

hereby makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent IDEXX is a corporation organized, existing and doing business under

veterinary customers regardless of whether that agreement is based on Exclusivity with regard to such Products.

II.

IT IS FURTHER ORDERED that, except as otherwise provided herein, if Respondent IDEXX has an Exclusive Distribution Agreement with any National Distributor, Respondent IDEXX:

- A. Shall cease and desist from having concurrent Exclusive Distribution Agreements with all of the National Distributors;
- B. With regard to any Non-Exclusive Distribution Agreement with a National Distributor, such agreement:
 1. Shall provide an initial term of no less than two (2) years;
 2. Shall provide renewal for one or more additional one (1) year terms on or before each Renewal Date;
 3. Shall provide Distribution of IDEXX Products on a fully non-Exclusive basis;
 4. Shall not include any term or understanding that the National Distributor refuse or limit the purchase or sale of Products of any Person other than IDEXX;
 5. Shall not withhold the sale of Products to the National Distributor based on that National Distributor's sale, or intention to sell, Products of any Person other than IDEXX;
 6. Shall not urge, induce coerce, threaten, or pressure, or attempt thereto, the National Distributor to refuse to sell Products of any Person other than IDEXX, or to limit its sales of Products of any Person other than IDEXX; and
 7. Shall not penalize, or otherwise retaliate against the National Distributor because that National Distributor sells or intends to sell Products of any Person other than IDEXX.

Provided, however, that IDEXX may charge different prices to any Non-Exclusive Distributor;

Provided, further, however, that the MWI Distribution Agreement is a Non-Exclusive Distribution Agreement that satisfies this Paragraph II.B;

Provided further, however, that for all notifications received or sent by Respondent IDEXX regarding a termination, election not to renew, or material breach of a Non-Exclusive Distribution Agreement, Respondent IDEXX shall provide a copy of each such notification to the Federal Trade Commission at the same time it provides such notice to the National Distributor, or within five (5) days of receiving such notice from the National Distributor;

Provided further, however, that, if the Non-Exclusive National Distributor merges with, acquires, or is acquired by a Distributor whose distribution agreement with Respondent IDEXX is Exclusive, Respondent IDEXX shall continue to honor the Non-Exclusive Distribution Agreement in accordance with the terms of this Order.

- C. Shall submit any Non-Exclusive Distribution Agreement that is not the MWI Distribution Agreement to the Commission at least thirty (30) days prior to entering into such Distribution Agreement.

III.

IT IS FURTHER ORDERED that:

- A. Sixty (60) days after the date this Order is issued, Respondent IDEXX shall submit to the Commission a verified written report setting forth in detail the manner and form in which it intends to comply, is complying, and has complied with the terms of this Order.
- B. Beginning twelve (12) months after the date this Order is issued, and annually

V.

IT IS FURTHER ORDERED that, for the purpose of determining or securing compliance with this Order, and subject to any legally recognized privilege, and upon written request with reasonable notice to Respondent IDEXX, Respondent IDEXX shall permit any duly authorized representative of the Commission:

- A. Access, during office hours of Respondent IDEXX and in the presence of counsel, to all facilities and access to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and all other records and documents in the possession or under the control of Respondent IDEXX related to compliance with this Order, which copying services shall be provided by Respondent IDEXX at the request of the authorized representative(s) of the Commission and at the expense of Respondent IDEXX; and
- B. Upon five (5) days' notice to Respondent IDEXX and without restraint or interference from Respondent IDEXX, to interview officers, directors, or employees of Respondent IDEXX, who may have counsel present, regarding such matters.

VI.

IT IS FURTHER ORDERED that this Order shall terminate ten (10) years from the date the Order is made final.

By the Commission.

Donald S. Clark
Secretary

SEAL

ISSUED