

ATTACHMENT 3

This Agreement entered into this _____ day of December 2000 between FRANCIS J. CIVILLE (the "Monitor Trustee") and ABBOTT LABORATORIES (the "Acquirer"), referred to herein collectively as "the parties," provides as follows:

WHEREAS the Federal Trade Commission (the "Commission") has accepted or will shortly accept for Public Comment an *Agreement Containing Consent Orders* ("Consent Agreement") with SmithKline Beecham plc ("SB") and Glaxo Wellcome plc ("GW") (where "Respondents,

- i. reports that include the annual forecasts and actual quarterly sales (in units and dollars) of the Relevant Product(s) and market share performance in the United States against competitive products;
 - ii. reports that discuss the Acquirer's plans or efforts to sell the Relevant Product(s) in or into the United States or that discuss the Acquirer's plans or efforts to obtain all FDA approvals necessary to manufacture the Relevant Product(s) independent of the Respondents;
 - iii. any revisions, amendments, or subsequent reports or plans, related to reports or plans previously provided to the Monitor Trustee; and
 - iv. such additional information as the Monitor Trustee, the Commission, or staff of the Commission may reasonably request.
 - c. Within ten (10) days of the occurrence of any of the following, notify the Monitor Trustee if:
 - i. the Acquirer has determined to abandon its efforts to obtain FDA approvals necessary to manufacture the Relevant Product(s);
 - ii. the Acquirer has voluntarily ceased the sale in the United States of the Relevant Product(s) for any time period exceeding sixty (60) days prior to obtaining all necessary FDA approvals to manufacture the Relevant Product(s); or
 - iii. the Acquirer has failed to obtain all necessary FDA approvals to manufacture the Relevant Product(s) in the United States within four (4) years from the date the Commission approves the Divestiture Agreement between the Respondents and the Acquirer.
 - d. Provide the Monitor Trustee promptly with a copy of any meeting minutes, action plans, schedules, written reports related to the Acquirer's significant interactions with the Respondents and/or the FDA on matters related to transition support, technology transfer, manufacturing and supply obligations related to the Relevant Products to the extent these are produced in the ordinary course of the Acquirer's business. This shall include any written correspondence or summaries of oral communications with the FDA, if produced in the ordinary course of the Acquirer's business.
 - e. At the Monitor Trustee's request, upon reasonable notice and during regular business hours:
 - i. arrange meetings or discussions, at a reasonable location designated by the Acquirer,

- and provide additional information in response to reasonable requests of the Monitor Trustee, relating to the Acquirer's efforts to obtain FDA approvals to manufacture the Relevant Product(s);
- ii. provide the Monitor Trustee with direct and sufficient access to Acquirer's representative designated for that purpose, to Acquirer's activities, and to any of Acquirer's personnel (who have direct or indirect responsibility for overseeing Acquirer's efforts to manufacture, sell, or obtain the FDA approvals related to the Relevant Product(s)), in order to allow the Monitor Trustee to determine the status of the Acquirer's efforts to obtain FDA approvals; and
 - iii. provide the Monitor Trustee with sufficient access to any records and facilities that relate to the Acquirer's efforts to obtain FDA approvals to manufacture the Relevant Product(s), including, but not limited to, onsite access to the Acquirer's manufacturing facilities.
- f. Provide the Monitor Trustee with timely advanced notification of significant meetings relating to FDA approvals to manufacture the Relevant Product(s), including any meetings with the FDA and FDA inspections of Acquirer's facilities. Such meetings may be attended by the Monitor Trustee or his representative, at the request of the Monitor Trustee, the Commission, or the staff of the Commission.
- g. Deliver all reports and plans as described herein in written hard copy form in a timely manner to:

Francis J. Civile
44 Brentwood Drive
East Hanover, New Jersey 07936

and, at the request of the Monitor Trustee or staff of the Commission, a copy to:

Federal Trade Commission
Attention: David von Nirschl, Esquire
601 Pennsylvania Avenue, N.W.; S-2115
Washington, DC 20580
Facsimile: (202) 326-2655

- h. Cooperate in any respect reasonably required by the Monitor Trustee to allow him to fulfill his obligations as they relate to the Acquirer under the Orders.

2. The Monitor Trustee shall:

- a. maintain the confidentiality of all information provided to the Monitor Trustee by Acquirer and shall use such information only for the purpose of discharging his obligations as Monitor Trustee and not for any other purpose, including, without limitation, any other business, scientific, technological, or personal purpose. Such information may be disclosed only to:

5. Nothing in this Agreement shall require the Acquirer to disclose any material or information that is subject to a legally recognized privilege or that the Acquirer is prohibited from disclosing by reason of law or an agreement with a third party.
6. As used in this Agreement, all capitalized terms used herein and not specifically defined herein shall have the respective definitions given to them in the Consent Agreement and the Orders.
7. Except for the provisions of Paragraph 2 of this Agreement, this Agreement shall terminate when the Acquirer obtains FDA approval to manufacture the Relevant Product(s) in or into the United States, within five (5) years of the date of this Agreement, or the Commission has appointed a substitute trustee pursuant to the Orders, whichever occurs earlier, provided, however, that the Commission may extend this Agreement as may be necessary or appropriate to accomplish the purposes of the Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

MONITOR TRUSTEE

ABBOTT LABORATORIES

By: _____

Its: _____