

to Maintain Assets, and having accepted the executed Consent Agreement and placed such Consent Agreement on the public record for a period of thirty (30) days for the receipt and consideration of public comments, now in further conformity with the procedure described in Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission hereby makes the following jurisdictional findings and issues the following Decision and Order (“Order”):

1. Respondent Allergan is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 2525 Dupont Drive, Irvine, California 92612.

2. Respondent Inamed is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its offices and principal place of business located at 5540 Ekwil Street, Suite D, Santa Barbara, California 93111.

3. The Federal Trade Commission has jurisdiction of the subject matter of this proceeding and of the Respondents, and the proceeding is in the public interest.

ORDER

I.

IT IS ORDERED that, as used in this Order, the following definitions shall apply:

- A. “Allergan” means Allergan, Inc., its directors, officers, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates (in each case controlled by Allergan), and the respective directors, officers, employees, agents, representatives, successors, and assigns of each. After the Acquisition, Allergan shall include Inamed.
- B. “Inamed” means Inamed Corporation, its directors, officers, employees, agents, representatives, predecessors, successors, and assigns; its joint ventures, subsidiaries, divisions, groups, and affiliates (in each case controlled by Inamed), and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.
- C. “Respondents” means Allergan and Inamed, individually and collectively.
- D. “Commission” means the Federal Trade Commission.
- E. “Acquisition” means the acquisition contemplated by the “Agreement and Plan of Merger” dated December 20, 2005, by and among Allergan, Inc., Banner Acquisition, Inc., and Inamed Corporation.
- F. “Agency(ies)” means any governmental regulatory authority or authorities in the world

**PUBLIC
APPENDIX II
TO THE DECISION AND ORDER
THE ORDER TO MAINTAIN ASSETS**

**NON-PUBLIC
APPENDIX III
TO THE DECISION AND ORDER**

**AGREEMENTS RELATED TO
THE JOINT DEVELOPMENT BOTULINUM PRODUCTS**

[Redacted From the Public Record Version But Incorporated By Reference]

**NON-PUBLIC
APPENDIX IV
TO THE DECISION AND ORDER**

THIRD PARTY CONSULTANTS

[Redacted From the Public Record Version But Incorporated By Reference]

**NON-PUBLIC
APPENDIX V
TO THE DECISION AND ORDER**

**PRODUCT KEY PERSONNEL,
PRODUCT ACCESS PERSONNEL,
PRODUCT CORE PERSONNEL (GROUP 1),
AND
PRODUCT CORE PERSONNEL (GROUP 2)**

[Redacted From the Public Record Version But Incorporated By Reference]