

ANALYSIS OF AGREEMENT CONTAINING CONSENT ORDERS
TO AID PUBLIC COMMENT with Mars

V. The Consent Agreement

The proposed Consent Agreement effectively remedies the Acquisition's anticompetitive effects in ten markets where both Mars and VCA operate specialty or emergency veterinary clinics by requiring the parties to divest 12 facilities. Clinics in Kansas City, New York, and Phoenix are to be divested to NVA. Clinics in Portland, Rockville, and Vienna are to be divested to PetVet. Clinics in Chicago, Corpus Christi, San Antonio, and Seattle are to be divested to Pathway. The divestitures will preserve competition between the divested clinics and Mars' BluePearl or VCA's clinics that offer the same specialty or emergency services within each locality. NVA, PetVet, and Pathway are qualified acquirers of the divested assets. Each firm has significant experience acquiring, integrating, and operating specialty and emergency veterinary clinics.

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Agreement and to keep the Commission informed about the status of the transfer of the rights and assets to