

**BEFORE THE FEDERAL TRADE COMMISSION
UNITED STATES OF AMERICA**

_____)
In the Matter of)

PRESTIGE BRANDS HOLDINGS, INC.)
a corporation;)

and)

FTC File No. 141 0159 TJ 0 Tc 0 Tw 13.

hereinafter “Proposed Respondents”, and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

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

1. Proposed Prestige is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address located at 660 White Plains Road, Suite 250, Tarrytown, New York 10591.
2. Proposed Respondent Insight is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address located at 900 Northbrook Drive, Suite 200, Treose, Pennsylvania 19053.
3. the requirement that the Commission Decision and Order and Order to Maintain Assets, both of which are attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;

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- c. all rights to seek judicial review or otherwise challenge or contest the validity of the Decision and Order or the Order to Maintain Assets entered pursuant to this Consent Agreement; and
 - d. any claim under the Equal Access to Justice Act.
5. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts this Consent Agreement for public comment.
6. Not later than thirty (30) days after the date this Consent Agreement is signed by the Proposed Respondents, each Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Each Proposed Respondent shall also submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final, at which time the reporting obligations contained in the Order to Maintain Assets (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by the respective Proposed Respondent and shall set forth in detail the manner in which that Proposed Respondent has complied and will comply with the Order to Maintain Assets and 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. In each report described in Paragraph 6, each Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether that Proposed Respondent is in compliance with this Consent Agreement and each of the Orders. Each report shall be verified by a notarized signature or sworn statement of an employee of the relevant Proposed Respondent specifically authorized to perform this function, or shall be self-

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9. 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 of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (i) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached, (ii) issue and serve its Order to Maintain Assets, and (iii) make information public with respect thereto. 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, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
11. When final and effective, the Decision and Order and the Order to Maintain Assets 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 and the Order to Maintain Assets shall become final and effective upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent Prestige by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of Debra H. Dermody, Esq.; of Reed Smith LLP; or of any other lawyer or law firm listed as Counsel for Prestige Brand Holdings, Inc. – shall constitute service as to Proposed Respondent Prestige. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondent Insight by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to an office within the United States of Marin Boney, Esq.; of Kirkland & Ellis LLP; or of any other lawyer or law firm listed as Counsel for Insight Pharmaceuticals Corporation – shall constitute service as to Proposed Respondents Insight. Each Proposed Respondent waives any right it may have to any other manner of service. Each Proposed Respondent

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and successors necessary to effectuate the full relief contemplated by this Consent Agreement

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PRESTIGE BRAND HOLDINGS, INC.

By: _____
Matthew M. Mannelly

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INSIGHT PHARMACEUTICALS CORPORATION

By: _____
Gary R. Downing

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FEDERAL TRADE COMMISSION

By: _____
Daniel K. Zach
Deputy Assistant Director
Bureau of Competition

Michael R. Moiseyev
Assistant Director
Bureau of Competition

Stephen Weissman
Deputy Director
Bureau of Competition

Deborah L. Feinstein
Director
Bureau of Competition
Date: _____