



issue stating its charges in that respect, and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure described in Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission hereby makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent Fresenius AG is a corporation organized, existing and doing business under and by virtue of the laws of the Federal Republic of Germany, with its office and principal place of business located at Else-Kröner-Straße 1, 61352 Bad Homburg, Germany. Fresenius AG is the ultimate parent of (1) Fresenius Medical Care AG & Co. KGaA, a partnership limited by shares organized under the laws of the Federal Republic of Germany, the general partner of which is majority owned by Fresenius AG, with its office and principal place of business located at Else-Kröner-Straße 1, 61352 Bad Homburg, Germany, (2) Fresenius Medical Care Holdings, Inc., a New York corporation majority owned by Fresenius Medical Care AG & Co. KGaA, a partnership limited by shares organized under the laws of the Federal Republic of Germany, with its office and principal place of business located at 95 Hayden Avenue, Lexington, MA 02420, and (3) Florence Acquisition, Inc., a Delaware corporation that is wholly owned by Fresenius Medical Care Holdings, Inc, with its office and principal place of business located at 95 Hayden Avenue, Lexington, MA 02420.
2. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of Respondent, and the proceeding is in the public interest.

## **ORDER**

### **I.**

**IT IS ORDERED** that, as used in this Order, the following definitions shall apply:

- A. “Fresenius” means Fresenius AG, its directors, officers, employees, agents, representatives, successors, and assigns; and its joint ventures, subsidiaries (including, but not limited to Fresenius Medical Care AG & Co. KGaA, a partnership limited by shares organized under the laws of the Federal Republic of Germany, Fresenius Medical Care Holdings, Inc., and Florence Acquisition, Inc.), divisions, groups, and affiliates controlled by Fresenius AG (including, after the Effective Date, Renal Care Group, Inc.), and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.
- B. “RCG” means Renal Care Group, Inc., its directors, officers, employees, agents, representatives, successors, and assigns; and its joint ventures, subsidiaries, divisions, groups and affiliates controlled by Renal Care Group, Inc.(including, but not limited to Renal Dimensions, LLC, and Summit Renal Care, LLC), and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.



























































## APPENDIX A

### APPENDIX A CLINICS

	Clinic Name (Medicare Provider Number)	Clinic Address
1	FMC-Norwood Clinic Dialysis Unit (012516)	1424 North Carraway Blvd. Birmingham, AL 35234
2	FMC-Chilton Peach (012587)	107 Medical Center Dr. Clanton, AL 35045
3	FMC-Walker County Dialysis (012533)	589 Highway 78W Jasper, AL 35501
4	RCG-Marion (042573)	2921 Highway 77, Suite 8 Marion, AR 72364
5	RCG-Osceola Dialysis Center (231656)	1420 West Keiser Avenue Osceola, AR 72370
6	RCG-Avondale (032608)	13055 West McDowell Road Avondale, AZ 85323
7	RCG-Mesa (032551)	1337 South Gilbert Road Mesa, AZ 85204
8	RCG-Southwest Mesa (032526)	1457 West Southern Avenue Mesa, AZ 85202
9	RCG-Northeast Phoenix (032596)	3305 East Greenway Road Phoenix, AZ 85032
10	RCG-Phoenix North (032555)	8046 North 19 <sup>th</sup> Avenue Phoenix, AZ 85021
11	RCG-South Phoenix (032583)	4621 South Central Avenue Phoenix, AZ 85040
12	FMC-Tempe (032586)	8820 South Kyrene Road Tempe, AZ 85284
13	RCG-Cottonwood (032562)	203 South Candy Lane Cottonwood, AZ 86326
14	RCG-Prescott (R032523)	980 Willow Creek Road Prescott, AZ 86301













## APPENDIX B

### AREA DEFINITIONS

- ! Five digit numbers refer to zip codes.
- ! Geographic areas bounded by roads include all properties abutting the referenced road (*i.e.*, properties on both sides of the road).
- ! Zip codes or other areas fully surrounded by areas included in the area definition shall be considered part of the area definition.
- ! Area definitions are based on maps submitted to the Commission staff by Fresenius.

