

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

COMMISSIONERS: **Deborah Platt Majoras, Chairman**
 Pamela Jones Harbour
 Jon Leibowitz
 William E. Kovacic
 J. Thomas Rosch

In the Matter of

MIREALSOURCE, INC.,

a corporation.

Docket No. 9321

AGREEMENT CONTAINING CONSENT ORDER

This Agreement Containing Consent Order (“Consent Agreement”), by and between MiRealSource, Inc. (“Respondent”), by its duly authorized officer and attorneys, and counsel for the Federal Trade Commission (“Commission”), is entered into in accordance with the Commission’s Rules governing consent order procedures. In accordance therewith the parties hereby agree that:

1. Respondent MiRealSource, Inc., is a corporation organized, existing and doing business under and by virtue of the laws of the State of Michigan, with its office and principal place of business at 5700 Crooks Road, Suite 102, Troy, Michigan 48098.
2. Respondent has been served with a copy of the Complaint issued by the Federal Trade Commission charging it with violations of section 5 of the Federal Trade Commission Act, and has filed its answer to said complaint denying said charges.
3. Respondent admits all the jurisdictional facts set forth in the Complaint.
4. Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission’s Decision and Order, 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. 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 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 Respondent, in which event it will take such action as it may consider appropriate, or issue and serve its Decision and Order in disposition of the proceeding.
 6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Respondent that the law has been violated as alleged in the Complaint, or that the facts as alleged in the Complaint, other than jurisdictional facts, are true.
 7. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 3.25(f), 16 C.F.R. § 3.25(f), the Commission may, without further notice to Respondent: (1) issue its Decision and Order, and (2) make information public with respect thereto. When final the 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 Commission orders. The Order shall become final upon service. Delivery of the Order to Respondent by any means specified in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Respondent also waives any right it may otherwise have to service of any Appendices incorporated by reference into the Decision and Order that are in the possession of proposed Respondent, 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. The Complaint may be used in construing the terms of the Order, and no agreement, understanding, representation, or interpretation not contained in the Order or the Consent Agreement may be used to vary or contradict the terms of the Order.
 8. By signing this Consent Agreement, Respondent represents and warrants that it can accomplish the full relief contemplated by the Consent Agreement and the attached Decision and Order, and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are bound thereby as if they had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.

9. Respondent has read the Order contemplated hereby. Respondent understands that once the Order has been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Order. Respondent agrees to comply with the Order from the date it signs this Consent Agreement. Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Order after it becomes final.

Agreed this date:

_____, 2006

MiRealSource, Inc.:

By: _____

Virginia Bratt

Chief Executive Officer
MiRealSource, Inc.

By: _____

Sheldon Klein

Counsel for MiRealSource, Inc.
Butzel Long
150 W. Jefferson, Suite 150
Detroit, MI 48226

Federal Trade Commission:

By: _____

Sean P. Gates
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Counsel Supporting the Complaint

APPROVED:

Geoffrey D. Oliver
Assistant Director

Kenneth L. Glazer
Deputy Director

Jeffrey Schmidt
Director

Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580