

**UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
DARDEN RESTAURANTS, INC.,)	FILE NO. 0623112
)	
GMRI, INC., and)	AGREEMENT CONTAINING
)	CONSENT ORDER
DARDEN GC CORP.,)	
corporations.)	

The Federal Trade Commission has conducted an investigation of certain acts and practices of Darden Restaurants, Inc., GMRI, Inc., and Darden GC Corp. (“proposed respondents”). Proposed respondents, having been represented by counsel, are willing to enter into an agreement containing a consent order resolving the allegations contained in the attached draft complaint. Therefore,

IT IS HEREBY AGREED by and between Darden Restaurants, Inc., GMRI, Inc., and Darden GC Corp., by their duly authorized officers, and counsel for the Federal Trade Commission that:

- 1a. Proposed respondent Darden Restaurants, Inc. (“Darden”), is a Florida corporation that, through its subsidiaries, owns and operates several restaurant chains, including Olive Garden Restaurant, Red Lobster Restaurant, Smokey Bones Restaurant, and Bahama Breeze Restaurant. Darden’s principal office or place of business is located at 5900 Lake Ellenor Drive, Orlando, Florida 32809.
- 1b. Proposed respondent GMRI, Inc., is a Florida corporation with its principal office or place of business located at 5900 Lake Ellenor Drive, Orlando, Florida 32809.
- 1c. Proposed respondent Darden GC Corp. is a Colorado corporation with its principal office or place of business located at 5900 Lake Ellenor Drive, Orlando, Florida 32809.
2. Proposed respondents admit all the jurisdictional facts set forth in the draft complaint.
3. Proposed respondents waive:
 - a. Any further procedural steps;

which information can be obtained and translated, if necessary, into reasonably usable form through detection devices. A draft or non-identical copy is a se

II.

IT IS FURTHER ORDERED that respondents, directly or through any corporation, subsidiary, division, or other device, in connection with the labeling, advertising, promotion, offering for sale, sale, or distribution, in or affecting commerce, of any Darden Gift Card, shall not misrepresent, in any manner, expressly or by implication, any material term or condition of the Darden Gift Card.

III.

IT IS FURTHER ORDERED that respondents, directly or through any corporation, subsidiary, division, or other device, shall:

- A. Not collect or attempt to collect any Covered Fee on any Darden Gift Card activated prior to the date of issuance of this order;
- B. Upon issuance of this order, cause the amount of any Covered Fee that was assessed on a Darden Gift Card prior to the date of issuance of this order to be restored to such Darden Gift Card; and
- C. For a period of two (2) years after the date of issuance of this order, provide notice to consumers of the restoration of fees required by Section III.B. of this order. Such notice shall be clearly and prominently disclosed on respondents' websites, including www.darden.com, www.dardenrestaurants.com, www.redlobster.com, www.olivegarden.com, www.smokeybones.com, and www.bahamabreeze.com.

IV.

IT IS FURTHER ORDERED that respondents Darden Restaurants, Inc., GMRI, I00 1.000C0rpdents 000

- C. Records maintained in the ordinary course of business reflecting during their employment: the name, physical address, and telephone number of each person employed by respondents, and their successors and assigns, including as an independent contractor, with responsibilities relating to compliance with this order; that person's job title or position; the date upon which the person commenced work; and the date and reason for the person's termination; if applicable;
- D. Complaints and refund requests relating to the Darden Gift Card (whether received directly, indirectly, or through any third party) and any responses to those complaints or requests;
- E. Copies of all advertisements or other marketing materials relating to the Darden Gift Card;
- F. Representative copies of all versions of the Darden Gift Card; and
- G. All other records and documents reasonably necessary to demonstrate full compliance with each provision of this order, including but not limited to all documents obtained, created, generated or which in any way relate to the requirements, provisions or terms of this order, and all reports submitted to the FTC pursuant to this order.

V.

IT IS FURTHER ORDERED that respondents Darden Restaurants, Inc., GMRI, Inc., and Darden GC Corp., and their successors and assigns, shall deliver a copy of this order to all current and future principals, officers, directors, and managers who engage in conduct related to the subject matter of the order, and to the officers, directors, and managers of any third-party vendor who engages in conduct related to the subject matter of the order, and shall secure from each such person, within thirty (30) days of delivery, a signed and dated statement acknowledging receipt of the order. Respondents shall deliver this order to current personnel within five (5) days after the date of service of this order, and to future personnel within ten (10) days after their assuming their responsibilities.

VI.

IT IS FURTHER ORDERED that respondents Darden Restaurants, Inc., GMRI, Inc., and Darden GC Corp., and their successors and assigns, shall notify the Commission at least thirty (30) days prior to any change in any of the corporations that may affect compliance obligations arising under this order, including, but not limited to, a dissolution, assignment, sale, merger, or other action that would result in the emergence of a successor corporation; the creation or dissolution of a subsidiary, parent, or affiliate that engages in any acts or practices subject to this order; the proposed filing of a bankruptcy petition; or a change in the corporate name or address. Provided, however, that, with respect to any proposed change in the corporation about which respondent learns less than thirty (30) days prior to the date such action is to take place, respondent shall notify the Commission as soon as is practicable after obtaining such knowledge. All notices required by this Part shall be sent by certified mail to the Associate Director, Division of Enforcement, Bureau of Consumer Protection, Federal Trade Commission, 600 Pennsylvania Avenue, N.W., Washington, D.C. 20580.

VII.

IT IS FURTHER ORDERED that respondents Darden Restaurants, Inc., GMRI, Inc., and Darden GC Corp., and their successors and assigns, shall, within sixty (60) days after service of this order, and at such other times as the Federal Trade Commission may require, file with the Commission a report, in writing, setting forth in detail the manner and form in which they have complied with this order.

VIII.

This order will terminate twenty (20) years from the date of its issuance, or twenty (20) years from the most recent date that the United States or the Federal Trade Commission files a complaint (with or without an accompanying consent decree) in federal court alleging any ~~violation~~ of the order, whichever comes later; provided, however, that the filing of such a complaint will not affect the duration of:

- A. Any Part in this order that terminates in less than twenty (20) years;
- B. This order's application to ~~any~~ ~~file~~ ~~at~~ ~~the~~ ~~FTC~~ ~~on~~ ~~600~~ ~~Tw~~ ~~6an~~ ~~accompany~~ ~~on~~ ~~at~~ ~~lea~~

never been filed, except that the order will not terminate between the date such complaint is filed and the later of the deadline for appealing such dismissal or ruling and the date such dismissal or ruling is upheld on appeal.

Signed this _____ day of _____ 2007.

Darden Restaurants, Inc.:

By: _____
WAYNE KALISH
Assistant Treasurer

GMRI, Inc.:

By: _____
BRAD RICHMOND
Vice President

Darden GC Corp.:

By: _____
PATRICK HARRIGAN
Vice President

CHRISTINE A. VARNEY
SHARIS A. POZEN
Hogan & Hartson, LLP
Attorneys for Darden Restaurants, Inc.,
GMRI, Inc., and Darden GC Corp.

LUCY MORRIS
JONATHAN KRADEN
BEVIN MURPHY
Counsel for the Federal Trade Commission

APPROVED:

PEGGY L. TWOHIG
Associate Director
Division of Financial Practices

LYDIA B. PARNES
Director
Bureau of Consumer Protection