	Divested Clinics (Medicare provider numbers)	Corresponding Area Definition
1	FMC-Norwood Clinic Dialysis Unit (012516)	The area in and/or near Birmingham, Alabama, consisting of: 35060, 35064, 35068, 35204, 35205, 35206, 35207, 35208, 35209, 35210, 35211, 35212, 35213, 35214, 35215, 35217, 35218, 35221, 35222, 35223, 35224, 35228, 35233, 35234, 35235.
2	FMC-Chilton Peach (012587)	The area in and/or near Clanton, Alabama, consisting of: Chilton County (Alabama).
3	FMC-Walker County Dialysis (012533)	The area in and/or near Jasper, Alabama, consisting of: Walker County (Alabama), and 35062, 35575, 35553, 35565.
4	RCG-Osceola Dialysis Center (231656)	The area in and/or near Osceola, Arkansas, consisting of Mississippi County (Arkansas).
5	RCG-Avondale (032608)	The area in and/or near Avondale, Arizona, consisting of: 85035, 85037, 85043, 85307, 85323, 85329, 85338, 85340, 85353.
6	RCG-Mesa (032551), Southwest Mesa (032526)	The area in and/or near Mesa, Arizona, consisting of: 85201, 85202, 85203, 85204, 85205, 85206, 85208, 85210, 85213, 85224, 85225, 85233, 85234, 85236, 85281, 85282, 85283, 85296.
7	RCG-Northeast Phoenix (032596)	The area in and/or near Phoenix, Arizona, consisting of: 85020, 85022, 85023, 85024, 85027, 85028, 85032, 85050, 85254.
8	RCG-Phoenix North (032555)	The area in and/or near Phoenix, Arizona, consisting of: 85012, 85013, 85014, 85015, 85016, 85017, 85019, 85020, 85021, 85022, 85023, 85028, 85029, 85051; the portions of 85003, 85004, 85007, 85009 that lie to the north of I-10.













## APPENDIX C

### ILLINOIS CLINICS

	Clinic Name (Medicare provider number)	Clinic Address
1	FMC-Neomedica Evanston (142511)	1715 Central Street Evanston, IL 60201
2	RCG- Arlington Heights (142628)	17 West Gulf Road Arlington, IL 60006
3	RCG-Scottsdale (142518)	7929 South Cicero Chicago, IL 60652
4	RCG-Markham (142575)	3053-3055 West 159 <sup>th</sup> Street Markham, IL 60426
5	RCG- Hazelcrest (142622)	3470 West 183 <sup>rd</sup> Street Hazelcrest, IL 60429
6	RCG-South Holland (142628)	16136 South Park Avenue South Holland, IL 60473
7	RCG-Loop (142505)	55 East Washington Street Chicago, IL 60602
8	RCG-Waukegan (142577)	1616 Grand Avenue Waukegan, IL 60085
9	RCG Waukegan Home (142567)	1616 Grand Avenue Waukegan, IL 60085

## APPENDIX D

### JOINT VENTURES FROM WHICH FRESENIUS WILL DIVEST ITS JOINT VENTURE EQUITY INTERESTS AND CLINICS OWNED BY JOINT VENTURES

	Joint Venture Name	Clinic Name (Medicare provider number)	Clinic Address
1	Renal Care Group Canton, LLC	RCG-Canton (no CMS number)	260 Hospital Road Canton, GA 30114
2	Brownsville Kidney Center, Ltd.	RCG-Brownsville (452737)	2945 Central Boulevard Brownsville, TX 78520
3	Renal Care Group Buffalo Grove, LLC	RCG-Buffalo Grove (142650)	1291 West Dundee Road Buffalo Grove, IL 60089
4	Renal Care Group Schaumburg, LLC	RCG-Schaumburg (142654)	1156 South Roselle Road Schaumburg, IL 60193
5	Renal Care Group Schaumburg, LLC	RCG-Schaumburg Home (142654)	17 West Golf Road Arlington Heights, IL 60006
6	El Paso Kidney Center East, Ltd.	RCG-El Paso East (452749)	10737 Gateway Boulevard West El Paso, TX 79935
7	RCG Brandon, LLC	RCG-Brandon (252549)	101 Christian Drive Brandon, MS 39042
8	Renal Care Group Galleria, LLC	RCG-Galleria (422660)	8592 Ricky Bell Cove Memphis, TN 38133
9	RCG Brandon LLC	RCG-Brandon (no CMS number)	731 West Lumsden Road Brandon, FL 33511
10	Summit Renal Care, LLC	RCG-Munroe Falls (362651)	265 North Main Street Munroe Falls, OH 44262
11	Summit Renal Care, LLC	RCG-Summit (362613)	73 Massillon Road Akron, OH 44312
12	Summit Renal Care, LLC	RCG-White Ponds (362623)	534 White Pond Drive Akron, OH 44320

**APPENDIX E**

**MONITOR AGREEMENT**

**[PUBLIC RECORD VERSION]**

**CONFIDENTIAL EXHIBIT A AND CONFIDENTIAL EXHIBIT B  
TO THE MONITOR AGREEMENT**

**[REDACTED FROM THE PUBLIC RECORD VERSION OF THE DECISION AND ORDER  
BUT INCORPORATED BY REFERENCE]**

**NON-PUBLIC APPENDIX F**

**NRI DIVESTITURE AGREEMENTS**

**[REDACTED FROM THE PUBLIC RECORD VERSION OF THE DECISION AND ORDER  
BUT INCORPORATED BY REFERENCE]**