



3. Proposed Respondent Biomet, Inc. is a wholly owned subsidiary of LVB Acquisition, Inc. and is a corporation organized, existing and doing business under and by virtue of the laws of Indiana, with its office and principal place of business located at 56 East Bell Drive, Warsaw, Indiana 46582.
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, which is 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. The Commission may issue its Complaint in this matter at any time after it accepts the Consent Agreement for public comment.
7. Proposed Respondents shall submit an initial compliance report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33, no later than ten (10) days after the date on which Proposed Respondents execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order become

placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event the Commission will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and its Decision and Order, in disposition of the proceeding.

10. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alle

15. Proposed Respondents agree that they shall interpret all Remedial Agreements, as that term is used in 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.
16. Proposed Respondents have read the proposed Complaint and the Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, Proposed Respondents will be required to file one or more compliance reports setting forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order.
17. Proposed Respondents agree to comply with the terms of the proposed 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 such Order becomes final.

**ZIMMER HOLDING, INC.**

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By: David C. Dvorak  
President and CEO  
Zimmer Holdings, Inc.

Dated: \_\_\_\_\_

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