

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

In the Matter of)
)
)
 INTEGRA LIFESCIENCES HOLDINGS CORPORATION,)
 a corporation;)
)
 and) **FTC File No. 171-0084**
)
 JOHNSON & JOHNSON,)
 a corporation.)
)
)
)

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Integra Lifesciences Holdings Corporation (“Integra”) of certain assets associated with Johnson & Johnson’s Codman Neuro (“Codman”) division (Integra and Johnson & Johnson hereinafter collectively referred to as “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 Respondent Integra is a corporation organized, existing, and doing business under and by virtue of the laws of the state of Delaware, with its principal executive offices located at 311 Enterprise Drive, Plainsboro, New Jersey 08536.
2. Proposed Respondent J&J is a corporation organized under the laws of the state of New Jersey, with its principal executive offices located at 1 Johnson Drive, New Brunswick, New Jersey 08901.

In the Matter of Integra LifeSciences Holdings Corporation et al.

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- c. all rights to seek judicial review or otherwise to 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. This Consent Agreement is for settlement purposes only and does not constitute an admission by the Proposed Respondents that the law has been violated as alleged in the draft of the Complaint, or that the facts as alleged in the draft of the Complaint, other than jurisdictional facts, are true.
6. Proposed Respondents shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than thirty (30) days after the date on which Proposed Respondents execute this Consent Agreement, and subsequent compliance reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final. After the Order to Maintain Assets becomes final, the reporting obligations contained in the Order to Maintain Assets shall control and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondents have complied, have prepared to comply, are complying, and will comply with the Consent Agreement, the Decision and Order, and the Order to Maintain Assets. 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, the Decision and Order, and the Order to Maintain Assets.
7. Each compliance report submitted pursuant to Paragraph 6 above shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or employee of each Proposed Respondent specifically authorized to perform this function, or self-verified in the manner set forth in 28 U.S.C. § 1746. Commission Rule 2.41(a), 16 C.F.R. §2.41(a), requires that the Commission receive an original and two (2) copies of each compliance report. Proposed Respondents shall file a paper original of each compliance report with the Secretary of the Commission and electronic copies of each compliance report with the Secretary at secretary@ftc.gov and with the Compliance Division at bccompliance@ftc.gov. In addition, Proposed Respondents shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order and/or the Order to Maintain Assets.
8. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Complaint, the proposed Decision and Order, the Order to Maintain Assets,

INTEGRA LIFESCIENCES HOLDINGS CORPORATION

By: _____
Peter J. Arduini
President and Chief Executive Officer
Integra LifeSciences Holdings Corporation
Date: _____

E. Marcellus Williamson, Esq.
Latham & Watkins LLP
Counsel for Integra LifeSciences Holdings Corporation
Date: _____

JOHNSON & JOHNSON

By: _____

Alex Gorsky
Chairman of the Board and Chief Executive Officer
Johnson & Johnson

Date: _____

Laura A. Wilkinson, Esq.
Weil, Gotshal & Manges LLP
Counsel for Johnson & Johnson

Date: _____

FEDERAL TRADE COMMISSION

By: _____
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