

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

a limited partnership,)	
)	
FXI Holdings, Inc.)	File No. 191-0087
a corporation,)	
)	
and)	
)	
Bain Capital Fund XI, LP)	
a limited partnership,)	
)	
and)	
)	
Innocor, Inc.)	
a corporation.)	
)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) has initiated an investigation of the proposed acquisition by FXI Holdings, Inc., an indirect subsidiary of One Rock Capital Partners II, LP, of Innocor, Inc., an indirect subsidi

9. Each compliance report submitted pursuant to Paragraph 8 above shall be verified in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. Commission Rule 2.41(a), 16 C.F.R. § 2.41(a), requires that the Commission receive an original and 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 ElectronicFilings@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 Order to Maintain Assets.
10. 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, an explanation of the provisions of the proposed Decision and Order and the Order to Maintain Assets, and any other information that may help interested persons understand the order on the public record for the receipt of comments for 30 days.
11. Because there may be interim competitive harm, the Commission may issue and serve its Complaint (in such form as the circumstances may require) and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
12. This Consent Agreement contemplates that, if the Commission accepts the Consent Agreement, the Commission thereafter may withdraw its acceptance of this Consent Agreement and notify Proposed Respondents, in which event the Commission will take such action as it may consider appropriate. If the Commission does not subsequently withdraw such acceptance pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, and it has already issued the Complaint and Order to Maintain Assets, the Commission may, without further notice to Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.
13. The Decision and Order and the Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and Order to Maintain Assets to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), or by delivery to United States counsel for Proposed Respondents identified in this Consent Agreement, shall constitute service to Proposed Responde(o)5 w (,)Tj -0.00 0.002 vP Order to Maintain n 6 Cs .F.R. -1.15 Td Assets, if Prs .F.R. -1.15 Td [()-2 (s)-1 (a)) P P al P-2 (e)4 (a)-1 (dy i)-2 (n p)5 (os)-1 ()4 (s)-1 ()ss

and agree that they are bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if they had been served with copies of the Appendices.

14. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
15. By signing this Consent Agreement, Proposed Respondents represent and warrant that:
 - a. they can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order and the Order to Maintain Assets including, among other things, effectuating all required divestitures, assignments and transfers, and obtaining any necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers; and
 - b. all parents, subsidiaries, affiliates, and successors nefil O

ONE ROCK CAPITAL PARTNERS II, LP

By: R. Scott Spielvogel
Managing Partner of

BAIN CAPITAL FUND XI, LP

By: Stephen Thomas
Managing Director of Bain Capital Investors,
LLC, which is the General Partner of Bain
Capital Partners XI, LP, which is the General
Partner of Bain Capital Fund XI, LP

Dated: _____

INNOCOR, INC.

By: Bill Redmond, Jr.
President and Chief Executive Officer
Innocor, Inc.

Dated: _____

Jonathan S. Klarfeld
Ropes & Gray LLP