

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

In the Matter of

**CONCORDIA PHARMACEUTICALS
INC., a corporation;**

**CONCORDIA HEALTHCARE
CORP., a corporation;**

**PAR PHARMACEUTICAL,
INC., a corporation;**

**PAR PHARMCEUTICAL HOLDINGS,
INC. a corporation; an**

AGREEMENT CONTAINING CONSENT ORDERS

In re Concordia

FTC File No. 151-0030

3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint.
4. 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.
5. 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. f

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9. Proposed Respondents agree to comply with the terms of the proposed Decision and Order from the date they sign this Consent Agreement; provided, however, that Proposed Respondents will have no obligation to comply with the terms of the proposed Decision and Order in the event the Commission withdraws its acceptance of this Consent Agreement. Proposed Respondents also understand they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

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13. The reports referenced in the paragraph above shall be verified by a notarized signature of

PROPOSED RESPONDENTS

Mark L. Thompson
President and CEO
CONCORDIA HEALTHCARE CORP.
Dated: _____

John McCleery
Managing Director
CONCORDIA PHARMACEUTICALS
INC.
Dated: _____

Christine A. Varney
CRAVATH, SWAINE & MOORE LLP
Counsel for Concordia Healthcare
Corp. and Concordia Pharmaceuticals
Inc.
Dated: _____

FEDERAL TRADE COMMISSION

Malcolm L. Catt
Attorney
Bureau of Competition

APPROVED:

Bradley Scott Albert
Deputy Assistant Director

Markus H. Meier
Assistant Director

Deborah L. Feinstein
Director

Bureau of Competition

