

**UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of

**CARILION CLINIC,**  
a corporation.

**Docket No. D-9338**

**AGREEMENT CONTAINING CONSENT ORDERS**

This Agreement Containing Consent Orders (“Consent Agreement”), by and between Carilion Clinic (“Respondent”), by its duly authorized officer and attorney, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that Respondent is willing to enter into this Consent Agreement to divest certain assets and providing for other relief.

**IT IS HEREBY AGREED** that:

1. Respondent Carilion Clinic is a corporation organized, existing and doing business under and by virtue of the laws of the Commonwealth of Virginia, with its office and principal place of business located at 213 South Jefferson Street, Suite 720, Roanoke, Virginia.
2. Respondent has been served with a copy of the Complaint issued by the Commission charging it with a violation of Section 7 of the Clayton Act, as amended.
3. Respondent admits all the jurisdictional facts set forth in the Complaint.
4. Respondent waives:
  - a. any further procedural steps;
  - b. the requirement that the Commission’s Decision and Order and Order to Maintain Assets, both of which are 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 challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and

- d. any claim under the Equal Access to Justice Act.
5. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.
6. Because there may be interim competitive harm, the Commission may issue and serve the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
7. Not later than thirty (30) days after the date this Consent Agreement is signed by the Director of the Bureau of Competition, Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Respondent shall also submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final, at which time the reporting obligations contained in the Order to Maintain Assets (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by Respondent and set forth in detail the manner in which Respondent has complied, is complying, and will comply with the Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
8. In each of the reports described in Paragraph 7, Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Respondent is in compliance with this Consent Agreement and each of the Orders. All reports shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or director of Respondent specifically authorized to perform this function, or self verified in the manner set forth in 28 U.S.C. §1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Respondent shall file the original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division.
9. 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 will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Respondent, in which event it will take such action as it may consider appropriate, or issue its Decision and Order, in disposition of the proceeding.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Order to Maintain Assets, and (b) make information public with respect thereto. 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 Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

11. When final, the Decision and Order and the Order to Maintain Assets 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 Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Decision and Order, and the Order to Maintain Assets to Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to the office of Mark Lutes, Esq., of Epstein Becker & Green, P.C. in Washington, DC – shall constitute service as to Respondent. Respondent waives any right it may have to any other manner of service. Respondent also waives any right it may otherwise have to service of any Exhibits incorporated by reference into the Decision and Order, and agrees that it is bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if it had been served with copies of the Exhibits, where Respondent is already in possession of copies of such Exhibits.
12. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, the Complaint, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
13. By signing this Consent Agreement, Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and the Order to Maintain Assets and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are within the control of the party to this Consent Agreement.
14. Respondent has read the Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Respondent understands that once the Decision and Order and the Order to Maintain Assets have been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order and the Order to Maintain Assets.
15. Respondent agrees to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets from the date it signs this Consent Agreement. Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final.

**CARILION CLINIC**

By: \_\_\_\_\_  
Edward G. Murphy, MD  
Chief Executive Officer  
Carilion Clinic

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

By: \_\_\_\_\_  
Mark Lutes, Esq.  
Epstein Becker & Green, PC  
Counsel for Carilion Clinic

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

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
Andrea Ryan  
Paul Nolan  
Kevin Hahm  
Michelle Yost  
Nancy Park  
Anthony Saunders  
Stephen Sockwell  
Attorneys  
Bureau of Competition

**APPROVED:**

By: \_\_\_\_\_  
Matthew Reilly  
Assistant Director  
Bureau of Competition  
Date: \_\_\_\_\_

\_\_\_\_\_  
Jeffrey Perry  
Acting Deputy Assistant Director  
Bureau of Competition  
Date: \_\_\_\_\_

\_\_\_\_\_  
Norman Armstrong, Jr.  
Acting Deputy Director  
Bureau of Competition  
Date: \_\_\_\_\_

\_\_\_\_\_  
Richard A. Feinstein  
Director  
Bureau of Competition  
Date: \_\_\_\_\_