 | 5 years    |
| (PX832 1)                    | Meeting Materials: Meeting of the Board of Directors, November 19, 2020 | 11/19/2020 | FTC-CarisLife-00002072               | FTC-CarisLife-00002072               | All  | 5 years    |

**ORDERED:**


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D. Michael Chappell  
Chief Administrative Law Judge

Date: \_\_\_\_\_