

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

In the Matter of

ACTAVIS GROUP hf.
a corporation;

and

ABRIKA PHARMACEUTICALS, INC.
a corporation.

File No. 071-0063

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Actavis Group hf. (“Actavis”) of Abrika Pharmaceuticals, Inc. (“Abrika”), 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. Respondent Actavis is a corporation organized, existing and doing business under and by virtue of the laws of Iceland, with its headquarters address at Dalshraun 1, 220 Hafnarfjordur, Iceland.
2. Respondent Abrika is a corporation organized, existing and doing business under and by virtue of the laws of the State of Delaware, with its headquarters address at 13800 N.W. 2nd Street, Suite 190, Sunrise, Florida 33325.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint attached hereto.
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 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. Because there may be interim competitive harm, the Commission may issue its Complaint in this matter at any time after it accepts the Consent Agreement for public comment.
- 6. Not later than thirty (30) days after the date this Consent Agreement is signed by Proposed Respondents, Proposed Respondents shall submit an initial report, pursuant to Section 2.33 of the Commission's Rules, 16 C.F.R. § 2.33. Proposed Respondents shall also submit subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final, at which time the reporting obligations contained in the Decision and Order (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by Proposed Respondents and set forth in detail the manner in which Proposed Respondents have complied and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.
- 7. In each of the above-described reports, Proposed Respondents shall provide sufficient information and documentation to enable the Commission to determine independently whether each Proposed Respondent is in compliance with this Agreement and 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 this Consent Agreement is accepted by the Commission, it, together with the Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue or amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
- 9. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated 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.
- 10. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (1) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached, and (2) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without

further notice to the Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

11. 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 provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a)—including, but not limited to, delivery to John F. Collins, Esq., of Dewey Ballantine LLP, or to any other lawyer or lawyer or law firm listed as Counsel for Proposed Respondents 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 incorporated by reference into the Decision and Order, and 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 the Appendices, where Proposed Respondents are already in possession of copies of such Appendices.
12. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.
13. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the divestitures, assignments, and transfers) and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement 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.
14. By signing this Consent Agreement, Proposed Respondents represent and warrant that any Remedial Agreement(s) (as defined in the Decision and Order) that has been submitted to the Commission at the time of this Consent Agreement for approval by the Commission in connection with the Commission's determination to make the Decision and Order final comports with all of the relevant requirements of the Decision and Order and requires Proposed Respondents to divest all assets required to be divested pursuant to the relevant divestiture requirements of the Decision and Order. Proposed Respondents also represent and warrant that Proposed Respondents shall interpret each such Remedial Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.

15. Proposed Respondents have read the draft of the Complaint and the Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order.
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order, as applicable, 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 it becomes final.

Signed this _____ day of _____, 2007.

ACTAVIS GROUP hf.

FEDERAL TRADE COMMISSION

Sigurdur Oli Olafsson
President of North America Sales
Actavis Group hf.

Kari A. Wallace
Amy S. Posner
Attorneys
Bureau of Competition

Dated: _____, 2007

APPROVED:

John F. Collins, Esq.
Dewey Ballantine LLP
Counsel for Actavis Group hf.

Michael R. Moiseyev
Assistant Director
Bureau of Competition

Dated: _____, 2007

**ABRIKA PHARMACEUTICALS,
INC.**

Jeffrey Schmidt
Director
Bureau of Competition

Scott Lodin
President and Secretary
Abrika Pharmaceuticals, Inc.

Dated: _____, 2007

David P. Wales
Deputy Director
Bureau of Competition

Cecil S. Chung, Esq.
Greenberg Traurig, LLP.
Counsel for Abrika Pharmaceuticals,
Inc.

Dated: _____, 2007