

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

In the Matter of)
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Beretta Holding S.A.,) **File No.**
a privately-held corporation.)
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AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”) initiated an investigation of a proposed acquisition by Proposed Respondent Beretta Holding S.A. (“Proposed Respondent”), a subsidiary of Upifra S.A., of voting securities of Sturm, Ruger & Company, Inc. The Commission’s Bureau of Competition prepared and furnished to Proposed Respondent the Draft Complaint, which it proposed to present to the Commission for its consideration. The Bureau of Competition and Proposed Respondent enter into this Agreement Containing Consent Order (“Consent Agreement”) to provide for relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order, both of which are attached, to present to the Commission.

IT IS HEREBY AGREED by and between Proposed Respondent, by its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Beretta Holding S.A. is a privately-held corporation organized, existing, and doing business under and by virtue of the laws of the Grand Duchy of Luxembourg with its executive offices and principal place of business located at 9, Rue Ste Zithe, L-2763 Luxembourg City, Grand Duchy of Luxembourg.
2. Proposed Respondent admits all the jurisdictional facts set forth in the Draft Complaint.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Decision and Order contain a statement of findings of fact and conclusions of law;

- c. all rights to seek judicial review or otherwise to 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.
- 4. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true.
- 5. Proposed Respondent shall submit an initial compliance report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, no later than 30 days after the date on which Proposed Respondent executes this Consent Agreement and subsequent compliance reports every 30 days thereafter until the Decision and Order becomes final and the reporting obligations under this Consent Agreement shall cease. Each compliance report shall set forth in detail the manner in which Proposed Respondent has complied, has prepared to comply, is complying, and will comply with the Consent Agreement and Decision and Order. Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with the Consent Agreement and the Decision and Order.
- 6. Each compliance report submitted pursuant to Paragraph 5 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, including the General Manager of Proposed Respondent, 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 one copy of each compliance report. Proposed Respondent shall electronically file an original of each compliance report with the Secretary of the Commission at ElectronicFilings@ftc.gov, and with the Compliance Division at bccompliance@ftc.gov.
- 7. 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, an explanation of the provisions of the proposed Decision and Order, and any other information that may help interested persons understand the orders on the public record for the receipt of comments for 30 days.
- 8. 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 Respondent, 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, the Commission may, without further notice to Proposed Respondent, issue the attached Decision and Order providing for relief in disposition of the proceeding.

9. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondent 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 Respondent identified in this Consent Agreement, shall constitute service to Proposed Respondent. Proposed Respondent waives any rights it may have to any other manner of service.
10. 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.
11. By signing this Consent Agreement, Proposed Respondent represents and warrants that:
 - a. it can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order, including ensuring the independence of any director nominated or appointed by Proposed Respondent; and
 - b. all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement and the Decision and Order are parties to this Consent Agreement and are bound as if they had signed this Consent Agreement and were made parties to this proceeding or are within the control of parties to this Consent Agreement and the Decision and Order or will be after the acquisition.
12. Proposed Respondent has read the Draft Complaint and the proposed Decision and Order. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order from the date it signs this Consent Agreement. Proposed Respondent understands that once the Commission has issued the Decision and Order, it will be required to file one or more compliance reports setting forth in detail the manner in which it has complied, has prepared to comply, is complying, and will comply with the Decision and Order. 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. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order.

Beretta Holding S.A. _____ By: [Name] [Title] Dated: _____ _____ By: Vadim Brusser, Partner Sidley Austin LLP Counsel for Beretta Holding S.A. Dated: _____	FEDERAL TRADE COMMISSION _____ By: Andrew Scheperle Attorney Bureau of Competition _____ Erik Herron Assistant Director Bureau of Competition _____ Taylor C. Hoogendoorn Deputy Director Bureau of Competition _____ Daniel Guarnera Director Bureau of Competition Dated: _____
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