

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

\_\_\_\_\_) )  
) )  
In the Matter of ) )  
) ) FILE NO. 121-0184  
BOSLEY, INC. ) )  
a corporation, and ) )  
) )  
ADERANS AMERICA HOLDINGS, INC. ) )  
a corporation, and ) )  
) )  
ADERANS CO., LTD. ) )  
a corporation. ) )  
\_\_\_\_\_) )

AGREEMENT CONTAINING CONSENT ORDER TO CEASE AND DESIST

The Federal Trade Commission ("Commission") having initiated an investigation of certain acts and practices of Bosley, Inc., a subsidiary of Aderans America Holdings, Inc. and Aderans Co., Ltd. (hereinafter, "Proposed Respondents"), and it now appearing that Proposed Respondents are willing to enter into an Agreement Containing Consent Order to Cease and Desist ("Consent Agreement") from certain acts and practices, and providing for other relief,

IT IS HEREBY AGREED by and between Proposed Respondents and their attorneys, and counsel for the Commission that:

1. Proposed Respondent Bosley, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware. Its corporate headquarters are located at 9100 Wilshire Blvd., East Penthouse, Beverly Hills, California 90212. Bosley, Inc. is a wholly owned subsidiary of Aderans America Holdings, Inc.
2. Proposed Respondent Aderans America Holdings, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the state of New York. Its corporate headquarters are located at 9100 Wilshire Blvd., East Penthouse, Beverly Hills, California 90212. Aderans America Holdings, Inc. is a wholly owned subsidiary of Aderans Co., Ltd.
3. Proposed Respondent Aderans Co., Ltd. is a corporation organized, existing, and doing business under and by virtue of the laws of Japan. Its corporate headquarters are located at 13-4 Araki-cho, Shinjyuku-ku, Tokyo 160-0007, Japan.

4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.

5. Proposed Respondents waive:

- a. any further procedural steps;
- b. the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
- c. all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and,
- d. any claim under the Equal Access to Justice Act.

6. Proposed Respondents shall submit an interim report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, within thirty (30) days of the date on which they execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final. Each such report shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have complied or have prepared to comply, are complying, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.

7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission it, together with the draft Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information with respect thereto publicly released. The Commission thereafter may withdraw its acceptance of this Consent Agreement and so notify the Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve a Complaint (in such form as the circumstances may require) and Decision and Order, in disposition of the proceeding.

8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft Complaint here attached, or that the facts alleged in the draft Complaint, other than jurisdictional facts, are true.

9. This Consent Agreement contemplates that, if accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondent: (1) issue and serve a Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order, and (2) make information public with respect thereto.

10. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service.

11. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation or interpretation not contained in the Decision and Order, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.

12. Proposed Respondents have read the entire Complaint and the Decision and Order contemplated hereby. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the attached Decision and Order are parties to the Consent Agreement and are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.

13. Proposed Respondents understand that the Decision and Order has been issued, they will be required to file one or more compliance reports showing how they have complied and are complying with the Decision and Order.

14. Proposed Respondents agree to comply with the draft Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this \_\_\_\_ day of March, 2013.

Bosley, Inc.

Federal Trade Commission

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Armen Markarian  
Chief Executive Officer  
Bosley, Inc.  
Dated: \_\_\_\_\_

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Justin Stewart-Teitelbaum, Esq.  
Staff Attorney  
Mergers III Division  
Dated: \_\_\_\_\_

Aderans America Holdings, Inc.

Approved:

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Joshua Schechter  
Chairman  
Aderans America Holdings, Inc.  
Dated: \_\_\_\_\_

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Patricia V. Galvan, Esq.  
Deputy Assistant Director  
Bureau of Competition  
Dated: \_\_\_\_\_