

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

PERRIGO COMPANY

and

ALPHARMA, INC.,

Defendants.

Civil Action No. 1:04CV01397 (RMC)

~~PROPOSED~~ **ORDER MODIFYING FINAL ORDER
AND STIPULATED PERMANENT INJUNCTION**

Upon consideration of the joint motion of Perrigo Company, Alpharma, Inc., and the Federal Trade Commission to Modify the Final Order and Stipulated Permanent Injunction, and any Opposition thereto, it is this 23 day of June, 2006,

ORDERED that the Motion is granted.

As to Perrigo Company, the Final Order and Stipulated Permanent Injunction entered by this Court on August 24, 2004, with respect to Perrigo Company is amended to insert the following language at the end of Paragraph IV:

“PROVIDED FURTHER THAT, if Perrigo acquires, or merges with, all or part of another company, then:

- (1) within ten (10) days of the closing of such merger or acquisition,
Perrigo***

- (a) *shall determine whether, as a result of the merger or acquisition, it has succeeded to any agreement that, but for this proviso, would be prohibited by Paragraph IV of this Final Order (hereafter "Prohibited Successor Agreement"), and*
 - (b) *shall notify the Commission of each Prohibited Successor Agreement to which Perrigo has succeeded as a result of such merger or acquisition by filing a verified written report with the Commission that includes a copy of each such agreement; and*
- (2) *nothing in Paragraph IV shall prohibit Perrigo from succeeding to a Prohibited Successor Agreement through such merger or acquisition if, within thirty (30) days of the closing of the merger or acquisition through which Perrigo first succeeded to such agreement, Perrigo brings the agreement into conformity with the terms of this Final Order."*

As to Alparma, Inc., the Final Order and Stipulated Permanent Injunction entered by this Court on August 24, 2004, with respect to Alparma, Inc. is amended to insert the following language at the end of Paragraph IV:

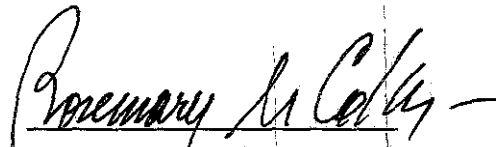
"PROVIDED FURTHER THAT, if Alparma acquires, or merges with, all or part of another company, then:

- (1) *within ten (10) days of the closing of such merger or acquisition, Alparma*
 - (a) *shall determine whether, as a result of the merger or acquisition, it has succeeded to any agreement that, but for this proviso, would be prohibited by Paragraph IV of this Final Order (hereafter "Prohibited Successor Agreement"), and*
 - (b) *shall notify the Commission of each Prohibited Successor Agreement to which Alparma has succeeded as a result of such*

merger or acquisition by filing a verified written report with the Commission that includes a copy of each such agreement; and

(2) *nothing in Paragraph IV shall prohibit Alpharma from succeeding to a Prohibited Successor Agreement through such merger or acquisition if, within thirty (30) days of the closing of the merger or acquisition through which Alpharma first succeeded to such agreement, Alpharma brings the agreement into conformity with the terms of this Final Order."*

SO ORDERED.


Rosemary M. Collyer
United States District Judge