

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

_____))
In the Matter of))
)) File No. 101-0215
Graco Inc.,))
 a corporation.))
_____)

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission, having initiated an investigation of the acquisition by Graco Inc. (hereinafter Proposed Respondent) of Gusmer Corporation and GlasCraft, Inc., and of certain acts and practices of Proposed Respondent, and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Order (A Consent Agreement) to divest certain assets and cease and desist from certain acts and practices, and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondent, its duly authorized officer and attorney, and counsel for the Commission that:

1. Proposed Respondent is a corporation organized, existing, and doing business under, and by virtue of, the laws of the State of Minnesota, with its office and principal place of business located at 88-11th Avenue Northeast, Minneapolis, Minnesota 55413.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint here attached.
3. Proposed Respondent waives:
 - (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 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.
4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the draft

of Complaint here attached, or that the facts alleged in the draft of Complaint, other than jurisdictional facts, are true.

5. Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. 2.33, within fifteen (15) days of the date on which Proposed Respondent executes 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 Respondent and shall set forth in detail the manner in which the Proposed Respondent has to date complied or has prepared to comply, is complying, and will comply with the Decision and Order. Supports 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.
6. In each of the reports described in Paragraph 5, the Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondent is in compliance with this Consent

9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) immediately issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (b) immediately issue and serve the attached Decision and Order, and (c) make information public with respect thereto. If the Commission has not immediately issued and served its Complaint and Decision and Order, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, thereupon issue its Complaint and its Decision and Order.
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 Respondent by any rule 2.34,
- 103 Proposed Respondent has read the draft of the Complaint and Decision and Order. Proposed Respondent further understands and agrees that the Commission may, without further notice to Proposed Respondents, thereupon issue its Complaint and its Decision and Order.

Signed this _____ day of _____, 2013.

GRACO INC.

FEDERAL TRADE COMMISSION

Patrick J. McHale
President and Chief Executive Officer
Graco Inc.

Benjamin W. Jackson, Attorney
Division of Anticompetitive Practices

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