



its office and principal place of business located at 12201 Merit Drive, Suite 440, Dallas, TX 75251.

3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. Proposed Respondents waive:
  - a. any further procedural steps;
  - b. the requirement that the Commission's Decision and Order ("Order"), attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
  - c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
5. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information with respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify the Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and Order, in disposition of the proceeding.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
7. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, (1) issue its Complaint corresponding in form and substance with the draft Complaint here attached; (2) issue and serve its order to cease and desist in disposition of the proceeding; and (3) make information public with respect thereto. When so entered, the Order shall have the same force and effect, and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Order shall become final upon service. Delivery of the Complaint and the Order to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed

Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Order, and no agreement, understanding, representation, or interpretation not contained in the Order or the Consent Agreement may be used to vary or contradict the terms of the Order.

8. Proposed Respondents have read the draft of the Complaint and the Order contemplated hereby. By signing this Consent Agreement, Proposed Respondents represent that the full relief contemplated by this Consent Agreement can be accomplished. Proposed Respondents understand that once the Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Order. Proposed Respondents agree to comply with Paragraphs II and III of the draft Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Order after the Order becomes final.

System Health Providers, Inc.,  
a corporation.

By \_\_\_\_\_  
Ron Lutz  
President of System Health Providers, Inc.  
Signed this \_\_\_\_ day of July, 2002.

Genesis Physicians Group, Inc.  
a corporation.

By \_\_\_\_\_  
A. Scott Fitzgerald, M.D.  
Chairman of the Board and President of  
Genesis Physicians Group, Inc.  
Signed this \_\_\_\_ day of July, 2002.

\_\_\_\_\_  
Jerry L. Beane, Esq.  
Kay Lynn Brumbaugh, Esq.  
Strasburger & Price, L.L.P.  
Attorney for SHP and GPG

Signed this \_\_\_\_ day of July, 2002.

FEDERAL TRADE COMMISSION

BY: \_\_\_\_\_

Michael Joel Bloom  
Senior Counsel to the Northeast Region

\_\_\_\_\_  
Dara J. Diomande  
Attorney

\_\_\_\_\_  
Susan Gelles  
Attorney

APPROVED:

\_\_\_\_\_  
Barbara Anthony  
Director  
Federal Trade Commission  
Northeast Region

\_\_\_\_\_  
D. Bruce Hoffman  
Associate Director  
Bureau of Competition

\_\_\_\_\_  
M. Sean Royall  
Deputy Director  
Bureau of Competition  
Federal Trade Commission

\_\_\_\_\_  
Joseph J. Simons  
Director  
Bureau of Competition  
Federal Trade Commission