

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

In the matter of

**Evanston Northwestern Healthcare  
Corporation,**  
a corporation, and

**ENH Medical Group, Inc.,**  
a corporation.

**Docket No. 9315**

**AGREEMENT CONTAINING CONSENT ORDER  
TO CEASE AND DESIST**

The agreement herein (“Consent Agreement”), by and among Evanston Northwestern Healthcare Corporation (“ENH”), a corporation, ENH Medical Group, Inc. (“ENH Medical Group”), a corporation, and ENH Faculty Practice Associates (“Faculty Practice Associates”), by their duly authorized officers and their attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rule governing consent order procedures. In accordance therewith the parties hereby agree that:

1. ENH is a non-profit corporation organized, existing, and doing business under and by virtue of the laws of the State of Illinois, with its principal address located at 1301 Central Street, Evanston, Illinois 60201. ENH is the sole member or owner of Faculty Practice Associates.
2. Faculty Practice Associates is a non-profit corporation organized, existing, and doing business under and by virtue of the laws of the State of Illinois, with its principal address located at 1301 Central Street, Evanston, Illinois 60201. Faculty Practice Associates is the sole shareholder of ENH Medical Group.
3. ENH Medical Group is a for-profit corporation organized, existing, and doing business under and by virtue of the laws of the State of Illinois, with its principal address located at 1301 Central Street, Evanston, Illinois 60201.
4. ENH and ENH Medical Group have been served with a copy of the Complaint issued by the Commission charging, *inter alia*, ENH Medical Group with violating Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45 (“FTC Act”) (“Count III”), and have filed answers to said Complaint denying said charges.

5. ENH and ENH Medical Group admit all the jurisdictional facts relating to Count III set forth in the Complaint in this proceeding.
6. Solely with respect to Count III of the Complaint, ENH and ENH Medical Group waive:
  - a. any further procedural steps;
  - b. the requirement that the Commission's Decision and 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 Decision and Order entered pursuant to this Consent Agreement; and
  - d. any claim under the Equal Access to Justice Act.
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 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 ENH and ENH Medical Group, in which event it will take such action as it may consider appropriate, or issue and serve its Decision and Order, in disposition of the claims related to the violation of Section 5 of the FTC Act, as alleged in the complaint.
8. This Consent Agreement is for settlement only of the claims related to Count III of the Complaint, and does not constitute an admission by ENH or ENH Medical Group that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts and the facts admitted in ENH and ENH Medical Group's Answer to the Complaint, 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 Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to ENH and ENH Medical Group: (1) issue its Decision and Order in disposition of Count III of the proceeding and (2) make information public with respect thereto. When so entered, the Decision and Order shall have the same force and effect as, 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 shall become final upon service. Delivery of the Decision and Order to ENH and ENH Medical Group by any means specified in

Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. ENH and ENH Medical Group waive any right they may have to any other manner of service. 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 contradict the terms of the Decision and Order.

- 10. ENH, ENH Medical Group, and Faculty Practice Associates have read the Decision and Order contemplated hereby. By signing this Consent Agreement, ENH, ENH Medical Group, and Faculty Practice Associates represent that the full relief contemplated by this Consent Agreement can be accomplished. ENH, ENH Medical Group, and Faculty Practice Associates understand that, once the Decision and Order becomes final, ENH and ENH Medical Group each will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and agree to comply with Paragraphs II through IX of the draft Decision and Order from the date they sign this Consent Agreement. ENH Medical Group represents that it has the authority to terminate preexisting contracts pursuant to Paragraph V.B of the draft Decision and Order without obtaining the consent of any person. ENH and ENH Medical Group 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 the Decision and Order becomes final.

**Evanston Northwestern Healthcare Corporation,**  
a corporation

By: \_\_\_\_\_

Signed this \_\_\_\_ day of, \_\_\_\_\_, 2004

**ENH Faculty Practice Associates**

By \_\_\_\_\_

Signed this \_\_\_\_ day of, \_\_\_\_\_, 2004

**ENH Medical Group, Inc.**  
a corporation

By \_\_\_\_\_

Signed this \_\_\_\_ day of, \_\_\_\_\_, 2004

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
Attorneys

APPROVED:

\_\_\_\_\_  
Susan A. Creighton  
Director  
Bureau of Competition  
Federal Trade Commission