

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

**COMMISSIONERS:**      **Edith Ramirez, Chairwoman**  
                                 **Julie Brill**  
                                 **Maureen K. Ohlhausen**  
                                 **Terrell McSweeney**

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<b>In the Matter of</b>	)	
	)	
<b>WRIGHT MEDICAL GROUP, INC.,</b>	)	
<b>a corporation;</b>	)	
	)	
<b>and</b>	)	<b>File No. 151 0018</b>
	)	
<b>TORNIER N.V.,</b>	)	
<b>a public limited company.</b>	)	

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**AGREEMENT CONTAINING CONSENT ORDER**

The Federal Trade Commission (“Commission”), having initiated an investigation of the merger of Wright Medical Group, Inc. and Tornier N.V., hereinafter “Proposed Respondents,” and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“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 Respondent Wright Medical Group, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business located at 1023 Cherry Road, Memphis, TN 38117.
2. Proposed Respondent Tornier N.V. is a public limited company, organized, existing, and doing business under and by virtue of the laws of the Netherlands, with its office and principal place of business located at Prins Bernhardplein 200, 1097 JB, Amsterdam, Netherlands.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.
4. 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.
5. The Commission may issue its Complaint in this matter at any time after it accepts the Consent Agreement for public comment.
  6. 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 thirty (30) days after the date on which Proposed Respondents execute this Consent Agreement and every thirty (30) days thereafter until the Decision and Order becomes final. Each compliance report shall set forth in precise detail the manner in which Proposed Respondents have complied or have prepared to comply, are complying, and will comply with the Consent Agreement and the Decision and Order. Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondents are in compliance with the Consent Agreement and the Decision and Order.
  7. Each report submitted pursuant to Paragraph 6 above shall be verified by a notarized signature or self-

Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

10. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents: (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and the following Decision and Order in disposition of the proceeding, and (2) make information

compliance reports setting forth in detail the manner in which they have complied, are complying, and will comply with the Decision and Order.

16. 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.

**WRIGHT MEDICAL GROUP, INC.**

**FEDERAL TRADE COMMISSION**

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By: Robert J. Palmisano  
President and Chief Executive Officer  
Wright Medical Group, Inc.

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By: James R. Weiss  
Deputy Assistant Director  
Bureau of Competition

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

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Jonathan S. Klarfeld  
Ropes & Gray LLP  
Counsel for Wright Medical Group, Inc.

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Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

**TORNIER, N.V.**

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By: David H. Mowry  
President and Chief Executive Officer  
Tornier, N.V.

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Stephen Weissman  
Deputy Director  
Bureau of Competition

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

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Jeffrey B. Korn  
Willkie Farr & Gallagher LLP  
Counsel for Tornier, N.V.

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Deborah L. Feinstein  
Director  
Bureau of Competition

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