

**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 PHARMACEUTICAL HOLDINGS,  
INC. a corporation; and**

**TPG PARTNERS VI, L.P.**

**File No. 151-0030**

**AGREEMENT CONTAINING CONSENT ORDER  
(CONCORDIA)**

The Federal Trade Commission (“Commission”) having initiated an investigation of certain acts and practices of Concordia Pharmaceuticals Inc. and its parent Concordia Healthcare Corp. (collectively “Proposed Respondents” or “Concordia Entities”) and Par Pharmaceutical, Inc., Par Pharmaceutical Holdings, Inc., and their parent TPG Partners VI, L.P. and Proposed Respondents having been furnished thereafter with a copy of a draft of Complaint, and it now appearing that Proposed Respondents are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”):

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Respondent Concordia Pharmaceuticals Inc. is a corporation organized, existing and doing business under and by virtue of the laws of the Country of Barbados, with its office and principal place of business located at Chancery Chambers, Chancery House, High Street Bridgetown, BB Barbados 11128. Concordia Pharmaceuticals Inc. is a subsidiary of Concordia Healthcare Corp.
2. Respondent Concordia Healthcare Corp. is a corporation organized, existing and doing business under and by virtue of the laws of the Province of Ontario, with its office and principal place of business located at 277 Lakeshore Road East, Suite 302, Oakville, Ontario, L6J 1H9.

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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.
6. 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.
7. 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.
8. 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 Commission may withdraw its acceptance of the Consent Agreement, so notify the Proposed Respondents, and take such other action as it may consider appropriate; or, without further notice to the Proposed Respondents, issue and serve its Decision and Order in disposition of the proceeding and make information public with respect thereto.

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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 and effective.
10. When final, the Decision and Order shall have the same force and effect and may be altered, modified or set aside in the same manner and within the same time as provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Decision and Order to Proposed Respondents by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, without limitation, delivery to an office within the United States of the counsel for Proposed Respondents listed on this Consent Agreement – shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order if Proposed Respondents are already in possession of copies of such Appendices; and Proposed Respondents further agree that they are bound to comply with, and will comply with, the Decision and Order to the same extent as if they had been served with copies of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order. No agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to limit or contradict the terms of the Decision and Order.
12. Proposed Respondents shall submit an initial report, pursuant to Commission Rule 2.33, 16 C.F.R § 2.33, within thirty (30) days of the date on which they execute this Consent Agreement, and shall submit subsequent reports every sixty (60) days thereafter until the Decision and Order becomes final. Each report shall be signed by the Proposed Respondents and shall set forth in detail the manner in which the Proposed Respondents have to date complied, are complying, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Commission accepts for public comment the Consent Agreement and the Decision and Order.

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13. The reports referenced in the paragraph above shall be verified by a notarized signature or sworn statement, or self-verified in the manner set forth in 28 U.S.C. § 1746. Pursuant to Commission Rule 2.41(a), Proposed Respondents shall file an original and one copy of all compliance reports with the Commission. Proposed Respondents shall file the original 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).

**PROPOSED RESPONDENTS**

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**Mark L. Thompson**  
**President and CEO**  
**CONCORDIA HEALTHCARE CORP.**  
**Dated:** \_\_\_\_\_

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**John McCleery**  
**Managing Director**  
**CONCORDIA PHARMACEUTICALS**  
**INC.**  
**Dated:** \_\_\_\_\_

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

**FEDERAL TRADE COMMISSION**

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**Malcolm L. Catt**  
**Attorney**  
**Bureau of Competition**

**APPROVED:**

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**Bradley Scott Albert**  
**Deputy Assistant Director**

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**Markus H. Meier**  
**Assistant Director**

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**Deborah L. Feinstein**  
**Director**

**Bureau of Competition**

