

**UNITED STATES OF AMERICA**

- 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.
4. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondent, Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondent shall submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final. Each compliance report submitted shall describe in detail the manner in which the Proposed Respondent has complied, is complying and will comply with the

without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

9. 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 means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to any office within the United States of Aimee Goldstein, Simpson Thacher & Bartlett LLP, or of any other lawyer or law firm listed as Counsel for Proposed Respondent on this Consent Agreement – shall constitute service as to the Proposed Respondent. Proposed Respondent waives any right it may have to any other manner of service. Proposed Respondent also waives any right it may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, and agrees that it is bound to comply with and will comply with the Decision and Order to the same extent as if it had been served with copies of the Appendices, where Proposed Respondent is already in possession of copies of such Appendices.
10. 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 limit or contradict the terms of the Decision and Order.
11. By signing this Consent Agreement, Proposed Respondent represents and warrants that it can accomplish the full relief contemplated for the Proposed Respondent by the attached Decision and Order (including effectuating all required divestitures, assignments, licenses, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are: (1) within the control of the party to this Consent Agreement, or (2) will be in the control of the party to this Consent Agreement after the proposed acquisition.
12. Proposed Respondent agrees that it shall interpret each Remedial Agreement under the Decision and Order in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.
13. Proposed Respondent has read the draft of Complaint and the Decision and Order contained in this Consent Agreement. Proposed Respondent understands that once the Decision and Order has been issued, Proposed Respondent will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order as applied to the Proposed Respondent.

- 14. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order applicable to the Proposed Respondent from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

**SOLERA HOLDINGS, INC.**

**FEDERAL TRADE COMMISSION**

By: \_\_\_\_\_  
 Tony Aquila  
 Chairman and Chief Executive Officer  
 Solera Holdings, Inc.

By: \_\_\_\_\_  
 Scott Reiter  
 Attorney  
 Bureau of Competition

Dated \_\_\_\_\_

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 Aimee Goldstein  
 Simpson Thacher & Bartlett LLP  
 Counsel for Solera Holdings, Inc.

Dated \_\_\_\_\_