

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

In the Matter of)
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 Keystone Orthopaedic Specialists, LLC,)
 a professional limited liability company;) **File No. 141-0025**
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 and)
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)
 Orthopaedic Associates of Reading, Ltd.,)
 a professional corporation.)
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AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission ("Commission"), having initiated an investigation of Keystone Orthopaedic Specialists, LLC, and Orthopaedic Associates of Reading, Ltd., hereinafter "Proposed Respondents," and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order ("Consent Agreement") to acquire only with Commission approval certain assets, and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Keystone Orthopaedic Specialists, LLC, is a for-profit professional limited liability company organized, existing and doing business under and by virtue of the laws of the state of Pennsylvania, with its office and principal place of business located at 1270 Broadcasting Road, Reading, PA 19610.
2. Proposed Respondent Orthopaedic Associates of Reading, Ltd. is a for-profit professional corporation organized, existing and doing business under and by virtue of the laws of the state of Pennsylvania, with its office and principal place of business located at 301 South Seventh Avenue, Suite 3220, West Reading, PA 19611.
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, which is 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 Decision and Order entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. §2.33, within thirty (30) days of the date on which they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final. Each such report shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied or have prepared to comply, are complying and will comply with 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.
6. In each of the reports described in Paragraph 5, the Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondents are in compliance with this Consent Agreement and the Decision and Order. All reports shall be verified by a notarized signature or sworn statement by a responsible person at the Proposed Respondents 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. The Proposed Respondents shall file an 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.
7. 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 in 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 the Commission will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and Decision and Order, in disposition of the proceeding.
8. 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, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.

9. 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 § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents: (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order in disposition of the proceeding, and (2) make information public with respect thereto.
10. When final, the Decision and 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 as provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to the Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any rights they may have to any other manner of service.
11. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or to contradict the terms of the Decision and Order.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can fulfill all the terms of and accomplish the full relief contemplated by the attached Decision and Order (including effectuating all the required terminations required by Paragraph VI.C.), and that all parents, subsidiaries, affiliates, divisions, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the attached Decision and Order are parties to, or within the control of parties to, this Consent Agreement and the attached Decision and Order. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement.
13. Proposed Respondents have read the proposed Complaint and the Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, Proposed Respondents will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after such Order becomes final.

**KEYSTONE ORTHOPAEDIC
SPECIALISTS, LLC**

By:
[CEO/President]

Dated: _____

Jeffrey W. Brennan McDermott
Will and Emery Counsel for
Keystone Orthopaedic Specialists,
LLC.

**ORTHOPAEDIC ASSOCIATES
OF READING, LTD.**

By:
[CEO/President]

Dated: _____

Jesse Robinson
Blankinger, Byler and Thomas
Counsel for Orthopaedic Associates
of Reading, Ltd.

FEDERAL TRADE COMMISSION

Attorney
Bureau of Competition

Approved:

Saralisa Brau
Deputy Assistant Director
Bureau of Competition

Markus H. Meier
Assistant Director
Bureau of Competition

Stephen Weissman
Deputy Director
Bureau of Competition