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STATE OF VERMONT
OFFICE OF THE ATTORNEY GENERAL
109 STATE STREET
MONTPELIER, VT
05609-1001

November 18, 2013

Claire Mee, Clerk of Court
Washington Superior Court
65 State Street
Montpelier, VT 05602

Hand Delivered

Re: State of Vermont v. EMD Millipore Corporation

Dear Ms. Mee:

Enclosed for filing with the Court on the above-referenced matter, please find an Assurance of Discontinuance. I would appreciate your returning the copy to me with your docket number and date stamp noted.

Thank you.

Sincerely yours,

A handwritten signature in black ink that reads "Kate Whelley McCabe".

Kate Whelley McCabe
Assistant Attorney General

Enc.

STATE OF VERMONT
SUPERIOR COURT
WASHINGTON UNIT

IN RE: EMD Millipore Corporation) CIVIL DIVISION
) Docket No. _____
)

ASSURANCE OF DISCONTINUANCE

Vermont Attorney General William H. Sorrell ("the Attorney General") and EMD Millipore Corporation ("Respondent") hereby agree to this Assurance of Discontinuance pursuant to 9 V.S.A. § 2459.

BACKGROUND

1. The Prescribed Products Disclosure Law, 18 V.S.A. § 4632, requires prescribed product manufacturers to file periodic reports with the Attorney General's Office detailing certain information about the allowable expenditures and permitted gifts the manufacturer gives to Vermont health care providers and other recipients covered under the law.
2. Respondent EMD Millipore Corporation is a prescribed product manufacturer incorporated under the laws of Massachusetts, with its principal place of business located at 290 Concord Road, Billerica, MA 01821.
3. EMD Millipore Corporation may have given allowable expenditures and/or permitted gifts to Vermont health care providers and/or other recipients covered under the Prescribed Products Disclosure Law, 18 V.S.A. § 4632, during fiscal year 2010 (July 1, 2009 through June 30, 2010), fiscal year 2011 (July 1, 2010 through June 30, 2011), calendar year 2011 (July 1, 2011 through December 31, 2011) and 2012 (January 1, 2012 through December 31, 2012).
4. EMD Millipore Corporation failed to file annual reports with the Attorney General's Office for fiscal year 2010 (July 1, 2009 through June 30, 2010), fiscal year 2011 (July 1,

2010 through June 30, 2011), calendar year 2011 (July 1, 2011 through December 31, 2011) and 2012 (January 1, 2012 through December 31, 2012).

5. The above conduct constitutes violations of the Prescribed Products Disclosure Law, 18 V.S.A. § 4632.

INJUNCTIVE RELIEF

6. EMD Millipore Corporation shall comply with the Prescribed Product Gift Ban and Disclosure Law, 18 V.S.A. §§ 4631a, 4632.

7. On or before ten (10) days after signing this Assurance of Discontinuance, EMD Millipore Corporation shall make payment to the "State of Vermont" in the amount of \$1,750.00, and send to: Kate Whelley McCabe, Assistant Attorney General, Office of the Attorney General, 109 State Street, Montpelier, VT 05609, in full payment of the registration fees owed under 18 V.S.A. § 4632 for fiscal year 2010 (July 1, 2009 through June 30, 2010), fiscal year 2011 (July 1, 2010 through June 30, 2011), calendar year 2011 (July 1, 2011 through December 31, 2011), and 2012 (January 1, 2012 through December 31, 2012).

OTHER TERMS

8. EMD Millipore Corporation agrees that this Assurance of Discontinuance shall be binding on EMD Millipore Corporation and its successors and assigns.

9. The Attorney General hereby releases and discharges any and all claims arising under the Prescribed Product Disclosure Law, 18 V.S.A. § 4632, that it may have against EMD Millipore Corporation for the conduct described in the Background section for fiscal year 2010 (July 1, 2009 through June 30, 2010), fiscal year 2011 (July 1, 2010 through June 30, 2011), calendar year 2011 (July 1, 2011 through December 31, 2011) and 2012 (January

1, 2012 through December 21, 2012). **The Attorney General does NOT release any claims arising under the Prescribed Product Gift Ban, 18 V.S.A. § 4631a.**

10. The Superior Court of the State of Vermont, Washington Unit, shall maintain jurisdiction over this Assurance and the parties hereto for the purpose of enabling the Attorney General to apply to this Court at any time for orders and directions as may be necessary or appropriate to enforce compliance with or to punish violations of this Assurance of Discontinuance.

STIPULATED PENALTIES

11. If the Superior Court of the State of Vermont, Washington Unit enters an order finding Respondent to be in violation of this Assurance of Discontinuance by having violated the Prescribed Product Disclosure Law, 18 V.S.A. § 4632, then the parties agree that penalties to be assessed by the Court for each act in violation of this Assurance of Discontinuance shall be \$10,000. For purposes of this Section, the term "each act" shall mean each violation of the Prescribed Products Disclosure Law, 18 V.S.A. § 4632 that occurs after the date this Assurance of Discontinuance is executed. This Section 11 on Stipulated Penalties shall expire no later than ten years from the effective date of this Assurance of Discontinuance with no further action necessary by the parties. If, after expiration of this Section 11, the Superior Court of the State of Vermont, Washington Unit enters an order finding Respondent to be in violation of this Assurance of Discontinuance by having violated the Prescribed Products Disclosure Law, 18 V.S.A. § 4632, any such violation shall be governed by the terms of the Prescribed Products Disclosure Law, 18 V.S.A. § 4632(c).

NOTICE

12. Respondent may be located at:

David P. Hutchinson
General Counsel and Chief Compliance Officer
EMD Millipore Corporation
290 Concord Road
Billerica, MA 01821

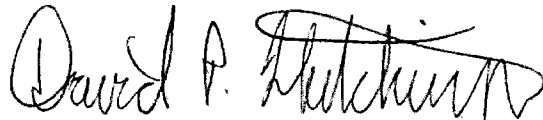
13. Respondent shall notify the Attorney General of any change of business name or address within 20 business days.

[Signature Page Follows]

SIGNATURE

In lieu of instituting an action or proceeding against EMD Millipore Corporation , the Office of the Attorney General, pursuant to 9 V.S.A. § 2459, accepts this Assurance of Discontinuance. By signing below, Respondent voluntarily agrees with and submits to the terms of this Assurance of Discontinuance.

DATED at Billerica, Massachusetts this 14th day of November, 2013.



David P. Hutchinson
General Counsel and Chief Compliance Officer
EMD Millipore Corporation

ACCEPTED on behalf of the Attorney General:

DATED at Montpelier, Vermont this 19th day of November, 2013.

STATE OF VERMONT

WILLIAM H. SORRELL
ATTORNEY GENERAL

By:



Kate Whelley McCabe
Assistant Attorney General
Office of Attorney General
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