

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

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In the Matter of

Alan B. Miller,  
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6640 Carothers Parkway, Suite 500, Franklin, TN 37067.

4. Proposed Respondents admit all the judicial facts set forth in the draft Complaint here attached.
5. Proposed Respondents waive:
  - a. Any further procedural steps;
  - b. The requirement that the Commission Decision and Order and Order to

The Commission thereafter may either withdraw its acceptance of this Consent

13. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can fulfill all the terms of the Order to Hold Separate and Maintain Assets and accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement or within the control of parties to this Consent Agreement.
14. Proposed Respondents agree that they shall interpret each Divestiture Agreement, as that term is used in the Decision and Order, in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
15. Proposed Respondents have read the draft of the Complaint, the Decision and Order, and the Order to Hold Separate and Maintain Assets. Proposed Respondents understand that once the Decision and Order to Hold Separate and Maintain Assets have been issued, each Proposed Respondent will be required to file one or more compliance reports showing that such Respondent has fully complied with the Decision and Order and the Order to Hold Separate and Maintain Assets.
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and Order to Hold Separate and Maintain Assets from the date such Respondent signs this Consent Agreement. Proposed Respondents further understand that each may be liable for penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Hold Separate and Maintain Assets after such Orders become final.

ALAN B. MILLER

FEDERAL TRADE COMMISSION

\_\_\_\_\_  
By: Alan B. Miller

Dated: \_\_\_\_\_

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Kenneth W. Field  
Janelle L. Filson  
Attorneys  
Bureau of Competition

UNITED HEALTH SERVICES, INC.

\_\_\_\_\_  
By: Alan B. Miller  
Chief Executive Officer and Chairman

Dated: \_\_\_\_\_

Approved

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Peter T. Barbur  
Cravath, Swaine & Moore, LLP  
Attorney for Alan B. Miller and  
Universal Health Services, Inc.

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Jeffrey H. Perry  
Deputy Assistant Director  
Bureau of Competition

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