

UNITED STATES OF AMERICA  
BEFORE THE FEDERAL TRADE COMMISSION

In the Matter of:

CONCO

*AGREEMENT CONTAINING CONSENT ORDERS*

*In re Par*

*FTC File No. 151-0030*

10977. Par Pharmaceutical Holdings, Inc. is a parent of Par Pharmaceutical Companies, Inc. and Par Pharmaceutical, Inc.
3. Respondent TPG Partners VI, L.P. is a private equity fund with its principal place of business at 301 Commerce Street, Suite 3300, Fort Worth, TX 76102. TPG Partners VI, L.P., is the ultimate parent entity of Respondents Par Pharmaceutical Holdings, Inc. and Par Pharmaceutical, Inc.
  4. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint.
  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 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. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that they have violated the law 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.
  7. By signing this Consent Agreement, Proposed Respondents represent and warrant they can fulfill the terms of the Consent Agreement and accomplish the full relief contemplated by the Decision and Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are within their control 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.
  8. Proposed Respondents have read the draft of Complaint and the Decision and Order contained in this Consent Agreement. Proposed Respondents understand that after the Commission issues the Decision and Order, Proposed Respondents will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order.
  9. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If the Commission accepts this Consent Agreement the Commission will place the Consent Agreement on the public record for a period of thirty (30) days and publicly release information in respect thereto. Thereafter, pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. §2.34, the

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Commission may withdraw its acceptance of the Consent Agreement, so notify the Proposed Respondents and take such other action as they may consider appropriate; or, without further notice to the Proposed

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report with the Secretary of the Commission and shall send one copy via electronic mail directly to the Bureau of Competition's Compliance Division at [bccompliance@ftc.gov](mailto:bccompliance@ftc.gov).

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PROPOSED RESPONDENTS

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