

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

In the Matter of)
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NOVARTIS AG,)
a corporation.)
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File No. 051-0106

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”) having initiated an investigation of the proposed acquisition by Proposed Respondent Novartis AG (together with its subsidiaries and affiliates, “Novartis”) of the interest in Eon Labs, Inc. held by Santo Holding AG, and it now appearing that Novartis, hereinafter sometimes referred to as “Proposed Respondent,” is willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondent, by its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Novartis is a corporation organized, existing and doing business under and by virtue of the laws of Switzerland, with its offices and principal place of business located at Lichtstrasse 35, CH-4002 Basel, Switzerland.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft of Complaint attached hereto.
3. Proposed Respondent waives:
 - a. any further procedural steps;
 - b. the requirement that the Commission’s Decision and Order, which is 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 to 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.
4. Proposed Respondent shall submit a written report within thirty (30) days of the date this Consent Agreement is signed, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33. Proposed Respondent shall also submit subsequent reports every thirty (30) days

thereafter until the Decision and Order becomes final, at which time the reporting obligations under the Decision and Order shall control. Such reports shall be signed by Proposed Respondent, and shall set forth in detail the manner in which Proposed Respondent has complied to date, has prepared to comply, is complying, and will comply with the Decision and Order. Such reports will not become part of the public record unless and until the accompanying Consent Agreement and Dec

Signed this _____ day of June, 2005.

NOVARTIS AG

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APPENDIX I
INTERIM MONITOR AGREEMENT
[Public Record Version]
[Nonpublic Version Redacted But Incorporated By Reference]