

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

In the Matter of	)	
	)	
<b>GENZYME CORPORATION</b>	)	
a corporation,	)	<b>File No. 041 0083</b>
	)	
and	)	
	)	
<b>ILEX ONCOLOGY, INC.,</b>	)	
a corporation.	)	
	)	

**AGREEMENT CONTAINING CONSENT ORDERS**

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Proposed Respondent Genzyme Corporation (“Genzyme”) of Proposed Respondent ILEX Oncology, Inc. (“ILEX”), and it now appearing that Genzyme and ILEX, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief:

**IT IS HEREBY AGREED** by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Genzyme Corporation, is a corporation organized, existing, and doing business under and by virtue of the laws of the Commonwealth of Massachusetts, with its office and principal place of business located at 500 Kendall Street, Cambridge, Massachusetts 02142.
2. Proposed Respondent ILEX Oncology, Inc., is a corporation organized, existing and doing business under and by virtue of the laws of the state of Delaware, with its office and principal place of business located at 4545 Horizon Hill Blvd., San Antonio, Texas 78229.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint attached hereto.
4. Proposed Respondents waive:
  - (a) any further procedural steps;

- (b) the requirement that the Commission's Order to Hold Separate and Maintain Assets and Decision and Order, both of which are attached hereto and made a part hereof, contain a statement of findings

of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents, issue the attached Decision and Order containing an order to divest and providing for other relief in disposition of the proceeding.

10. When final, the Decision and Order and the Order to Hold Separate and Maintain Assets 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 other orders. The Decision and Order and the Order to Hold Separate and Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Hold Separate and Maintain Assets to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. Proposed Respondents also waive any right they may otherwise have to service of any Appendices incorporated by reference into the Decision and Order, 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, where Proposed Respondents are already in possession of copies of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order and the Order to Hold Separate and Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Hold Separate and Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Hold Separate and Maintain Assets.
12. By signing this Consent Agreement, Proposed Respondents represent and warrant that they can accomplish the full relief contemplated by the attached Decision and Order and the Order to Hold Separate and Maintain Assets (including effectuating all required divestitures, assignments, and transfers and obtaining all necessary approvals from governmental authorities, leaseholders, and other third parties to effectuate the

penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Hold Separate and Maintain Assets after they become final.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

**GENZYME CORPORATION**

**FEDERAL TRADE COMMISSION**

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Henri A. Termeer

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Paul R. Frontczak

Dated: \_\_\_\_\_, 2004