

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

In the Matter of





and (3) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondents,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.

11. When final, the Decision and Order and the Order to 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 Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order, and the Order to Maintain Assets to Proposed Respondents by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a) – including, but not limited to, delivery to Steven A. Newborn, Esq., of Weil, Gotshal & Manges LLP, for Respondent J&J, and to Stephen A. Stack, Jr., Esq., of Dechert LLP, for Respondent Pfizer, or to any other lawyer or law firm listed as Counsel for Respondents on this Consent Agreement – 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 and the Order to Maintain Assets 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.

12. The Complaint may be used in construing the terms of the Decision and Order and the

and requires Proposed Respondents to divest all assets required to be divested pursuant to the relevant divestiture requirements of the Decision and Order. Proposed Respondents also represent and warrant that Proposed Respondents shall interpret each such Remedial Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.

15. Proposed Respondents have read the draft of the Complaint, the Decision and Order, and the Order to Maintain Assets contemplated hereby. Proposed Respondents understand that once the Decision and Order and the Order to Maintain Assets have been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order and the Order to Maintain Assets.
16. Proposed Respondents agree to comply with the terms of the proposed Decision and Order and the Order to Maintain Assets, as applicable, from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

**JOHNSON & JOHNSON**

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William C. Weldon  
Chairman, Board of Directors  
Chief Executive Officer  
Johnson & Johnson

Dated: \_\_\_\_\_, 2006

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Steven A. Newborn, Esq.  
Weil, Gotshal & Manges LLP  
Counsel for Johnson & Johnson

Dated: \_\_\_\_\_, 2006

**PFIZER INC.**

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Jeffrey B. Kindler  
Chief Executive Officer

Pfizer Inc.

Dated: \_\_\_\_\_, 2006

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Stephen A. Stack, Jr., Esq.  
Dechert LLP.  
Counsel for Pfizer Inc.

Dated: \_\_\_\_\_, 2006

**FEDERAL TRADE COMMISSION**

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James E. Southworth  
Jacqueline K. Mendel  
John D. Carroll  
Attorneys  
Bureau of Competition

**APPROVED:**

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Michael R. Moiseyev  
Assistant Director  
Bureau of Competition

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Jeffrey Schmidt  
Director  
Bureau of Competition

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Kenneth L. Glazer  
Deputy Director  
Bureau of Competition